



ARIHANT ACADEMY LIMITED
CIN: U80903MH2007PLC175500

Registered Office	Corporate Office	Contact Person	Email and Telephone	Website
Ground Floor, Triveni Sadan, Opp Ambe Mata Temple, Carter Road No. 3, Borivali (East), Mumbai – 400 066, Maharashtra, India	N.A.	Ms. Deeksha Tiwari, Company Secretary and Compliance Officer	investors@arihantacademy.com +91 9920781706	www.arihantacademy.com

PROMOTERS OF OUR COMPANY: MR. ANIL SURESH KAPASI AND MR. UMESH ANAND PANGAM

DETAILS OF ISSUE TO PUBLIC

Type	Fresh Issue Size	OFS Size	Total Issue Size	Eligibility 229(1) / 229(2) & share reservation among NII & RII
Fresh Issue	Up to 16,35,200 Equity Shares aggregating to ₹ [●] Lakhs	NA	Up to 16,35,200 Equity Shares aggregating to ₹ [●] Lakhs	The Issue is being made pursuant to Regulation 229(1) of SEBI ICDR Regulations. As the Company's post issue face value capital does not exceed ₹10.00 Crores.

OFS: Issue for sale

DETAILS OF OFS BY PROMOTER(S)/ PROMOTER GROUP/ OTHER SELLING SHAREHOLDER

NAME	NO OF SHARES OFFERED	WACA PER EQUITY SHARE (IN ₹)
	N.A.	

WACA: Weighted Average Cost of Acquisition

RISKS IN RELATION TO THE FIRST ISSUE – This being the first public offer 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 Issue Price is [●] times of the face value of the Equity Shares. The Issue Price (determined and justified by our Company in consultation with the Lead Manager as stated in “Basis for Issue Price” on page 72 of this Draft Prospectus) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Prospectus. Specific attention of the investors is invited to “Risk Factors” on page 22 of this Draft Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares offered through the Draft Prospectus are proposed to be listed on the SME Platform of NSE i.e., NSE Emerge. Our Company has received ‘in-principle’ approval from the NSE for using its name in the issue document for the listing of the Equity Shares, pursuant to letter dated [●]. For the purpose of the Issue, the Designated Stock Exchange shall be NSE.

LEAD MANAGER TO THE ISSUE

Name and Logo	Contact Person	Email & Telephone
SHRENI SHARES PRIVATE LIMITED	Ms. Kritika Rupda/ Ms. Kruti Doshi	E-mail: shrenishares@gmail.com Telephone: 022 – 2808 8456

REGISTRAR TO THE ISSUE

Name and Logo	Contact Person	Email & Telephone
BIGSHARE SERVICES PVT LTD	Mr. Swapnil Kate	E-mail: ipo@bigshareonline.com Telephone: 022 – 6263 8200

ISSUE PROGRAMME

ISSUE OPENS ON: [●]	ISSUE CLOSES ON: [●]
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ARIHANT ACADEMY LIMITED

Our Company was originally incorporated under the name “India Tutorials Private Limited” under the provisions of the Companies Act, 1956 and Certificate of Incorporation was issued by the Registrar of Companies, Mumbai, Maharashtra on October 30, 2007. Subsequently, the name of our Company was changed to “Arihant Academy Private Limited” via Shareholders’ Resolution dated September 18, 2012 pursuant to which fresh Certificate of Incorporation dated October 31, 2012 was issued by Registrar of Companies, Mumbai, Maharashtra. Consequently, the status of the Company was changed to public limited and the name of our Company was changed to “Arihant Academy Limited” vide Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting of our Company held on September 09, 2022. The fresh certificate of incorporation consequent to conversion was issued on September 19, 2022 by the Registrar of Companies, Mumbai, Maharashtra. The Corporate Identification Number of our Company is U80903MH2007PLC175500. For further details on incorporation and registered office of our Company, see “History and Certain Corporate Matters” beginning on page 116 of this Draft Prospectus.

Registered Office: Ground Floor, Triveni Sadan, Opp Ambe Mata Temple, Carter Road No. 3, Borivali (East), Mumbai – 400 066, Maharashtra, India

Tel: +91 99207 81706; **E-mail:** investors@arihantacademy.com; **Website:** www.arihantacademy.com

Contact Person: Ms. Deeksha Tiwari, Company Secretary and Compliance Officer

OUR PROMOTERS: MR. ANIL SURESH KAPASI AND MR. UMESH ANAND PANGAM

INITIAL PUBLIC OFFERING OF UP TO 16,35,200 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH (“EQUITY SHARES”) OF ARIHANT ACADEMY LIMITED (“ARIHANT” OR “OUR COMPANY” OR “THE ISSUER”) FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ [●] PER EQUITY SHARE) (“ISSUE PRICE”) AGGREGATING UP TO ₹ [●] LAKHS (“THE ISSUE”) OF WHICH UP TO [●] EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER (“MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF YP TO [●] EQUITY SHARES OF FACE VALUE OF ₹10/- EACH AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS (“NET ISSUE”). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●] % AND [●] % OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO CHAPTER TITLED “TERMS OF THE ISSUE” BEGINNING ON PAGE 181 OF THIS DRAFT PROSPECTUS.

THE FACE VALUE OF THE EQUITY SHARES IS ₹10/- EACH AND THE ISSUE PRICE IS [●] TIMES OF THE FACE VALUE

In terms of Rule 19(2)(b)(i) of the SCRR this Issue is being made for at least 25% of the post-issue paid-up Equity Share capital of our Company. This issue is being made through Fixed Price process in accordance and compliance with Chapter IX and other applicable provisions of SEBI ICDR Regulations wherein a minimum 50% of the Net Issue is allocated for Retail Individual Investors and the balance shall be offered to individual applicants other than Retail Individual Investors and other investors including corporate bodies or institutions, QIBs and Non-Institutional Investors. However, if the aggregate demand from the Retail Individual Investors is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid applications being received from them at or above the Issue Price. Additionally, if the Retail Individual Investors category is entitled to more than 50% on proportionate basis, the Retail Individual Investors shall be allocated that higher percentage. All potential investors shall participate in the Issue only through an Application Supported by Blocked Amount (“ASBA”) process including through UPI mode (as applicable) by providing details of the respective bank accounts and / or UPI IDs, in case of RIIs, if applicable, which will be blocked by the Self Certified Syndicate Banks (“SCSBs”) for the same. For details in this regard, specific attention is invited to “Issue Procedure” beginning on page 190 of this Draft Prospectus. A copy will be filed with the Registrar of Companies as required under Section 26 and Section 28 of the Companies Act, 2013.

RISK IN RELATION TO THE FIRST ISSUE

This being the first public offer of our Company, there has been no formal market for the securities of our Company. The face value of the Equity Shares of our Company is ₹10/- each and the Issue Price is [●] times of face value per Equity Share. The Issue Price (has been determined and justified by our Company in consultation with the Lead Manager, as stated under chapter titled “Basis for Issue Price” beginning on page 72 of this Draft Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/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 the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Prospectus. Specific attention of the investors is invited to “Risk Factors” on page 22 of this Draft Prospectus.

ISSUER’S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares offered through the Draft Prospectus are proposed to be listed on the SME Platform of NSE i.e., NSE Emerge. Our Company has received ‘in-principle’ approval from the NSE for using its name in the issue document for the listing of the Equity Shares, pursuant to letter dated [●]. For the purpose of the Issue, the Designated Stock Exchange shall be NSE.

LEAD MANAGER TO THE ISSUE

REGISTRAR TO THE ISSUE



SHRENI SHARES PRIVATE LIMITED

Office No. 102, 1st Floor, Sea Lord CHS, Ram Nagar, Borivali (West), Mumbai – 400 092, Maharashtra, India

Telephone: 022 – 2808 8456

E-mail: shrenishares@gmail.com

Investors Grievance e-mail: info@shreni.in

Website: www.shreni.in

Contact Person: Ms. Kritika Rupda/ Ms. Kruti Doshi

SEBI Registration Number: INM000012759



BIGSHARE SERVICES PRIVATE LIMITED

Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai – 400 093, Maharashtra, India

Telephone: 022 – 6263 8200

E-mail: ipo@bigshareonline.com

Investor Grievance e-mail: investor@bigshareonline.com

Website: www.bigshareonline.com

Contact Person: Mr. Swapnil Kate

SEBI Registration Number: INR000001385

ISSUE PROGRAMME

ISSUE OPENS ON: [●]

ISSUE CLOSES ON: [●]

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft 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, regulations, rules, guidelines or policies shall be to such legislation, act, regulations, 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 Prospectus, but not defined herein shall have, to the extent applicable, the meaning ascribed to such terms under SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act, and the rules and regulations made thereunder.

Notwithstanding the foregoing, the terms not defined but used in the chapters titled “*Statement of Possible Tax Benefits*”, “*Restated Financial Statements*”, “*Outstanding Litigations and Material Developments*”, “*Key Industry Regulations and Policies*” and section titled “*Main Provisions of the Articles of Association*” on page 76, 141, 156, 110 and 212 respectively of this prospectus, shall have the meanings ascribed to such terms in the respective sections.

GENERAL TERMS

Term	Description
Arihant / The Company / Our Company / The Issuer /Arihant Academy Limited	Arihant Academy Limited, a company incorporated in India under the Companies Act, 1956 having its Registered Office at Ground Floor, Triveni Sadan, Opp. Ambe Mata Temple, Carter Road No. 3, Borivali (East), Mumbai – 400 066, Maharashtra, India
We / us / our	Unless the context otherwise indicates or implies, refers to our Company
you / your / yours	Prospective Investors in this Issue

COMPANY RELATED TERMS

Term	Description
AoA / Articles / Articles of Association	The articles of association of our Company, as amended from time to time
Audit Committee	The audit committee of our Company, constituted on September 25, 2022 in accordance with Section 177 of the Companies Act, 2013, as described in “ <i>Our Management</i> ” beginning on page 120 of this Draft Prospectus
Bankers to our Company	Kotak Mahindra Bank Limited
Board of Directors / Board / Directors (s)	The Board of Directors of Arihant Academy Limited, including all duly constituted Committees thereof as the context may refer to
Chairman / Chairperson	The Chairman / Chairperson of Board of Directors of our Company being Mr. Umesh Anand Pangam
Chief Financial Officer / CFO	The Chief Financial Officer of our Company is Mr. Shirish Pandurang Kumbhar
Company Secretary and Compliance Officer	The Company Secretary and Compliance officer of our Company is Ms. Deeksha Tiwari
Corporate Identification Number / CIN	U80903MH2007PLC175500
Equity Shares	Equity Shares of our Company of Face Value of ₹10/- each fully paid-up
Equity Shareholders / Shareholders	Persons / entities holding Equity Share of our Company
Executive Directors	Executive Directors are the Managing Director & Whole Time Directors of our Company
Group Companies	In terms of SEBI ICDR Regulations, the term “ <i>Group Companies</i> ” includes companies (other than our Promoter and Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, any other companies as considered material by our Board, in accordance with the Materiality Policy and as disclosed in chapter titled “ <i>Our Group Company</i> ” beginning on page 138 of this Draft Prospectus
Independent Director(s)	Independent directors on the Board, and eligible to be appointed as an independent director under the provisions of Companies Act and SEBI LODR Regulations. For details of the

Term	Description
	Independent Directors, please refer to chapter titled “ <i>Our Management</i> ” beginning on page 120 of this Draft Prospectus
ISIN	International Securities Identification Number. In this case being INE0NCC01015
Key Management Personnel / KMP	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations, together with the Key Managerial Personnel of our Company in terms of Section 2(51) of the Companies Act, 2013 and as disclosed in the chapter titled “ <i>Our Management</i> ” beginning on page 120 of this Draft Prospectus
Materiality Policy	The policy adopted by our Board on September 25, 2022 for identification of Group Companies, material outstanding litigation and outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations
Managing Director	The Managing Director of our Company being Mr. Anil Suresh Kapasi
MOA / Memorandum of Association	The Memorandum of Association of our Company, as amended from time to time
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Company, constituted on September 25, 2022 in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in “ <i>Our Management</i> ” beginning on page 120 of this Draft Prospectus
Non-Executive Director	A Director not being an Executive Director or is an Independent Director
Peer Reviewed Auditors	M/s A Y & Company, Chartered Accountants having its office located at 505, Fifth Floor, ARG Corporate Park, Ajmer Road, Gopal Bari, Jaipur – 302 006, Rajasthan, India
Promoters	The Promoters of Our Company is Mr. Anil Suresh Kapasi and Mr. Umesh Anand Pangam
Promoter Group	Such persons, entities and companies constituting our promoter group pursuant to Regulation 2(1) (pp) of the SEBI ICDR Regulations as disclosed in the Chapter titled “ <i>Our Promoter and Promoter Group</i> ” beginning on page 134 of this Draft Prospectus
Registered Office	The Registered Office of our Company situated at Ground Floor, Triveni Sadan, Opp. Ambe Mata Temple, Carter Road No. 3, Borivali (East), Mumbai – 400 066, Maharashtra, India.
Registrar of Companies / RoC	Registrar of Companies, Mumbai situated at 100, Everest, Marine Drive, Mumbai – 400 002, Maharashtra, India
Restated Financial Statements	Restated Consolidated Financial Statements of our Company and Arihant Academy Ventures Private Limited for the financial years ended on March 31, 2022, 2021 and 2020 and Restated Standalone Financial Statements for the period ended September 30, 2022 and for the financial years ended on March 31, 2022, 2021 and 2020 prepared in accordance with the Indian GAAP read with Section 133 of the Companies Act, 2013 and restated in accordance with the SEBI ICDR Regulations which comprises the restated summary statement of assets & liabilities, the restated summary statement of profit and loss and restated summary statement of cash flows along with all the schedules and notes thereto
Stakeholders’ Relationship Committee	The Stakeholders’ Relationship Committee of our Company, constituted on September 25, 2022 in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in “ <i>Our Management</i> ” beginning on page 120 of this Draft Prospectus
Statutory Auditors	The statutory auditors of our Company, currently being M/s Bhikubhai H Shah. & Co., Chartered Accountants, having their office at Shop No. 15, Navratna Building, Aasra Colony Road, Dattapada, Borivali (East), Mumbai – 400 066, Maharashtra, India
Whole Time Director	The Whole Time Director of our company being Mr. Umesh Anand Pangam

ISSUE RELATED TERMS

Term	Description
Abridged Prospectus	Abridged Prospectus to be issued under SEBI ICDR Regulations and appended to the Application Forms
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application Form
Allot / Allotment / Allotted / Allotment of Equity shares	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Issue to the successful applicants, including transfer of the Equity Shares pursuant to the Issue for Sale to the successful applicants
Allotment Advice	A note or advice or intimation of Allotment sent to the Applicants who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allotment Date	Date on which the Allotment is made

Term	Description
Allottees	The successful applicant to whom the Equity Shares are being / have been allotted
Applicant / Investor	Any prospective investor who makes an application pursuant to the terms of the Draft Prospectus. All the applicants should make application through ASBA only
Application lot	[●] Equity Shares and in multiples thereof
Application Amount	The amount at which the prospective investors shall apply for Equity Shares of our Company in terms of this Draft Prospectus
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by ASBA Applicant to make an application authorizing an SCSB to block the Application Amount in the specified Bank Account maintained with such SCSB and will include applications made by RIIs using the UPI Mechanism, where the Application Amount shall be blocked upon acceptance of UPI Mandate Request by RIIs using UPI Mechanism
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB or the account of the RII blocked upon acceptance of UPI Mandate Request by RIIs using the UPI Mechanism to the extent of the Application Amount of the Applicant
ASBA Applicant(s)	Any prospective investors in the Issue who intend to submit the Application through the ASBA process
ASBA Application / Application	An application form, whether physical or electronic, used by ASBA Applicants which will be considered as the application for Allotment in terms of the Prospectus
ASBA Form	An application form (with and without the use of UPI, as may be applicable), whether physical or electronic, used by the ASBA Applicants and which will be considered as an application for Allotment in terms of the Prospectus
Banker(s) to the Issue	The banks which are Clearing Members and registered with SEBI as Banker to an Issue with whom the Escrow Agreement is entered and in this case being [●]
Banker(s) to the Issue and Sponsor Bank Agreement	Agreement dated [●], entered into between our Company, Lead Manager, the Registrar to the Issue, Banker to the Issue and Sponsor Bank for collection of the Application Amount on the terms and conditions thereof
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue and which is described in the chapter titled “ <i>Issue Procedure</i> ” beginning on page 190 of this Draft Prospectus
Broker Centres	Broker centres notified by the Stock Exchanges where Applicants can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Broker are available on the respective websites of the Stock Exchange
CAN / Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Client ID	Client identification number maintained with one of the Depositories in relation to Demat account
Collecting Depository Participant(s) or CDP(s)	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular No. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches	Such branches of the SCSBs which coordinate with the Lead Manager, the Registrar to the Issue and the Stock Exchange and a list of which is available at www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time
Collection Centres	Centres at which the Designated intermediaries shall accept the Application Forms, being the Designated SCSB Branch for SCSBs, specified locations for syndicate, broker centre for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation, Bank Account details and UPI ID (if applicable)
Designated CDP Locations	Such locations of the CDPs where Applicants can submit the ASBA Forms and in case of RIIs only ASBA Forms with UPI. 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 website of the Stock Exchange

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 the instructions are issued to the SCSBs (in case of RIIs using UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, in terms of the Prospectus following which Equity Shares will be Allotted in the Issue
Designated Intermediaries / Collecting Agent	In relation to ASBA Forms submitted by RIIs authorising an SCSB to block the Application Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism, Designated Intermediaries shall mean syndicate members, sub-syndicate members, Registered Brokers, CDPs and RTAs In relation to ASBA Forms submitted by QIBs and NIBs, Designated Intermediaries shall mean SCSBs, syndicate members, sub-syndicate members, Registered Brokers, CDPs and RTAs
Designated Market Maker	Shreni Shares Private Limited will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI ICDR Regulations
Designated Locations	RTA Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange
Designated Branches	SCSB Such branches of the SCSBs which shall collect the ASBA Forms (other than ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism), a list of which is available on the website of SEBI at 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 Exchange	Stock NSE Emerge
Draft Prospectus	This Draft Prospectus issued in accordance with the SEBI ICDR Regulations which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Issue, including any addenda or corrigenda thereto.
Eligible NRI(s)	NRIs from jurisdictions outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom the ASBA Form and the Draft Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares and who have opened dematerialized accounts with SEBI registered qualified depository participants
Eligible QFIs	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an issue or invitation to participate in the Issue and in relation to whom the Draft Prospectus constitutes an invitation to subscribe to Equity Shares issued thereby, and who have opened dematerialized accounts with SEBI registered qualified depository participants, and are deemed as FPIs under SEBI FPI Regulations
First Applicant	Applicant whose name shall be mentioned in the Application Form or the Revision Form and in case of joint Applications, whose name shall also appear as the first holder of the beneficiary account held in joint names
Foreign Institutional Investors/ FII	Foreign Institutional Investor (as defined under SEBI FII Regulations) registered with SEBI under applicable laws in India
Foreign Portfolio Investor / FPIs	Foreign Portfolio Investor as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019

Term	Description
General Information Document or GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, the circular (CIR/CFD/DIL/1/2016) dated January 1, 2016 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019, circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019 and circular no. (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020, issued by SEBI. The General Information Document is available on the websites of the Stock Exchanges and the LM
Issue	This Initial Public Offer of up to 16,35,200 Equity Shares for cash at an Issue Price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs
Issue Agreement	The agreement dated November 25, 2022 entered amongst our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue
Issue Closing date	The date on which the Issue closes for subscription being [●]
Issue Opening date	The date on which the Issue opens for subscription being [●]
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants can submit their applications inclusive of any revision thereof. Provided however that the applications shall be kept open for a minimum of three (3) Working Days for all categories of applicants. Our Company, in consultation with the Lead Manager, may decide to close applications by QIBs one (1) day prior to the Issue Closing Date which shall also be notified in an advertisement in same newspapers in which the Issue Opening Date was published
Issue Price	The final price at which Equity Shares will be Allotted to the successful Applicants, as determined in accordance with the Fixed Price Method and determined by our Company, in consultation with the LM in terms of the Prospectus on the Pricing Date
Issue Proceeds	The gross proceeds of the Issue which shall be available to our Company, based on the total number of Equity Shares Allotted at the Issue Price. For further information about use of the Issue Proceeds, see “ <i>Objects of the Issue</i> ” beginning on page 67 of this Draft Prospectus
LM / Lead Manager	Lead Manager to the Issue, in this case being Shreni Shares Private Limited
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and NSE
Lot Size	The Market lot and Trading lot for the Equity Share is [●] and in multiples of [●] thereafter; subject to a minimum allotment of [●] Equity Shares to the successful applicants
Market Maker Reservation Portion	The Reserved portion of up to [●] 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 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=40 or such other website as may be updated from time to time, which may be used by RIIs to submit Applications using the UPI Mechanism. The mobile applications which may be used by RIIs to submit Applications using the UPI Mechanism as provided under ‘Annexure A’ for the SEBI number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019
Mutual Fund	A Mutual Fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended
Net Issue	The Net Issue (excluding Market maker portion) of up to [●] Equity Shares of ₹10/- each at price of ₹ [●] per Equity Shares aggregating to ₹ [●] Lakhs
Net Proceeds	The Gross Proceeds from the Issue less the Issue related expenses.. For further details regarding the use of the Net Proceeds and the Issue expenses, see “ <i>Objects of the Issue</i> ” beginning on page 67 of this Draft Prospectus
Non – Institutional Investor	All Investors including FPIs that are not Qualified Institutional Buyers or Retail Individual Investors and who have Applied for Equity Shares for a cumulative amount more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)

Term	Description
Non-Resident / NR	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FIIs registered with SEBI and FVCIs registered with SEBI
NSE Emerge	SME Platform of NSE for listing of equity shares offered under Chapter IX of the SEBI ICDR Regulations
OCB / Overseas Corporate Body	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue. (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 was eligible to undertake transactions pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Issue.)
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 Section 26 of the Companies Act, 2013 containing, inter alia, the Issue opening and closing dates and other information
Public Issue Account	Account opened with Bankers to the Issue under section 40(3) of the Companies Act, 2013 for the purpose of transfer of monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date
Qualified Institutional Buyers / QIBs	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Refund Account	The account to be opened with the Refund Bank, from which refunds, if any, of the whole or part of the Application Amount to the Applicants shall be made. Refunds through NECS, NEFT, direct credit, NACH or RTGS, as applicable
Refund Bank(s)	The Banker(s) to the Issue with whom the Refund Account(s) will be opened, in this case being [●]
Registered Brokers	Stock brokers 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 eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 04, 2012 issued by SEBI
Registrar Agreement	The agreement dated November 25, 2022 among our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue
Registrar and Share Transfer Agents/RTAs	Registrar and Share Transfer Agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registrar / Registrar to the Issue	Registrar to the Issue being Bigshare Services Private Limited
Retail Individual Investors / RIIs	Individual Applicants or minors applying through their natural guardians (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹2,00,000 in this Issue
Revision Form	Form used by the Applicants to modify the quantity of the Equity Shares or the Applicant Amount in any of their ASBA Form(s) or any previous Revision Form(s). QIB Applicants and Non-Institutional Investors are not allowed to withdraw or lower their applications (in terms of quantity of Equity Shares or the Application Amount) at any stage. Retail Individual Investors can revise their application during the Issue Period or withdraw their applications until Issue Closing Date

Term	Description
Self-Certified Syndicate Bank(s) / SCSBs	The banks registered with SEBI, offering services, in relation to ASBA where the Application Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or such other website as updated from time to time, and in relation to RIIs using the UPI Mechanism, a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time. In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors 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
Specified Locations	Centres where the Syndicate shall accept ASBA Forms from Applicants and in case of RIIs only ASBA Forms with UPI
Sponsor Bank	A Banker to the Issue which is registered with SEBI and is eligible to act as a Sponsor Bank in a public Issue in terms of applicable SEBI requirements and has been appointed by the Company, in consultation with the LM to act as a conduit between the Stock Exchanges and NPCI to push the UPI Mandate Request in respect of RIIs as per the UPI Mechanism, in this case being [●]
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
TRS / Transaction Registration Slip	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the Applicant, as proof of registration of the Application
Underwriters	The Underwriters in this case are Shreni Shares Private Limited
Underwriting Agreement	The Agreement among the Underwriters and our Company dated [●]
Unified Payments Interface / UPI	The instant payment system developed by the National Payments Corporation of India
UPI Circulars	The bidding mechanism that may be used by an RII to make an Application in the Issue in accordance with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 05, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and any subsequent circulars or notifications issued by SEBI in this regard
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI)
UPI Mandate Request	A request (intimating the RII by way of a notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Application Amount and subsequent debit of funds in case of Allotment. In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors, 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

Term	Description
UPI mechanism	The Application mechanism that may be used by an RII to make an application in the Issue in accordance the UPI Circulars to make an ASBA Applicant in the Issue
UPI PIN	Password to authenticate UPI transaction
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Working Day	Any day, other than the second and fourth Saturdays of each calendar month, Sundays and public holidays, on which commercial banks in Mumbai are open for business; provided however, with reference to (i) announcement of Price Band; and (ii) Issue Period, “Working Day” shall mean any day, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and with reference to (iii) the time period between the Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI circular number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, including the UPI Circulars

INDUSTRY RELATED TERMS

Term	Description
AI	Artificial intelligence
AIDef	AI in Defence
AIM	Atal Innovation Mission
CAD	Current Account Deficit
CAGR	compound annual growth rate
CBSE	Central Board of Secondary Education
CEPA	Comprehensive Partnership Agreement
CPI	Consumer Price Index
DCMS	Digital, Culture, Media and Sports
DPIIT	Department for Promotion of Industry and Internal Trade
DVET	Dual Vocational Educational Training
EFD	Economic and Financial Dialogue
EFW	Education Finance Watch
EQUIP	Education Quality Upgradation and Inclusion Programme
FDI	Foreign Direct Investment
FTAs	Free Trade Agreements
GDP	Gross Domestic Product
GER	Gross Enrolment Ratio
GST	Goods and Service Tax
ICAR	Indian Council for Agricultural Research
IIP	Index of Industrial Production
IISc	Indian Institute of Science
IISR	Indian Institute of Spices Research
IndAus ECTA	India-Australia Economic Cooperation and Trade Agreement
ISRO	Indian Space Research Organisation
LoI	Letter of Intent
MOE	Ministry of Education
MoU	Memorandum of Understanding
MSME	Micro, Small & Medium Enterprises
NaBFID	National Bank for Financing Infrastructure and Development
NARCL	National Asset Reconstruction Company Ltd
NEP	National Education Policy
NSDC	National Skill Development Corporation
PE-VC	Private Equity- Venture Capital
PLI	Production linked incentive
PMKVY	Pradhan Mantri Kaushal Vikas Yojana
PPP	Purchasing Power Parity
PTR	Pupil Teacher Ratio
RISE	Revitalising Infrastructure and System in Education
RUSA	Rashtriya Uchcharat Shiksha Abhiyan

Term	Description
UGC	University Grants Commission

CONVENTIONAL TERMS / ABBREVIATIONS

Term	Description
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
AIF	Alternative Investment Fund as defined in and registered with SEBI under the SEBI AIF Regulations
AS / Accounting Standards	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
Banking Regulation Act	Banking Regulation Act, 1949
BN	Billion
BSE	BSE Limited
CAGR	Compound Annual Growth Rate
CARO	Companies (Auditor's Report) Order, 2016, as amended
Category I foreign portfolio investor(s) / Category I FPIs	FPIs who are registered as "Category I foreign portfolio investors" under the SEBI FPI Regulations
Category II foreign portfolio investor(s) / Category II FPIs	FPIs who are registered as "Category II foreign portfolio investors" under the SEBI FPI Regulations
Category III foreign portfolio investor(s) / Category III FPIs	FPIs who are registered as "Category III foreign portfolio investors" under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited
CFPI	Consumer Food Price Index
CFO	Chief Financial Officer
CGST Act	Central Goods and Services Tax Act, 2017
CIBIL	Credit Information Bureau (India) Limited
CIN	Company Identification Number
CIT	Commissioner of Income Tax
Client ID	Client identification number of the Applicant's beneficiary account
Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 (to the extent notified) and /or Provisions of Companies Act, 1956 w.r.t. the sections which have not yet been replaced by the Companies Act, 2013 through any official notification
Companies Act, 1956	The Companies Act, 1956, as amended from time to time
Companies Act, 2013	The Companies Act, 2013 published on August 29, 2013 and applicable to the extent notified by MCA till date
CSR	Corporate Social Responsibility
CST	Central Sales Tax
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
CPI	Consumer Price Index
CY	Calendar Year
Depositories	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, CDSL and NSDL
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
Depositories Act	Depositories Act, 1996
DIN	Director Identification Number
DP	Depository Participant, as defined under the Depositories Act 1996
DP ID	Depository Participant's identification
EBITDA	Earnings before Interest, Taxes, Depreciation and Amortization
ECS	Electronic Clearing System

Term	Description
EGM/ EoGM	Extra-ordinary General Meeting
EMDEs	Emerging Markets and Developing Economies
EPS	Earnings Per Share
EPFO	Employees' Provident Fund Organization
EPF Act	The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
ESIC	Employee State Insurance Corporation
ESOP	Employee Stock Option Plan
ESPS	Employee Stock Purchase Scheme
FCNR Account	Foreign Currency Non-Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017) registered with SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
FPIs	Foreign Portfolio Investors as defined under the SEBI FPI Regulations
FTP	Foreign Trade Policy
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign Venture Capital Investors as defined and registered under the SEBI FVCI Regulations
FY / Fiscal / Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
GoI / Government	Government of India
GST	Goods & Services Tax
HNIs	High Net worth Individuals
HUF	Hindu Undivided Family
I.T. Act	Income Tax Act, 1961, as amended from time to time
IAS Rules	Indian Accounting Standards, Rules 2015
ICAI	The Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IGST Act	Integrated Goods and Services Tax Act, 2017
IMF	International Monetary Fund
Indian GAAP	Generally Accepted Accounting Principles in India
Ind AS	Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, as notified under the Companies (Indian Accounting Standard) Rules, 2015
IPO	Initial Public Offer
IRDAI Investment Regulations	Insurance Regulatory and Development Authority (Investment) Regulations, 2016
ISO	International Organization for Standardization
IST	Indian Standard Time
KM / Km / km	Kilo Meter
KMP	Key Managerial Personnel
Ltd	Limited
MCA	Ministry of Corporate Affairs, Government of India
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended
MoF	Ministry of Finance, Government of India
MICR	Magnetic Ink Character Recognition
MOU	Memorandum of Understanding
NA / N. A.	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NBFC	Non-Banking Financial Company

Term	Description
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
NPCI	National Payments Corporation of India
NRE Account	Non-Resident External Account
NRO Account	Non-Resident Ordinary Account
NECS	National Electronic Clearing Service
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PLR	Prime Lending Rate
PMI	Purchasing Managers' Index
PPP	Purchasing power parity
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RoC	Registrar of Companies
ROE	Return on Equity
RONW	Return on Net Worth
Rupees / Rs. / ₹	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI MB Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended
SEBI PIT Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as repealed by the SEBI AIF Regulations, as amended
Sec.	Section
Securities Act	U.S. Securities Act of 1933, as amended
SGST Act	State Goods and Services Tax Act, 2017
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
STT	Securities Transaction Tax
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
TIN	Taxpayers Identification Number
TDS	Tax Deducted at Source
UGST Act	Union Territory Goods and Services Tax Act, 2017

Term	Description
UPI	Unified Payments Interface, a payment mechanism that allows instant transfer of money between any two persons bank account using a payment address which uniquely identifies a person's bank account.
US/ United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
VAT	Value Added Tax
VC	Venture Capital
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India
WIP	Work in process
Wilful Defaulter(s) or Fraudulent Borrower	Wilful defaulter or Fraudulent Borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
WHO	World Health Organization
WEO	World Economic Outlook
YoY	Year on Year

PRESENTATION OF FINANCIAL INDUSTRY AND MARKET DATA

CERTAIN CONVENTIONS

All references in this Draft Prospectus to ‘India’ 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 GoI, central or state, as applicable.

Unless otherwise specified, any time mentioned in this Draft Prospectus is in Indian Standard Time (“IST”).

Unless indicated otherwise, all references to a year in this Draft Prospectus are to a calendar year.

Unless stated otherwise, all references to page numbers in this Draft Prospectus are to the page numbers of this Draft Prospectus. In this Draft Prospectus, our Company has presented numerical information in “lakhs” units. One lakh represents 1,00,000.

FINANCIAL DATA

Unless stated otherwise, the financial statements in this Draft Prospectus are derived from our Restated Financial Statements. The Restated Financial Statements comprises of Restated Consolidated Financial Statements and Restated Standalone Financial Statements. The Restated Consolidated Financial Statements is for the financial years ended on March 31, 2022, 2021 and 2020 and Restated Standalone Financial Statements is for the period ended September 30, 2022 and for the financial years ended on March 31, 2022, 2021 and 2020 has been prepared in accordance with Indian GAAP and the Companies Act, and has been restated in accordance with the SEBI ICDR Regulations. For further information, see please refer section titled “*Restated Financial Statements*” beginning on page 141 of this Draft Prospectus.

In this Draft 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 percentage figures have been rounded off to two decimal places.

Our Company’s financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the 12-month period ended on March 31 of that year. Unless stated otherwise, or the context requires otherwise, all references to a “year” in this Draft Prospectus are to a calendar year.

There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company’s financial data. Accordingly, to what extent, the Restated Financial Statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices / Indian GAAP. Any reliance by persons not familiar with Indian Accounting Practices on the financial disclosures presented in this Draft Prospectus should accordingly be limited.

Unless the context otherwise indicates, any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 22, 80 and 144 respectively, of this Draft Prospectus, and elsewhere in this Draft Prospectus have been calculated on the basis of the “*Restated Financial statements*” of our Company as beginning on page 141 of this Draft Prospectus.

CURRENCY AND UNITS OF PRESENTATION

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

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

In this Draft Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures derived from our Restated Financial Statements in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

This Draft Prospectus may contain conversions of certain US Dollar and other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI Regulations. These conversions should not be

construed as a representation that those US Dollar or other currency amounts could have been, or can be converted into Indian Rupees, at any particular rate.

DEFINITIONS

For definitions, please refer the chapter titled “*Definitions and Abbreviations*” beginning on page 1 of this Draft Prospectus. In the section titled “*Main Provisions of the Articles of Association*” beginning on page 212 of this Draft Prospectus, defined terms have the meaning given to such terms in the Articles of Association.

INDUSTRY AND MARKET DATA

Unless stated otherwise, the industry and market data and forecasts used throughout this Draft Prospectus has been obtained from industry sources as well as Government Publications. Industry sources as well as Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Further, the extent to which the industry and market data presented in this Draft Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

FORWARD LOOKING STATEMENTS

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

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

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

- Uncertainty in relation to continuing effect of the COVID-19 pandemic on our business and operations;
- Changes in laws and regulations relating to the sectors/areas in which we operate;
- Our ability to successfully implement our growth strategy and expansion plans;
- Our ability to meet our further capital expenditure requirements;
- Fluctuations in operating costs;
- Our ability to attract and retain personnel;
- Conflict of Interest with affiliated companies, the promoter group and other related parties;
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Changes in government policies and regulatory actions that apply to or affect our business;
- Changes in political and social conditions in India, the monetary and interest rate policies of India and other countries;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The occurrence of natural disasters or calamities;
- Our inability to maintain or enhance our brand recognition;
- Inability to adequately protect our trademarks;
- Changes in consumer demand;
- Other factors beyond our control; and
- Our ability to manage risks that arise from these factors.

For further discussions of factors that could cause our actual results to differ, please refer the section titled “*Risk Factors*” and chapter titled “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 22, 80 and 144 of this Draft Prospectus, respectively.

By their nature, certain market risk disclosures are only estimating and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

Forward-looking statements reflect the current views as of the date of this Draft Prospectus and are not a guarantee of future performance.

Neither our Company, our directors, our Promoters, the Lead Manager 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 SEBI requirements, our Company will ensure that investors in India are informed of material developments from the date of this Draft Prospectus until the time of the grant of listing and trading permission by the Stock Exchange.

In accordance with the SEBI ICDR Regulations, our Company will ensure that Investors in India are informed of material developments from the date of filing of the Prospectus until the date of Allotment

SECTION II – SUMMARY OF OFFER DOCUMENT

SUMMARY OF OUR BUSINESS

Our Company is engaged in providing coaching services and parallel educational support vertical in the western suburbs of Mumbai for Class 8, 9 and 10 for both State Board and ICSE Board; Class 11 and 12 for commerce and science section; tutoring students in science field for entrance exams such as JEE (Main), JEE (Advanced) and MHT- CET (State level), NEET (National Level), MHT- CET (State Level, Maharashtra) and preparing students for professional exams such as CS and CA for entry level and second level exam, in the commerce section. Our Company operates under the brand name “Arihant Academy”.

For more details, please refer chapter titled “*Our Business*” beginning on page 80 of this Draft Prospectus.

SUMMARY OF OUR INDUSTRY

We operate in Educational Service Industry. For more details, please refer chapter titled “*Industry Overview*” beginning on page 80 of this Draft Prospectus.

OUR PROMOTERS

The promoters of our company are Mr. Anil Suresh Kapasi and Mr. Umesh Anand Pangam.

SIZE OF ISSUE

Present Issue of Equity Shares by our Company	Up to 16,35,200 Equity shares of ₹10/- each for cash at a price of ₹ [●] per Equity shares aggregating to ₹ [●] Lakhs
Of which:	
Issue Reserved for the Market Maker	Up to [●] Equity shares of ₹10/- each for cash at a price of ₹ [●] per Equity shares aggregating to ₹ [●] Lakhs
Net Issue	Up to [●] Equity shares of ₹10/- each for cash at a price of ₹ [●] per Equity shares aggregating to ₹ [●] Lakhs

For further details, please refer to chapter titled “*Terms of the Issue*” beginning on page 181 of this Draft Prospectus.

OBJECTS OF THE ISSUE

Our Company intends to utilize the Net Proceeds for the following objects (“Objects of the Issue”):

(₹ in Lakhs)

Sr No	Particulars	Amount
1.	Funding Working Capital Requirements	Up to 1,100.00
2.	General Corporate Purposes	[●]
	Total	[●]

For further details, please refer to chapter titled “*Objects of the Issue*” beginning on page 67 of this Draft Prospectus.

PRE-ISSUE SHAREHOLDING OF OUR PROMOTERS AND PROMOTER GROUP AS A PERCENTAGE OF THE PAID-UP SHARE CAPITAL OF THE COMPANY

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

Particular	Pre-Issue	
	Number of Shares	Percentage (%) holding
Promoters		
Mr. Anil Suresh Kapasi	15,82,801	35.81%
Mr. Umesh Anand Pangam	15,27,994	34.57%
Promoter Group		
Hiral Anil Kapasi	5,88,302	13.31%
Kirti Umesh Pangam	5,88,302	13.31%
Harsh Anil Kapasi	66,300	1.50%

Particular	Pre-Issue	
	Number of Shares	Percentage (%) holding
Rishika Umesh Pangam	66,300	1.50%
Sharda Suresh Shah	1	Negligible
Total	44,20,000	100.00

SUMMARY OF RESTATED FINANCIAL STATEMENTS

Restated Consolidated Financial Statements:

The details are as follows:

(₹ in lakhs other than share data)

Particulars	For the year ended March 31		
	2022	2021	2020
Share Capital	1.00	1.00	1.00
Net worth	491.59	289.73	177.17
Total Revenue	1,531.97	1,409.77	1,921.12
Profit after Tax	201.86	112.56	42.09
Earnings per share (Basic & diluted) (₹) (Pre-Bonus)	2,018.16	1,125.56	420.94
Earnings per share (Basic & diluted) (₹) (Post Bonus)	4.57	2.55	0.95
Net Asset Value per Equity Share (₹) (Pre-Bonus)	4,925.89	2,907.28	1,781.71
Net Asset Value per Equity Share (₹) (Post Bonus)	11.14	6.58	4.03
Total borrowings	127.60	48.98	89.38

#Net Worth = Restated Equity Share Capital plus Reserves and Surplus

\$Total Revenue = Restated Revenue from operations plus Restated Other Income

@ Earnings per share (Basic & diluted) = Restated profit for the period divided by Restated weighted average number of Equity Shares outstanding during the period

*Net Asset Value per Equity Share = Restated Net worth divided by Restated weighted average number of Equity Shares outstanding during the period

Note: The Restated Consolidated Financial Statements have not been prepared for September 30, 2022 since Arihant Academy Ventures Private Limited is not an Associate company of our company from April 01, 2022 onwards

Restated Standalone Financial Statements:

The details are as follows:

(₹ in lakhs other than share data)

Particulars	For the period ended September 30, 2022	For the year ended March 31		
		2022	2021	2020
Share Capital	442.00	1.00	1.00	1.00
Net worth	635.64	492.19	290.33	177.77
Total Revenue	1,301.25	1,531.97	1,409.77	1,921.12
Profit after Tax	142.45	201.86	112.56	42.09
Earnings per share (Basic & diluted) (₹) (Pre-Bonus)	3.22	2,018.16	1,125.56	420.94
Earnings per share (Basic & diluted) (₹) (Post Bonus)	3.22	4.57	2.55	0.95
Net Asset Value per Equity Share (₹) (Pre-Bonus)	14.38	4,931.89	2,913.28	1,787.71
Net Asset Value per Equity Share (₹) (Post Bonus)	14.38	11.16	6.59	4.04
Total borrowings	66.60	127.60	48.98	89.38

#Net Worth = Restated Equity Share Capital plus Reserves and Surplus

\$Total Revenue = Restated Revenue from operations plus Restated Other Income

@ Earnings per share (Basic & diluted) = Restated profit for the period divided by Restated weighted average number of Equity Shares outstanding during the period

*Net Asset Value per Equity Share = Restated Net worth divided by Restated weighted average number of Equity Shares outstanding during the period

QUALIFICATIONS OF AUDITORS

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

SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPMENTS

A summary of pending legal proceedings and other material litigations involving our Company, Directors and Promoters is provided below:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved (₹ in Lakhs)
Company						
By the Company	NA	NA	NA	NA	NA	NA
Against the Company	NA	2*	NA	NA	NA	5.27
Directors						
By our directors	NA	NA	NA	NA	NA	NA
Against the Directors	NA	NA	NA	NA	NA	NA
Promoters						
By Promoters	NA	NA	NA	NA	NA	NA
Against Promoters#	NA	1	NA	NA	NA	Unascertained
Subsidiaries						
By Subsidiaries	NA	NA	NA	NA	NA	NA
Against Subsidiaries	NA	NA	NA	NA	NA	NA
Group Companies						
By Group Companies	NA	NA	NA	NA	NA	NA
Against Group Companies	NA	1*	NA	NA	NA	0.13

*The demand period for TDS has been taken as 1 aggregating from F.Y. 2007-08 till 2021-22.

#Our Promoter is also the Managing Director. However, cases against him have not been included under Director classification to avoid repetition.

For further details, please refer chapter titled “Outstanding Litigations and Material Developments” beginning on page 156 of this Draft Prospectus.

RISK FACTORS

For details relating to risk factors, please refer section titled “Risk Factors” beginning on page 22 of this Draft Prospectus.

SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

Particulars	For the period ended September 30, 2022	As at		
		31-Mar-22	31-Mar-21	31-Mar-20
1. Bank Guarantee/ LC Discounting for which FDR margin money has been given to the bank as Security		-	-	-
2. Capital Commitment		-	-	-
3. Income Tax Demand	4.41	31.54	-	-
4. TDS Demands		-	-	-
5. ESIC Demand		-	-	-

For details, please refer to Section titled “Restated Financial Statements” beginning on page 141 of this Draft Prospectus.

SUMMARY OF RELATED PARTY TRANSACTIONS

ANNEXURE - J(i): Restated Standalone Statement of Related Party Disclosures

As required under Accounting Standard 18 "Related Party Disclosures" as notified pursuant to Company (Accounting Standard) Rules 2006, following are details of transactions during the year with related parties of the company as defined in AS 18.

i. List of Related Parties and Nature of Relationship:

Particulars	Name of Related Parties
a) Key Management Personnel's	Anil Suresh Kapasi
	Umesh Anand Pangam
	Harsh Anil Kapasi
	Amit Mehrotra
	Shirish Pandurang Kumbhar
	Deeksha Tiwari
b) Relative to KMP	Hiral Kapasi
	Harsh Kapasi
	Sejal Shah
	Anand Pangam
	Kirti Pangam
	Bharat Shah
	Sharda Shah
	Rishika Pangam
	Priyanka Mehrotra
	Asmita Pangam
	Anushka Mehrotra
c) Associate Enterprises	Arihant Academy Ventures Private Limited
	Team Arihant Carmel Academy LLP

ANNEXURE - J (ii) - Transactions carried out with related parties referred to in (i) above, in ordinary course of business:

(Rs. In Lakhs)

Nature of Transactions	Name of Related Parties	As at September 30, 2022	As at March 31		
			2022	2021	2020
1. Director Remuneration	Amit Mehrotra	-	-	12.00	32.03
	Anil Suresh Kapasi	12.00	18.00	18.00	30.67
	Umesh Anand Pangam	15.60	19.80	13.80	36.11
Total		27.60	37.80	43.80	98.80
2. Salary	Hiral Kapasi	7.50	12.00	7.00	15.60
	Bharat Shah	-	-	-	6.00
	Sejal Shah	3.00	6.00	5.40	5.40
	Sharda Shah	-	-	-	9.00
	Anand Pangam	2.10	4.20	4.20	4.20
	Asmita Pangam	-	-	-	1.44
	Rishika Pangam	1.80	3.00	-	-
	Priyanka Mehrotra	-	-	6.00	3.75
	Anushka Mehrotra	-	-	-	4.00
	Harsh Anil Kapasi	6.00	9.00	4.75	-
	Kirti Pangam	0.75	-	-	-
	Shirish Pandurang Kumbhar	4.13	7.11	4.87	9.11
Deeksha Tiwari	0.15	-	-	-	
3. Professional Fees	Kirti Pangam	4.50	7.20	6.00	12.00
4. Loans & Advances	Arihant Academy Ventures Private Limited				
	Opening Balance	79.81	72.33	70.94	58.17
	Add: Loan Granted During the Year	6.37	7.48	1.39	12.67
	Less: Load Received During the year	-	-	-	-
	Closing Balance	86.17	79.81	72.33	70.94

Team Arihant Carmel Academy LLP				
Opening Balance	3.20	-	0.22	-
Add: Loan Granted During the Year	2.20	3.20	-	0.22
Less: Loan Received During the year	4.46	-	0.22	
Closing Balance	0.94	3.20	-	0.22

ANNEXURE - J(iii) - Outstanding Balance as at the end of the year

(Rs. In Lakhs)

Particulars		30.09.2022	31.03.2022	31.03.2021	31.03.2020
1. Receivables	Arihant Academy Ventures Private Limited	86.17	79.81	72.33	70.84
	Team Arihant Carmel Academy LLP	0.94	3.20	-	0.22
Total		87.11	83.00	72.33	71.06

For details, please refer to Section titled “Restated Financial Statements” beginning on page 141 of this Draft Prospectus.

FINANCING ARRANGEMENTS

There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our directors and their relatives have financed the purchase by any other person of securities of our Company during a period of six (6) months immediately preceding the date of this Draft Prospectus.

WEIGHTED AVERAGE PRICE OF EQUITY SHARES ACQUIRED BY OUR PROMOTERS

Our Promoters have acquired 31,03,758 Equity Shares in the last one (1) year preceding the date of this Draft Prospectus, under the Bonus Issue, thus the weighted average price of equity share is NIL.

AVERAGE COST OF ACQUISITION OF PROMOTERS

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

S. No.	Name of the Promoter	No of Equity Shares held	Average cost of Acquisition (in ₹)*
1.	Anil Suresh Kapasi	15,82,801	4.23/-
2.	Umesh Anand Pangam	15,27,994	4.38/-

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

*As certified by M/s Bhikhubhai H Shah & Co., Chartered Accountants, by way of their certificate dated September 22, 2022.

DETAILS OF PRE-IPO PLACEMENT

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

ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE (1) YEAR

Except for the Bonus Issue of 44,10,000 Equity Shares, our company has not issued Equity Shares for consideration other than cash in the one (1) year preceding the date of this Draft Prospectus.

SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR

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

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

Our company has not applied or received any exemption from complying with any provisions of securities laws by SEBI.

SECTION III – RISK FACTORS

An investment in Equity Shares involves a high degree of financial risk. Investors should carefully consider all information in this Draft Prospectus, including the risks described below, before making an investment in our Equity Shares. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations, cash flows and financial condition could suffer, the price of the Equity Shares could decline, and you may lose all or part of your investment. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Issue including the merits and risks involved. Investors should consult their tax, financial and legal advisors about particular consequences to them of an investment in the Issue. The risk factors set forth below do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. However, there are certain risk factors where the financial impact is not quantifiable and, therefore, such financial impact cannot be disclosed in such risk factors. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Any of the following risks, as well as the other risks and uncertainties discussed in this Draft Prospectus, could have a material adverse effect on our business and could cause the trading price of our Equity Shares to decline and you may lose all or part of your investment.

This Draft Prospectus also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Prospectus. See chapter titled “Forward Looking Statements” beginning on page 15 of this Draft Prospectus.

To obtain a better understanding of our business, you should read this chapter in conjunction with other chapters of this Draft Prospectus, including the chapters titled “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, “Industry Overview” and “Restated Financial Statements” on page 80, 144, 80 and 141 respectively of this Draft Prospectus, together with all other Restated Financial Statements contained in this Draft Prospectus. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Prospectus.

Unless otherwise stated, the financial data in this chapter is derived from our Restated Standalone Financial Statements for the period ended September 30, 2022 and for the financial years ended March 31, 2022, 2021 and 2020 as included in “Restated Financial Statements” beginning on page 141 of this Draft Prospectus.

MATERIALITY

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

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

BUSINESS RELATED RISKS

1. *There are outstanding litigations pending against us, which, if determined adversely, could affect our operations.*

Cases against our Company:

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	--	--
Statutory/ Regulatory Authorities	--	--
Taxation Matters	2*	5.27
Other Litigation	--	--

**The demand period for TDS has been taken as 1 aggregating from F.Y. 2007-08 till 2021-22.*

Cases against our Directors and Promoters:

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	--	--
Statutory/ Regulatory Authorities	--	--
Other Litigation – Taxation	1	Unascertained
Other Litigation	--	--

**Litigation filed against our Promoter cum Managing Director*

Cases against our Group Companies:

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	--	--
Statutory/ Regulatory Authorities	--	--
Other Litigation – Taxation	1	0.13
Other Litigation	--	--

**The demand period for TDS has been taken as 1 aggregating from F.Y. 2007-08 till 2021-22.*

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

For further details of certain material legal proceedings involving our Company, our Promoters, our directors, see “*Outstanding Litigations and Material Developments*” beginning on page 156 of this Draft Prospectus.

- 2. Our ability to attract and retain students is heavily dependent upon various factors including, but not limited to, our reputation, our ability to maintain and improve on the number of quality selections in the examinations, and our ability to maintain a high level of service quality. Any failure by us to attract or retain new students may impact our business and revenues.***

Our business heavily relies on our reputation as well as the quality and popularity of the test preparatory services provided by us and our visibility and perception among students and their parents. It is important that we retain the trust placed in us by our students and their parents on our result-oriented approach. We must also continue to attract new students and increase the number of students serviced by us at a consistent rate.

We attempt to retain our position by maintaining academic and operational quality and by our ability to improve and add value to the performance of the students enrolled on the courses offered by us. This requires constant updates to the methodology, technology and study material used, along with ensuring that our faculty members are adequately equipped to instruct these students. Further, we rely on a variety of advertising efforts tailored for and targeted at the student community, such as advertising through print, digital and electronic media, outdoor media, below-the-line advertising activities such as distributing leaflets, displays, brochures, and ambient media. Prospective students also gain awareness of our courses and the quality of the test preparatory services at our Centers through interactions with the students presently enrolled in various courses and former students, as well as through various promotions, seminars and academic events in schools and at the community level.

In addition to test preparatory services, the individual performance of each student also depends on various factors, including personal merit, ability to perform under pressure, physical and mental health, home environment, and peer competition, all of which impacts the selection and rank obtained by the student. The quality of results obtained by the students trained by us in a particular year impacts the number of student enrolments and/or the Student Count for the future years, and if we are unable to maintain our quality of results (i.e., number of selections and selection ranks), the Student Count may decrease and consequently our revenues could be materially and adversely affected. Additionally, if certain students do not complete, or drop-out of, the courses in which they are enrolled, their performance in the examination may be unsatisfactory, and this may adversely impact our business and reputation. The reasons for dropping out of the courses include being unable to cope with the rigor of our courses, financial issues and health problems. We may, in certain instances, also provide refunds to such students who drop-out of the courses. As a result, we may also lose expected potential revenue from these drop-out students, who may potentially discourage other students from joining our courses.

- 3. If the performance of our students in the examinations does not match their expectations, our reputation maybe adversely affected and thereby lead to a loss in our business and revenues.***

We are in educational sector and coaching services provider for students of secondary and higher secondary section exam including courses such as JEE (Main), JEE (Advanced) and MHT- CET (State level) for engineering, NEET (National Level), MHT- CET (State Level, Maharashtra) for pharmacy, CA entrance exams including CA Foundation and CA Intermediate, CS Entrance exams including CSEET and CS-Executive. In addition to coaching, the individual performance of each student also depends on various factors including personal merit, ability to perform under pressure, physical and mental health. The performance of the students enrolled in our courses in a year determines the success rate of our business for that year. The quality of results of the students trained by us in a particular year impacts the number of enrolments for the future years and consequently our revenues could be adversely affected. Additionally, if certain students do not complete or drop-out of the courses in which they are enrolled, their performance in the examination may be unsatisfactory and this may adversely impact our business and reputation. The satisfaction of the students and quality of the services in terms of the coaching, providing study materials, and administration of classes benchmarks our service standards. We believe that before enrolling with any coaching services provider, the students consult the previous batch of students who had registered in that course. Any kind of student dissatisfaction in relation to any of the services, facilities or methods may impact their judgment regarding the quality of services which may adversely impact our reputation and consequently, our business and profitability.

4. *Our inability to cater to and suitably update and enhance the depth of our course and product offerings may adversely affect our business, financial condition and results of operations.*

We are continuing to explore opportunities to increase penetration of coaching service business, by offering an increased number of courses, and increasing enrolments. In addition, we are continuing to explore opportunities to expand our distribution network, by entering into coaching service of new courses.

We may incur substantial costs in expanding our course and product offerings and market reach, including in relation to due diligence, infrastructure costs, difficulty in recruiting and training faculty and other personnel. We cannot guarantee that our course, product and service offerings will be successful, on account of factors within and outside our control, including general economic conditions or our failure to understand and anticipate evolving market demand and trends.

If there are significant changes or emphasis shifts in curriculum, test patterns and models, and we are unable to update, realign and augment our course material and content in a timely and cost-effective manner, or are required to discontinue certain course offerings or titles, our enrolments, revenues and profitability may be adversely affected. We may lose or be required to write off part of our investment in development and promotion of new course or product offerings. Exam patterns are also subject to alterations from time to time, either by government order or relevant education institutions.

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

During the first half of 2020, COVID-19 spread to a majority of countries across the world, including India and other countries where our suppliers and customers are located. The COVID-19 pandemic has had, and may continue to have, significant repercussions across local, national and global economies and financial markets. In particular, a number of governments and organizations have revised GDP growth forecasts for the financial year 2021 downwards in response to the economic slowdown caused by the spread of COVID-19, and it is possible that the COVID-19 pandemic can cause a prolonged global economic crisis or recession. The global impact of the COVID-19 pandemic has been rapidly evolving and public health officials and governmental authorities have responded by taking measures, such as prohibiting people from assembling in large numbers, instituting quarantines, restricting travel, issuing “stay-at-home” orders and restricting the types of businesses that may continue to operate physically, among many others. The outbreak of COVID-19 was recognized as a public health emergency and international concern on January 30, 2020 and as a pandemic by WHO on March 11, 2020. On March 14, 2020, Government of India declared COVID-19 as a “notified disaster” and imposed a nationwide lockdown beginning on March 25, 2020. While that lockdown lasted until May 31, 2020, and was extended periodically by varying degrees by state governments and local administrations, the second wave of COVID-19 in April 2021 led to lockdowns imposed by the state governments and local administrations.

Despite the lifting of the lockdown, there is significant uncertainty regarding the duration and long-term impact of the COVID-19 pandemic, as well as possible future responses by the Government, which makes it impossible for us to predict with certainty the impact that COVID-19 can have on our business, operations or potential expansion plans in the future. The COVID-19 pandemic has affected and may continue to affect our business, results of operations and financial condition in a number of ways. For example, the spread of COVID-19 has caused us to modify our business practices, cancellation of physical participation in meetings, events and conferences, which poses new challenges to our operations. In future, we may take further actions as may be required by government authorities or that we determine are in the best interests of our employees, customers, partners, and suppliers. We also incurred and may continue to incur additional expenses in complying with evolving government regulations and measures, such as social distancing measures and sanitization

practices. If any of our employees are suspected of contracting COVID-19 or any other epidemic disease, this could require us to quarantine some or all of these employees or suspend operations in our facilities for disinfection. While our operations had slowed down during early 2020 and we have almost resumed to full normalcy with requisite precautions, the continuing impact of COVID-19 pandemic on our financial condition remains uncertain and is dependent on the spread of COVID-19 and steps taken by the Government to mitigate the economic impact and may differ from our estimates. We are closely monitoring the impact of COVID-19 on our financial condition, liquidity, operations, suppliers and work force. Any intensification of the COVID-19 pandemic or any future outbreak of another highly infectious or contagious disease may adversely affect our business, results of operations and financial condition. Further, we have experienced and may further experience, Government authorities' imposition of various measures such as travel bans and restrictions, quarantines, shelter-in-place orders, and shutdowns. Beginning in March 2020, due to the nationwide lockdown, quarantines, stay-at-home and shelter-in-place orders, the promotion of social distancing, and other travel related restrictions, we experienced closure of our production facilities. We may continue to be subject to temporary as well as permanent closures and reduced manufacturing operations, logistical delays during which we shall be required to incur additional expenses in connection with, among other things, retaining employees, fixed costs payable for maintaining our manufacturing plants, and loss of inventory, which may adversely affect our business, results of operations and financial condition. Further, any intensification of the COVID-19 pandemic or any future outbreak of another highly infectious or contagious disease may adversely affect our business.

6. *The study material prepared by us may be plagiarised and this may have an adverse effect on our business.*

The study material provided to our students is prepared after resource consuming analysis and research in our Content development Team. This material is freely available to our students. But we neither have any system or mechanism to track the sale of such study materials in open markets nor can we effectively restrict duplication of the material. Hence the study material may be easily availed, copied and distributed by outsiders. This may adversely affect our business and profitability.

7. *Our inability to adapt and update our course study material and coaching and testing methods in accordance with the changing curriculum, nature of questions and examination patterns in a timely and effective manner may materially and adversely affect our business and financial condition.*

We compete in a market characterized by continual updates in curriculum and coaching and testing methods, which is intensified by shifts in traditional coaching methods to virtual or digital ones and the increasing use of technology. The type of questions and patterns of entrance examinations may be modified by reducing the time-period of the examination. Curriculum and examination patterns may be altered from time to time, either by government order or by the relevant testing agencies. Any such change to the curriculum and examination pattern to reflect a revised curriculum or otherwise could restrict our ability to respond to the market in a timely manner. In relation to such examinations, the formats and difficulty levels may also vary. In case of such alterations, updates or revisions, the study materials, coaching and testing methodologies and structure of the courses have to be modified to suit the new type of questions and/or examination patterns.

The emergence of new technologies, learning platforms and methods could affect the competitiveness of our services. Any failure to promptly respond to market and industry changes may have a material adverse effect on our business and financial condition.

This requires considerable planning and time. Further, this may also require additional training to be provided to our faculty members in relation to inclusion of new and advanced topics, including better and improved methods within a short period of time. Failure to update the course materials and to engage, train and retain adequately qualified faculty members may affect our ability to adapt to the changes and, consequently, may affect our business, reputation and revenues. Our admission and course structures and schedules are based on the current timelines for examinations, examination results and re-examinations. If there is any significant change to the timeline for examinations, examination results or re-examinations, this may adversely impact student enrolments and Student Count during our scheduled registration period and course period. We may also have to alter our course structures and schedules on a timely basis to align with any such changes. A decrease in student enrolments for a particular period would cause a corresponding decrease in Student Count, which will materially adversely impact our revenue and operating profits.

8. *Our business may be adversely affected if we are unable to maintain and develop our “Arihant Academy” brand in Mumbai.*

We associate our brand “Arihant Academy” with quality teaching and a consistent student selection track record. Continuing to develop awareness of our brand across Maharashtra through focused and consistent branding and marketing initiatives among current and prospective students, their parents, and other players in the coaching service industry will be

critical to our ability to increase enrolments, Student Count, revenues, penetration of our offerings in existing markets and our expansion into new markets.

Factors that may impair our reputation and dilute the impact of our branding and marketing initiatives include, but are not limited to: (a) failure to allocate appropriate resources and investment in marketing; (b) our ability to innovate and introduce new marketing approaches; (c) the effectiveness of our competitors' business and media strategies; (d) the success of our students' results as compared to the results of students who enrolled in our competitors' courses; (e) any adverse publicity involving our Centers, our students or faculty, including unsubstantiated media reports; and (f) the effectiveness of word-of-mouth marketing and social media reviews by current and former students.

Any impairment of our reputation or erosion of our brand due to such factors, or any other risks or uncertainties, may have a material adverse effect on our reputation, business, results of operations and future prospects.

9. *The Restated Financial Statements have been provided by peer reviewed chartered accountants who are not Statutory Auditors of our Company.*

The Restated Financial Statements of our Company has been provided by a peer reviewed chartered accountant who is not statutory auditor of our Company. Our statutory auditor does not hold a valid peer reviewed certificate and hence the same has been provided by the different chartered accountant.

10. *The coaching industry in India we operate in is currently not subject to extensive governmental regulation. However, the central or state governments may introduce new laws and regulations for coaching service providers in the future. The impact of such laws on the business cannot be ascertained presently and may affect our business adversely in the future. Such regulations and changes may increase our compliance requirements and costs, which may affect our business, results of operations and prospects adversely in the future.*

The sector we operate in is not, at present, extensively regulated by central or state legislations. However, certain state governments, including that of Andhra Pradesh, Goa, Kerala, Telangana and Uttar Pradesh have enacted laws to regulate private coaching centers, requiring them to, among others, obtain a registration for operating the coaching centers, and such registration may be cancelled in the event of violation of the relevant regulations, and the Company may be subject to imposition of penalties. For example, the state government of Goa regulates fees charged by coaching centers, and requires these centers to submit course prospectus, notes and other material at the time of applying for registration to the state government.

Further, while we are not in a position to predict the likelihood, timing or content of any other regulation or legislation, central or state governments may, however, introduce laws in the coaching services sector that may indirectly impact our business or, more specifically, introduce laws regulating the coaching services sector more extensively. We may be subject to further legal compliance should there be any changes or introduction of laws regulating the coaching service provider industry. We may also need to hire and/or train new staff in order to ensure we comply with such new laws and regulations.

Additionally, any new laws or operating guidelines mandating limitations on, among other things, the number of students enrolled at, or the amount of fees charged from students by, coaching centers, or any other conditions on the manner in which we conduct our Centers, including enhanced student safety and security measures to be adopted, could adversely affect our business, results of operations and prospects.

Such new laws may impact our operations, expansions, fees and other charges. Such regulations may curtail or impose additional and onerous obligations on our operations and may adversely impact our business. Further, the applicable laws may vary in each state, which could restrict our operations to specific states and prevent or slow down our expansion in certain states. In order to comply with such legislation, we may be required to incur greater operational costs, which may have a material adverse impact on our business.

11. *Any breach of our students' safety and security may negatively impact our reputation, business and financial condition.*

Safety of students is becoming an increasing area of concern in the coaching service industry. A few instances of safety breaches in the recent past by other educational institutions, including the victimization and harassment of students in educational institutions, have recently come into focus. Safety and security of students is a serious issue for educational institutions, students across all educational levels, and their parents. Failure to provide necessary safeguards to prevent the occurrence of harmful incidents or any physical injury to our students may materially adversely affect our reputation, business and financial condition. Further, any negative publicity regarding safety and security of students at our Centers may materially adversely affect the operations of Centers which, in turn, may materially adversely affect our enrolments and Student Count.

12. *Our Centers are located in Mumbai. Due to this geographic concentration, our results of operation and growth might be restricted in the event of any adverse changes to the economic and demographic conditions of Maharashtra.*

Our business is dependent on the performance of our Centers in Mumbai, where we have an aggregate of 14 Centers as on date of this Draft Prospectus, our business, results of operations and financial condition has been and will continue to be dependent on the prevailing conditions in Maharashtra. In the event of a natural calamity, economic slowdown or any disruption in Maharashtra, or any developments that makes it difficult for us to operate these Centers, economically and otherwise, we may experience more pronounced effects on our results of operations or financial condition, than if it were further diversified across different geographical locations. Our strategic objectives include geographical expansion as well as increasing our penetration across India. A significant drop in Student Count from the regions of India or any factors requiring us to close existing centers or otherwise scale down operations in these regions, may adversely affect our business, results of operations and prospects.

13. *We have not entered into contracts or agreements with our faculty members in relation to their terms of appointment and employment.*

We have not entered into any contracts or agreements contracts with our faculty members. As a result, faculty members may terminate their relationships with us without any notice and, without consequence, which could materially and adversely impact our business. Consequently, our revenue may be subject to variability because of fluctuations in demand for our services.

Although we place a strong emphasis on quality, pricing and timely delivery of our services, personal interaction by the top management with the faculty, etc., in the absence of contracts, any sudden change in the buying pattern of buyers could adversely affect the business and the profitability of our Company.

14. *Any disruption in our information technology systems may adversely affect our business, results of operations and prospects.*

We rely heavily on our information technology systems in connection with online lectures, enrolments and student identification, accounting, distribution in our business and the general running of our day-to-day business. As our operations grow in size and scope, we must continuously upgrade our systems and infrastructure, while maintaining the reliability and integrity of our systems and infrastructure in a cost-effective manner.

While we have backup systems and contingency plans, certain non-critical systems are not fully redundant and our disaster recovery or business continuity planning may not be sufficient. Factors such as fires, power outages, telecommunications or technical failures, disruption in internet infrastructure or access due to earthquakes, floods or other natural calamities or adverse weather conditions, acts of war or terrorism, computer viruses, sabotage, break-ins and electronic intrusion attempts from external or internal sources, difficulties in linkages with our students' systems or payment gateway systems may cause system interruptions, delays, security breaches or corruption or loss of critical data, and may prevent us from operating some or all our business for a significant period of time, which could have an adverse effect on our reputation, business, results of operations and prospects.

15. *Our inability to enhance our fees or any reduction of fee charges may have an adverse impact on our Student Count, revenues and profitability.*

The fee charged for the services provided is one of the important factors considered by students and parents while selecting our coaching services. With the increasing number of competitors, we may be compelled to reduce the fees charged, to issue substantial concessions or fee discounts to attract new enrolments. Our inability to enhance our fees or any reduction of fee charges may have an adverse impact on our Student Count, revenues and profitability. In the event of occurrence of any of the above-mentioned risks, we may be unable to attract new, and/or to retain existing students. Any failure by us to retain existing students or to attract new students may adversely impact our business and revenues.

16. *Our business and revenue fluctuate based on the academic cycle and timelines for entrance examinations, which are seasonal in nature and dependent on the release of the examination results.*

Our business and revenues fluctuate based on the academic cycle of our courses and timelines of the entrance examinations, which are cyclical in nature and dependent on the dates of the board/entrance examinations as well as the release of the examination results. Depending on the timing of examinations and examination results, our Long-Term Courses generally commence in phases starting in April, with repeater courses (which represent a significant portion of our revenue) commencing in phases starting in May. Similarly, our courses generally end in phases in the fourth quarter, depending on the timing of examinations. In terms of our expenses, many of them are fixed in nature and we incur them throughout the

year, though some are concentrated or increase in the first quarter, including salary increments for faculty, advertising and publicity expenses to recruit students for courses in the new academic year, and expenses for new centers that have opened but that are not yet conducting courses. As our revenue and expenses can fluctuate quarter-to-quarter, this may result in our Company being more profitable in some quarters, generally the first and second quarters, and less profitable or even loss-making in the third and fourth quarters. Given the factors discussed above, investors are cautioned that any comparison of our results of operations between different periods in a year is not meaningful and should not be relied upon as an indicator of our future business prospects of financial performance and our results of operations for any particular quarter may not be indicative of our results of operations over longer time periods, such as a full fiscal year. Changes in revenue may vary between the same quarter in different years for various reasons, including due to differences arising from changes in dates, patterns or delays of any examinations or counselling schedules. Accordingly, any comparison of quarterly growth of our Company over successive financial years may not accurately reflect our financial position and results of operation.

- 17. Our coaching service industry depends substantially on the faculty members and our ability to attract and retain them. Sudden decrease in the number of our faculty members due to attrition may affect our operations and business. Strong competition in the coaching service sector could also decrease our market share and compel us to reduce course fees or provide higher discounts on our course fees. This may have a material adverse impact on our Student Count, revenues and profitability.**

We may fail to identify, recruit or retain adequate qualified faculty members. Any failure to meet such human resource requirements may materially adversely affect our growth plans or negatively impact our quality and consistency of our services. While we conduct various training and refresher programs for our faculty members on teaching subjects and methodologies, personality and attitude development, and soft skills such as presentation, communication, leadership and time-management in order to better equip our faculty members and to adapt to the changing needs of our students and examination trends/syllabi, we may not be able to provide such training in a cost-effective manner. All of these factors could materially and adversely affect our reputation, business, financial condition, results of operations and prospects.

- 18. Changes in technology may render our current technologies obsolete or require us to make substantial capital investments.**

Modernization and technology upgradation is essential to provide better products. Although we strive to keep our technology in line with the latest standards, we may be required to implement new technology or upgrade the existing employed by us. Further, the costs in upgrading our technology could be significant which could substantially affect our finances and operations.

- 19. 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, and the failure to obtain, retain and renew such approvals and licences in timely manner or comply with such rules and regulations or at all may adversely affect our operations.**

We require several statutory and regulatory permits, licenses and approvals to operate our business. Many of these approvals are granted for fixed periods of time and need renewal from time to time. Non-renewal of the said permits and licenses would adversely affect our Company's operations, thereby having a material adverse effect on our business, results of operations and financial condition. There can be no assurance that the relevant authorities will issue any of such permits or approvals in the time-frame anticipated by us or at all. Further, 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. Any failure by us to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business. For further details, please see chapters titled "Key Industry Regulations and Policies" and "Government and Other Statutory Approvals" at pages 110 and 161 respectively of this Draft Prospectus.

- 20. Our Group Company has incurred losses during the last three financial years.**

Our Group Company, Arihant Academy Ventures Private Limited, has incurred losses in the last three fiscal years for which their respective audited financial statements were available, as set forth in the table below.

(₹ in Lakhs)

Particulars	2022	2021	2020
Profit/Loss After Tax	(30.15)	(8.87)	(11.72)
Net Worth	(181.88)	(151.74)	(142.87)

We cannot assure you that our Group Company will not incur losses in the future or that such losses will not adversely affect our reputation or our business. For further details, see “*Our Group Company*” on page 138 of the Draft Prospectus.

21. *Our company had not prepared Consolidated Financial Statements for the Financial Years 2022, 2021 and 2020 with its then Associate Company, Arihant Academy Ventures Private Limited.*

Our company had not prepared Consolidated Financial Statements for the Financial Years 2022, 2021 and 2020 with its then Associate Company, Arihant Academy Ventures Private Limited. However, our company has made good of such non-compliance as on date of this Draft Prospectus. While no legal proceedings or regulatory action has been initiated against our Company in relation to such non-compliance as of the date of this Draft Prospectus, we cannot assure you that such regulatory actions will not be initiated against our Company in future and we cannot assure you that we will not be subject to penalties imposed by concerned regulatory authorities in this respect.

22. *Strong competition in the coaching sector could decrease our market share and compel us to either reduce the fee charged or increase the payments made to our faculty members. This may have an adverse impact on our enrolments, revenues and profitability.*

The coaching sector is highly fragmented and competitive. We not only compete with organized players but also a high percentage of unorganized entities such as individual tutors and small-scale institutes. Some of them may pay better attention to the individual needs of the students and may be capable of providing more personalized services to each student due to the smaller number of students catered to by them. Further, these unorganized entities issue their services at highly competitive prices having well established presence in their local markets. In addition, there are minimal entry barriers in the coaching sector and hence we may also face competition from new entrants. Some of our faculty members, who disassociate themselves from us, may also compete with our Company.

23. *Within the parameters as mentioned in the chapter titled “Objects of the Issue” beginning on page 67 of this Draft Prospectus, our Company’s management will have flexibility in applying the proceeds of this Issue. The fund requirement and deployment mentioned in the Objects of this Issue have not been appraised by any bank or financial institution.*

We intend to use entire Net Proceeds towards meeting the working capital requirement and general corporate purpose. We intend to deploy the Net Proceeds in financial year 2022-2023 and 2023-2024 and such deployment is based on certain assumptions and strategy which our Company believes to implement in future. The funds raised from the Issue may remain idle on account of change in assumptions, market conditions, strategy of our Company, etc., For further details on the use of the Issue Proceeds, please refer chapter titled “*Objects of the Issue*” beginning on page 67 of this Draft Prospectus.

The deployment of funds for the purposes described above is at the discretion of our Company’s Board of Directors. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution. Accordingly, within the parameters as mentioned in the chapter titled “*Objects of the Issue*” beginning on page 67 of this Draft Prospectus, the Management will have significant flexibility in applying the proceeds received by our Company from the Issue. Our Board of Directors will monitor the proceeds of this Issue.

24. *Our Company has entered into related party transactions in the past and may continue to enter into related party transactions in the future, which may potentially involve conflicts of interest with the equity shareholders.*

Our Company have entered into certain related party transactions with our Promoters and Directors in the past. For details, please see “*Annexure J(i), J(ii) and J(iii) of Restated Consolidated Financial Statements*” under the chapter titled “*Restated Financial Statements*” beginning on page 141 of this Draft Prospectus. While our Company believes that all such transactions have been conducted on the arm’s length basis, there can be no assurance that it could not have been achieved on more favourable terms had such transactions not been entered into with unrelated parties. Further, it is likely that we may enter into related party transactions in the future and such transactions may potentially involve conflicts of interest. In terms of the Companies Act, 2013 and SEBI LODR Regulations, we are required to adhere to various compliance requirements such as obtaining prior approvals from our Audit Committee, Board and Shareholders for certain party transactions and our undertakes that such related party transactions shall not be done against the interests of the Company and its shareholders as prescribed in the SEBI LODR Regulations. 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.

25. *Our Company had negative cash flows in the past years, details of which are given below. Sustained negative cash flow could impact our growth and business.*

As per our Restated Standalone Financial Statements, our cash flows from operating, investing and financing activities are as set out below:

(₹ in Lakhs)

Particulars	For the period ended September 30, 2022	For the Financial Year ended on		
		2022	2021	2020
Net Cash Generated/(Used) from Operating Activities	99.25	179.19	180.88	(8.82)
Net Cash Generated/(Used) from Investing Activities	(60.81)	0.41	(117.41)	(65.11)
Net Cash Generated/(Used) from Financing Activities	(62.36)	75.08	(46.66)	(81.08)

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources.

If our Company is not able to generate sufficient cash flows, it may adversely affect our business and financial operations. For details, please see chapter titled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 144 of this Draft Prospectus.

26. *Our Registered Office and coaching centers are not owned by us. In the event we lose such rights, our business, financial condition and results of operations and cash flows could be adversely affected.*

Our registered office situated at Ground Floor, Triveni Sadan, Opp. Ambe Mata Temple, Carter Road No. 3, Borivali (East), Mumbai – 400 066, Maharashtra, India is not owned by us and is taken on lease basis from Shri Gurudev Construction Co for a period of 36 months commencing from December 01, 2021 and expiring on November 30, 2024. Further, our coaching centers are situated at multiple locations in Maharashtra which are all taken on lease basis. Further, we cannot assure you that we will be able to continue the above arrangement on commercially acceptable / favourable terms in future. Further, our agreements for our branches situated at Bungalow No.11, Vaishnav Villa CHSL, Next to Hotel Avenue, Main Thakur Complex, Kandivali East, Mumbai - 400 101, Maharashtra, 2nd Flr., Laxmi Villa, Bungalow No.12-13, Above Saraswat Bank, Vaishnav Villa CHSL, Next to Hotel Avenue, Main Thakur Complex, Kandivali, Mumbai - 400 101, Maharashtra, and Near Girirath Building, Jaimuddin Compound, 3rd Carter Road, Borivali East, Mumbai- 400 066 have been expired and are in the process of renewal.

For further details, see section “*Our Business*” beginning on page 80 of this Draft Prospectus. If we are required to vacate the current premises’, we would be required to make alternative arrangements for new offices and other infrastructure, and we cannot assure that the new arrangements will be on commercially acceptable/favourable terms. If we are required to relocate our business operations during this period, we may suffer a disruption in our operations or have to pay higher charges, which could have an adverse effect on our business, prospects, results of operations and financial condition.

27. *We have an outstanding indebtedness which requires significant cash flows to service and are subject to certain conditions and restrictions in terms of our financing arrangements, which restricts our ability to conduct our business and operations in the manner we desire.*

As of September 30, 2022, our secured borrowing were ₹66.60 Lakhs and we may continue to incur additional indebtedness in the future. Our level of indebtedness has important consequences to us, such as:

- increasing our vulnerability to general adverse economic, industry and competitive conditions;
- limiting our ability to borrow additional amounts in the future;
- affecting our capital adequacy requirements; and
- Increasing our finance costs.

In the event we breach any financial or other covenants contained in any of our financing arrangements or in the event we had breached any terms in the past which is noticed in the future, we may be required to immediately repay our borrowings either in whole or in part, together with any related costs. If the lenders of a material amount of the outstanding loans declare an event of default simultaneously, our Company may be unable to pay its debts when they fall due. Also, our Company has applied for the consent and NOC from Banker of our Company for the Proposed Initial Public Issue.

For further details of our Company’s borrowings, see “*Financial Indebtedness*” on page 144 of this Draft Prospectus.

28. *Any shortage or non-availability of electricity may adversely affect our provision of services and have an adverse impact on our results of operations and financial condition.*

Our services require a substantial amount of electricity and we depend mainly on state electricity supply for our power. While we have not in the past been affected by any major power interruptions, in the event the Company fails to avail or there is disruption of power supply from the state electricity department, the same could result in an increase in the cost of power and disruption of our manufacturing process which may adversely affect our results of operations.

- 29. *We could become liable to students, suffer adverse publicity and incur substantial costs as a result of defects in our service, which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity.***

Any failure or defect in our service could result in a claim against us for damages, regardless of our responsibility for such a failure or defect. Although we attempt to maintain quality standards, we cannot assure that all our services would be of uniform quality, which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity.

- 30. *Our Promoters and Promoter Group have provided guarantees in connection with our borrowings. Our business, financial condition, results of operations and prospects may be adversely affected by the revocation of all or any of the guarantees provided by our Promoters and Promoter Group in connection with our Company's borrowings.***

Our Promoters and Promoter Group have provided guarantees for our borrowings. If any of these guarantees are revoked, our lenders may require alternative guarantees or cancel such loans or facilities, entailing repayment of amounts outstanding under such facilities. If we are unable to procure alternative guarantees satisfactory to our lenders, we may need to seek alternative sources of capital, which may not be available to us at commercially reasonable terms or at all, or to agree to more onerous terms under our financing agreements, which may limit our operational flexibility. Accordingly, our business, financial condition, results of operations and prospects may be adversely affected by the revocation of all or any of the guarantees provided by our Promoters in connection with our Company's borrowings. For further information, see "Restated Financial Statements", "History and Certain Corporate Matters" and "Financial Indebtedness" on pages 141, 116 and 144, respectively of this Draft Prospectus.

As on the date of this Draft Prospectus, the personal guarantee issued by our Individual Promoters and Promoter Group in favour of Kotak Mahindra Bank Limited has not been withdrawn. We cannot assure you that we will not be required to furnish a personal guarantee from our Individual Promoters and Promoter Group in favour of Kotak Mahindra Bank Limited will not seek to penalise us for the delay in furnishing such personal guarantee from our Individual Promoters and Promoter Group.

- 31. *Conflicts of interest may arise out of similar business undertaken by our Company, Promoter Group and our Group Company, and/or business ventures in which certain of our directors are interested.***

As at the date of this Draft Prospectus, our Promoter, Promoter Group and our Group Company and/or certain of our directors are engaged in or have interests in entities that are engaged in businesses similar to our Company. For instance, our directors Mr. Anil Suresh Kapasi and Mr. Umesh Anand Pangam are also directors of Arihant Academy Ventures Private Limited, which is in a similar line of business as our Company. Additionally, Mr. Anil Suresh Kapasi and Mr. Umesh Anand Pangam are also designated partners of Team Arihant Carmel Academy LLP which is our Promoter Group. As a result, conflict of interest may arise in future in allocating business opportunities amongst our Company, our Promoter, Promoter Group and/or certain of our directors, where our respective interest diverges. The main objects, contained in the memorandum of association, of our Group Companies are similar to our Company. We cannot assure you that our Group Company or member of Promoter Group, will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. We cannot assure you that our directors will not provide competitive services or otherwise compete in business lines in which we are already present or will enter into in future. In the event that any conflicts of interest arise, our directors may make decisions regarding our operations, financial structure or commercial transactions that may not be in our shareholders' best interest. It may also enable a competitor to take advantage of a corporate opportunity at our expense. Such decisions could have a material adverse effect on our business, financial condition, results of operations and prospects. Should we face any such conflicts in the future, there is no guarantee that they will get resolved in our favour.

- 32. *Our inability to obtain, renew or maintain our statutory and regulatory permits and approvals required to operate our business may have a material adverse effect on our business, financial condition and results of operations.***

We will be required to renew permits and approvals in relation to our existing operations and obtain new permits and approvals for any proposed operations as may be required under the applicable laws of the sector or region that we are operating in. There can be no that will or any of permits or approvals in the time-frame anticipated by us or at all. Our failure to renew, maintain or obtain the required permits or approvals may result in the interruption of our operations and

may have a material adverse effect on our business, financial condition and results of operations. Compliance with many of the regulations applicable to our operations may involve incurring costs and otherwise may impose restrictions on our operations. There are some of the approvals such as PAN, TAN, GST, PF Registration, Maharashtra Class Owners' Association, Shops and Establishment, Udyam Registration and Trademark Registration which are in the previous name, "Arihant Academy Private Limited" and our Profession Tax Registration Certificate is under the previous name "India Tutorials Private Limited", we are taking necessary steps for transferring the same in the new name of our company. In case we fail to transfer/obtain the same in the name of our company same may adversely affect our business or we may not be able to carry our business. We cannot assure you that we will not be subject to any adverse regulatory action in the future. If the interpretation of the regulators and authorities varies from our interpretation, we may be subject to penalties and the business of our Company could be adversely affected. Further we have not applied for or obtained registration under Maharashtra Shop and Establishments (Regulation of Employment and Conditions of Service) Act, 2017 for any of our coaching centers except that for our Registered office. If we fail to obtain or retain any of these approvals or licenses, or renewals thereof, in a timely manner, or at all, our business may be adversely affected. If we fail to comply, or a regulator claims we have not complied, with any of the terms and conditions stipulated under any of our licenses or permits, one or several of our licenses and certificates may be suspended or cancelled and we shall not be able to carry on the activities permitted thereunder. For further information, see "Government and Other Statutory Approvals" beginning on page 161 of this Draft Prospectus.



33. ***The brand name "Arihant Academy Private Limited" has been registered under the name of our company. Any failure to protect our intellectual property could have a material adverse effect on our business. We are, and may also in the future be, subject to intellectual property infringement claims, which may be expensive to defend and may disrupt our business***



As on date of this Draft Prospectus, the brand name "Arihant Academy Private Limited" has been registered under Class 41 of the Trade Mark Act, 1999 which is valid up to December 30, 2024. The said trademark belongs to our brand, if Company withdraws it or terminates this arrangement or do not renew it, we will not be able to make use of the said trademark, name or logo in connection with our business and consequently, we may be required to invest significant resources in changing our logo which may adversely affect our reputation and business. We have been conducting our business using our logo and our customers associate our logo with our Company and its operations.

Our ability to compete effectively depends in part upon our ability to protect our rights in trademarks and other intellectual property that we have been registered. We seek to protect our logos, brand names and websites' domain names by relying on trademarks and domain name registrations. However, our efforts to protect our intellectual property may not be adequate.

The use of our name and logo is vital to our competitiveness and success and for us to attract and retain our customers and business partners. Further, we cannot assure you that the measures we have taken will be sufficient to prevent any misappropriation or infringement of our intellectual property

34. ***If we are unable to source business opportunities effectively, we may not achieve our financial objectives.***

Our ability to achieve our financial objectives will depend on our ability to identify, evaluate and accomplish business opportunities. To grow our business, we will need to hire, train, supervise and manage new employees and faculty members and to implement systems capable of effectively accommodating our growth. However, we cannot assure you that any such employees or faculty members will contribute to the success of our business or that we will implement such systems effectively. Our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It is also possible that the strategies used by us in the future may be different from those presently in use. No assurance can be given that our analyses of market and other data or the strategies we use or plans in future to use will be successful under various market conditions.

35. ***We are dependent on a number of key managerial personnel, including our Promoters, 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 Promoters, senior management and other key managerial personnel, including our present officers who have 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 Company does not maintain any director's and officer's insurance policy. The loss of the services of such persons could have an adverse effect on our business, results of operations, cash flows and financial condition. For further details

on the senior management and key managerial personnel of our Company, please refer to the chapter titled “*Our Management*” beginning on page 120 of this Draft Prospectus.

36. *Our Promoters and Promoter Group will continue to retain significant control in our Company, which will allow them to influence the outcome of matters submitted to shareholders for approval.*

As of the date of this Draft Prospectus, our Promoters and Promoter Group hold 100% of pre-issue share capital of our Company. Furthermore, after the completion of this Issue, our Promoters and Promoter Group will control, directly or indirectly our Company and continue to hold substantial percentage of the issued and paid-up equity share capital of our Company. As a result, our Promoters and Promoter Group will continue to exercise significant control over us, including being able to control the composition of our Board and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Promoters and Promoter Group may take or block actions with respect to our business which may conflict with the best interests of our Company or that of minority shareholders. We cannot assure you that our Promoters and Promoter Group will exercise their rights as shareholders to the benefit and best interest of our Company.

37. *In addition to normal remuneration, other benefits and reimbursement of expenses some of our directors (including our Promoters) are interested in our Company to the extent of their shareholding and dividend entitlement in our Company.*

Some of our directors (including our Promoters) are interested in our Company to the extent of their shareholding and dividend entitlement in our Company, in addition to normal remuneration or benefits and reimbursement of expenses. We cannot assure you that our directors would always exercise their rights as shareholders to the benefit and best interest of our Company. For further information, see the chapters titled “*Our Management*” and “*Our Promoters and Promoter Group*” beginning on page 120 and 134 respectively of this Draft Prospectus and the section titled “*Financial Information*” beginning on page 141 of this Draft Prospectus.

38. *Our actual results could differ from the estimates and projections used to prepare our financial statements.*

The estimates and projections are based on and reflect our current expectations, assumptions and/ or projections as well as our perception of historical trends and current conditions, as well as other factors that we believe are appropriate and reasonable under the circumstances. There can be no assurance that our expectations, estimates, assumptions and/or projections, including with respect to the future earnings and performance will prove to be correct or that any of our expectations, estimates or projections will be achieved.

39. *Certain agreements may be inadequately stamped or may not have been registered as a result of which our operations may be adversely affected.*

Few of our agreements may not be stamped adequately. The effect of inadequate stamping is that the document is not admissible as evidence in legal proceedings and parties to that agreement may not be able to legally enforce the same, except after paying a penalty for inadequate stamping. Any potential dispute due to non-compliance of local laws relating to stamp duty and registration may adversely impact the operations of our Company.

40. *Our Company’s insurance coverage may not be adequate to protect us against all material hazards which may result in disruptions of operations/monetary loss on account of stoppage of work.*

Our business and assets could suffer damage from fire, natural calamities, misappropriation or other causes, resulting in losses, which may not be fully compensated by insurance. There can be no assurance that the terms of our insurance policies will be adequate to cover any damage or loss suffered by our Company or that such coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim. Further, our Company is required to renew these insurance policies from time to time and in the event, we fail to renew the insurance policies within the time period prescribed in the respective insurance policies or not obtain at all, our Company may face significant uninsured losses. If our Company suffers a large uninsured loss or if any insured loss suffered, significantly exceeds our insurance coverage, our business, financial condition and results of operations may be adversely affected.

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

Effective internal controls are necessary for us to prepare reliable and avoid fraud. Moreover, any internal controls that we may implement, or our level of compliance with such controls, may deteriorate over time, due to evolving business conditions. We cannot assure you that deficiencies in our internal controls will not arise in the future, or that we will be

able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls. Any inability on our part to adequately detect, rectify or mitigate any such deficiencies in our internal controls may affect ability to accurately report, or successfully manage, our financial risks, and to avoid fraud, which may in turn adversely affect our business, financial condition or results of operations.

- 42. *There have been instances of delays/ non-filing/ non-compliance in the past with certain statutory authorities with certain provision of statutory regulations applicable to us. If the authorities impose monetary penalties on us or take certain punitive actions against our Company in relation to the same, our business, financial condition and results of operations could be adversely affected.***

In the past, there have been some instances of delays/ non-filing/ non-compliance in the past with certain statutory authorities with certain provision of statutory regulations applicable to us such as delay in filing of Annual Returns and Financial Statements for the F.Y. 2007-2008, 2008-2009 and 2009-2010. Our company has also made delay in filing of Form INC-22 for change in our registered office address. Further, the authorised share capital of the Company was erroneously mentioned as ₹1,00,000 /- instead of ₹1,00,00,000/- in the balance sheet for FY 2007-2008 and 2009-2010 filed with various authorities. Additionally, the company had erroneously attached Standalone financial statements instead of consolidated financial statements in Form AOC-4 CFS for FY 2018-19, 2019-20 and 2020-21. The same cannot be rectified since Re-filing of Annual Returns are not allowed under the provisions of the Companies Act. Further, our company has obtained loan from Kotak Mahindra Bank which got modified on several instances. However, we have not filed form CHG-1 in respect of such modifications on three instances, with the concerned Registrar of Companies. While no legal proceedings or regulatory action has been initiated against our Company in relation to such non-compliance or instances of non-filings or incorrect filings or delays in filing statutory forms with the RoC as of the date of this Draft Prospectus, we cannot assure you that such legal proceedings or regulatory actions will not be initiated against our Company in future and we cannot assure you that we will not be subject to penalties imposed by concerned regulatory authorities in this respect. Therefore, if the authorities impose monetary penalties on us or take certain punitive actions against our Company in relation to the same, our business, financial condition and results of operations could be adversely affected.

- 43. *Any penalty or action taken by any regulatory authorities in future for non-compliance with provisions of corporate and other law could impact the financial position of our Company.***

Our Company may have not complied with certain accounting standards and has not taken Actuarial Valuation Report as required as per AS-15 Employee Benefits. Although, no show cause notice in respect of the same has been received by the Company till date. Any penalty imposed for such non-compliance could affect our financial conditions to that extent. In relation to gratuity, we have not received any notice/communication from the relevant authority, for the previous defaults till date.

- 44. *We may not be successful in implementing our business strategies.***

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

- 45. *The deployment of funds raised through this Issue shall not be subject to any Monitoring Agency and shall be purely dependent on the discretion of the management of our Company.***

Since the issue size is less than ₹10,000 Lakhs, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Issue. The deployment of these funds raised through this issue, is hence, at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the issue proceeds could adversely affect our financials.

- 46. *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. For details of our dividend history, see “*Dividend Policy*” beginning on page 140 of this Draft Prospectus.

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

The funds that we receive would be utilized for the Objects of the Issue as has been stated in the Chapter “*Objects of the Issue*” beginning on page 67 of this Draft Prospectus. The proposed schedule of implementation of the objects of the issue is based on our management’s estimates. If the schedule of implementation is delayed for any other reason whatsoever, including any delay in the completion of the Issue, we may have to revise our business and development plans resulting in unprecedented financial mismatch and this may adversely affect our revenues and results of operations.

- 48. *We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. Further we have not identified any alternate source of financing the Objects of the Issue. Any shortfall in raising / meeting the same could adversely affect our growth plans, business operations and financial condition.***

As on date of this Draft Prospectus, we have not made any alternate arrangements for meeting our capital requirements for some of the objects of the issue. We meet our capital requirements through, owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this issue or any shortfall in the net issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details, please refer to the chapter titled “*Objects of the Issue*” beginning on page 67 of this Draft Prospectus.

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

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

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

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

- 51. *The average cost of acquisition of Equity Shares by our Promoters could be lower than the price determined at time of registering the Draft Prospectus.***

Our Promoters average cost of acquisition of Equity Shares in our Company may be lower than the Price as may be decided by the Company in consultation with the Lead Manager. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer chapter title “*Capital Structure*” beginning on page 57 of this Draft Prospectus.

ISSUE RELATED RISKS

- 52. *An investment in the Equity Shares is subject to general risk related to investments in Indian Companies.***

Our Company is incorporated in India and all of our assets and employees are located in India. Consequently, our business, results of operations, financial condition and the market price of the Equity Shares will be affected by changes in interest rates in India, policies of the Government of India, including taxation policies along with policies relating to industry, political, social and economic developments affecting India.

53. Any variation in the utilization of the Net Proceeds of the Issue as disclosed in this Draft Prospectus shall be subject to certain compliance requirements, including prior Shareholders' approval.

We propose to utilize the Net Proceeds for funding working capital requirements and general corporate purposes. For further details of the proposed objects of the issue, please see chapter titled "*Objects of the Issue*" beginning on page 67 of this Draft Prospectus. In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds from the Fresh Issue as disclosed in this Draft Prospectus without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances that requires us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the Shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such Shareholders' approval may adversely affect our business or operations. Further, our Promoters or controlling shareholders would be required to provide an exit opportunity to the shareholders who do not agree with our proposal to modify the objects of the Issue as prescribed in the SEBI ICDR Regulations. If our shareholders exercise such exit option, our business and financial condition could be adversely affected. Therefore, we may not be able to undertake variation of objects of the issue to use any unutilized proceeds of the issue, if any, even if such variation is in the interest of our Company, which may restrict our ability to respond to any change in our business or financial condition, and may adversely affect our business and results of operations.

54. We have issued Equity Shares during the last one year at a price below the Issue Price.

Our Company had issued Bonus shares of 44,10,000 equity shares on August 23, 2022 in the ratio 441:1 in the last 12 months which may be at lower than the Issue Price. The Equity Shares allotted to shareholders pursuant to this Issue may be priced significantly higher due to various reasons including better performance by the Company, better economic conditions and passage of time. For further details, see "*Capital Structure*" on page 57 of this Draft Prospectus.

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

The Issue Price of the Equity Shares will be determined by our Company in consultation with the and the Lead Manager, and through Fixed Price Process. This price will be based on numerous factors, as described under "*Basis for Issue Price*" beginning on page 72 of this Draft Prospectus and may not be indicative of the market price for the Equity Shares after the Issue. The market price of the Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that the investor will be able to resell their Equity Shares at or above the Issue Price.

56. Our Equity Shares have never been publicly traded, and may experience price and volume fluctuations following the completion of the Issue. Further, our Equity Shares may not result in an active or liquid market and the price of our Equity Shares may be volatile and you may be unable to resell your Equity Shares at or above the Issue Price or at all.

Prior to the Issue, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained after the issue. Listing and quotation do not guarantee that a market for our Equity Shares will develop or, if developed, does not guarantee the liquidity of such market for the Equity Shares. Investors might not be able to rapidly sell the Equity Shares at the quoted price if there is no active trading in the Equity Shares. The Issue Price of the Equity Shares has been determined by our Company in consultation with the LM through the Fixed Price Process. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

57. There is no guarantee that the Equity Shares issued pursuant to the Issue will be listed on the NSE Emerge in a timely manner or at all.

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

58. Any future issuance of Equity Shares may dilute your shareholding and sale of our Equity Shares by our Promoters or other shareholders may adversely affect the trading price of the Equity Shares.

Any future equity issuances by us, including in a primary offering, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by our Promoter or other major shareholders may adversely affect the trading price of the Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares.

59. There are restrictions on daily weekly monthly movement in the price of the equity shares, which may adversely affect the shareholder's ability to sell for the price at which it can sell, equity shares at a particular point in time.

Once listed, we would be subject to circuit breakers imposed by the stock exchange, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI. The percentage limit on circuit breakers is said by the stock exchange based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchange does not inform us of the percentage limit of the circuit breaker in effect from time to time, and may change it without our knowledge. This circuit breaker limits the upward and downward movements in the price of the Equity Shares. As a result of the circuit breaker, no assurance may be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

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

Under current Indian tax laws and regulations, unless specifically exempted, 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 on and collected by an Indian stock exchange on which equity shares are sold. Any capital gain exceeding ₹100,000, realized on the sale of equity shares held for more than 12 months immediately preceding the date of transfer, which are sold using any other platform other than on a recognized stock exchange and on which no STT has been paid, are subject to long-term capital gains tax in India.

The Finance Act, 2019 amended the Indian Stamp Act, 1899 with effect from July 1, 2020 and clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. The Finance Act, 2020, has, among others things, provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime and that dividend distribution tax will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, that such dividends not be exempt in the hands of the shareholders, both resident as well as non-resident, and that such dividends likely be subject to tax deduction at source. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source from such dividend. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares.

Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. In cases where the seller is a non-resident, capital gains arising from the sale of the equity shares will be partially or wholly exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Historically, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the equity shares.

Further, we cannot predict whether any tax laws or other regulations impacting it will be enacted, or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations would have a material adverse effect on our business, financial condition, results of operations and cash flows. The Government of India had announced the union budget for financial year 2023 and the Finance Act, 2022 received assent from the President of India on March 30, 2022. There is no certainty on the impact that the Finance Act, 2022 may have on our business and operations or in the industry we operate in.

61. Significant differences exist between Indian GAAP and other accounting principles, such as US GAAP and IFRS, which may be material to investors assessments of Our Company's financial condition. Our failure to successfully adopt IFRS may have an adverse effect on the price of our Equity Shares. The proposed adoption of IFRS could result in our financial condition and results of operations appearing materially different than under Indian GAAP.

Our restated financial statements, including the financial statements provided in this Draft Prospectus, are prepared in accordance with Indian GAAP. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Draft Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. U.S. GAAP and IFRS differ in significant respects from Indian GAAP. For details, refer chapter titled “*Presentation of Financial Industry and Market Data*” beginning on Page 13 of this Draft Prospectus.

Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Prospectus should accordingly be limited. India has decided to adopt the “Convergence of its existing standards with IFRS” and not the “International Financial Reporting Standards” (“IFRS”), which was announced by the MCA, through the press note dated January 22, 2010. These “IFRS based / synchronized Accounting Standards” are referred to in India as IND (AS). Public companies in India, including our Company, may be required to prepare annual and interim financial statements under IND (AS). The MCA, through a press release dated February 25, 2011, announced that it will implement the converged accounting standards in a phased manner after various issues, including tax related issues, are resolved. Further, MCA Notification dated February 16, 2015, has provided an exemption to the Companies proposing to list their shares on the SME Exchange as per Chapter IX of the SEBI ICDR Regulations and hence the adoption of IND (AS) by a SME exchange listed Company is voluntary. Accordingly, we have made no attempt to quantify or identify the impact of the differences between Indian GAAP and IFRS or to quantify the impact of the difference between Indian GAAP and IFRS as applied to its financial statements. There can be no assurance that the adoption of IND-AS will not affect our reported results of operations or financial condition. Any failure to successfully adopt IND-AS may have an adverse effect on the trading price of our Equity Shares. Currently, it is not possible to quantify whether our financial results will vary significantly due to the convergence to IND (AS), given that the accounting principles laid down in the IND (AS) are to be applied to transactions and balances carried in books of accounts as on the date of the applicability of the converged standards, i.e., IND (AS) and for future periods.

Moreover, if we volunteer for transition to IND (AS) reporting, the same may be hampered by increasing competition and increased costs for the relatively small number of IND (AS)-experienced accounting personnel available as more Indian companies begin to prepare IND (AS) financial statements. Any of these factors relating to the use of converged Indian Accounting Standards may adversely affect our financial condition.

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

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

EXTERNAL RISKS

63. *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.

64. *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, 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.

65. *If there is any change in tax laws or regulations, or their interpretation, such changes may significantly affect our financial statements for the current and future years, which may have a material adverse effect on our financial position, business and results of operations.*

The regulatory and policy environment in which we operate is evolving and subject to change. Our business and financial performance could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations applicable to us and our business. In such instances, and including the instances mentioned below, our business, results of operations and prospects may be adversely impacted, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. Any political instability in India, such as corruption, scandals and protests against certain economic reforms, which have occurred in the past, could slow the pace of liberalization and deregulation. The rate of economic liberalization could change, and specific laws and policies affecting foreign investment, currency exchange rates and other matters affecting investment in India could change as well.

Additionally, the Government of India has introduced (a) the Code on Wages, 2019; (b) the Code on Social Security, 2020; (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020 which consolidate, subsume and replace numerous existing central labour legislations. While the rules for implementation under these codes have not been notified, the implementation of such laws could increase our employee and labour costs, thereby adversely impacting our results of operations, cash flows, business and financial performance.

The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. For instance, companies can voluntarily opt in favour of a concessional tax regime (subject to no other special benefits/exemptions being claimed), which reduces the rate of income tax payable to 22% subject to compliance with conditions prescribed, from the erstwhile 25% or 30% depending upon the total turnover or gross receipt in the relevant period. Any such future amendments may affect our other benefits such as exemption for income earned by way of dividend from investments in other domestic companies and units of mutual funds, exemption for interest received in respect of tax-free bonds, and long-term capital gains on equity shares if withdrawn by the statute in the future, and the same may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability.

Further, the GoI has announced the union budget for Fiscal 2023, pursuant to which the Finance Bill, 2022 (“Finance Bill”), has introduced various amendments. The Finance Bill has received assent from the President of India on March 30, 2022, and has been enacted as the Finance Act, 2022. We cannot predict whether any amendments made pursuant to the Finance Act, 2022 would have an adverse effect on our business, financial condition and results of operations. Furthermore, changes in capital gains tax or tax on capital market transactions or the sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance.

There can be no assurance that the GoI will not implement new regulations and policies requiring us to obtain approvals and licenses from the GoI or other regulatory bodies, or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment or change to governing laws, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent in the jurisdictions in which we operate may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. It may also have a material adverse effect on our business, financial condition, cash flows and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which could materially harm our results of operations or cash flows. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

We are unable to determine the impact of any changes in or interpretations of existing, or the promulgation of, new, laws, rules and regulations applicable to us and our business. If that was to occur it could result in us, our business, operations or group structure being deemed to be in contravention of such laws and/or may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

66. *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.

67. *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.

68. *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.

69. *The ability of Indian companies to raise foreign capital may be constrained by Indian law.*

As an Indian Company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under FEMA. Such regulatory restrictions limit our financing sources for our projects under development and hence could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that the required approvals will be granted to us without onerous conditions, or at all. Limitations on foreign debt may adversely affect our business growth, results of operations and financial condition.

SECTION IV – INTRODUCTION

THE ISSUE

Equity Shares Issued⁽¹⁾: Present Issue of Equity Shares by our Company:⁽²⁾	Up to 16,35,200 Equity Shares of face value of ₹10/- each fully paid for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] Lakhs
Of which:	
Issue Reserved for the Market Maker	Up to [●] Equity Shares of face value of ₹10/- each fully paid up for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] Lakhs
Net Issue to Public	Of which⁽⁴⁾:
	Up to [●] Equity Shares of having face value of ₹10/- each fully paid-up for cash at a price of ₹ [●] per Equity Share will be available for allocation for Investors of up to ₹2.00 Lakhs
	Up to [●] Equity Shares of having face value of ₹10/- each fully paid-up for cash at a price of ₹ [●] per Equity Share will be available for allocation for Investors of above ₹2.00 Lakhs
Equity shares outstanding prior to the Issue	44,20,000 Equity Shares of face value of ₹10/- each fully paid-up
Equity shares outstanding after the Issue	Up to 60,55,200 Equity Shares of face value of ₹10/- each fully paid-up
Use of Net Proceeds	Please refer to the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 67 of this Draft Prospectus

Notes:

- (1) This Issue is being made in terms of Chapter IX of the SEBI ICDR Regulations. For further details, please see the chapter titled “Issue Structure” beginning on page 188 of this Draft Prospectus.
- (2) The present Issue has been authorized pursuant to a resolution of our Board dated November 17, 2022 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra Ordinary General Meeting of our shareholders held on November 21, 2022.
- (3) Since present issue is a Fixed Price Issue, the allocation in the Net Issue to the public category in terms of Regulation 253 of the SEBI ICDR Regulations shall be made as follows:
 - a) Minimum fifty percent to Retail Individual Investors; and
 - b) Remaining to
 - (i) individual applicants other than Retail Individual Investors; and
 - (ii) Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
 - c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

If the Retail individual investor category is entitled to more than fifty per cent. of the issue size on a proportionate basis, the retail individual investors shall be allocated that higher percentage.

For details, including in relation to grounds for rejection of Applications, refer to “Issue Structure” and “Issue Procedure” beginning on 188 and 190, of this Draft Prospectus respectively. For details of the terms of the Issue, see “Terms of the Issue” beginning on page 181 of this Draft Prospectus.

SUMMARY OF FINANCIAL INFORMATION

ANNEXURE – A : RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES					
<i>(Rs. in Lakhs)</i>					
Sr. No.	Particulars	Note No.	As at 31st March		
			2022	2021	2020
A.	Equity and Liabilities				
1	Shareholders' Funds				
	Share Capital	A.1	1.00	1.00	1.00
	Reserves & Surplus	A.2	491.59	289.73	177.17
	Share application money pending allotment		-	-	-
2	Non-Current Liabilities				
	Long-Term Borrowings	A.3	7.66	27.58	48.98
	Other Non-Current Liabilities		-	-	-
	Long-Term Provisions		-	-	-
	Deferred Tax Liabilities (Net)		-	-	-
3	Current Liabilities				
	Short Term Borrowings	A.4	119.94	21.40	40.40
	Trade Payables :	A.5			
	(A) total outstanding dues of micro enterprises and small enterprises; and		-	-	-
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises.	A.5	16.12	12.36	12.78
	Other Current Liabilities	A.6	462.84	476.16	533.97
	Short Term Provisions	A.7	5.11	0.86	-
	Total		1,104.26	829.09	814.30
B.	Assets				
1	Non-Current Assets				
	Property, Plant and Equipment				
	Tangible Assets	A.8	267.04	290.66	317.20
	Intangible Assets		-	-	-
	Intangible Assets Under Development		-	-	-
	Non-Current Investments	A.9	0.10	0.10	0.10
	Deferred Tax Assets	A.10	24.31	23.50	21.54
	Other Non Current Assets	A.11	207.34	229.46	142.53
2	Current Assets				
	Current Investments		-	-	-
	Inventories		-	-	-
	Trade Receivables	A.12	0.00	72.33	162.57
	Cash and Cash Equivalents	A.13	308.52	53.83	37.01
	Short-Term Loans and Advances	A.14	208.08	98.60	20.74
	Other Current Assets	A.15	88.88	60.62	112.60
			605.47	285.38	332.93
	Total		1,104.26	829.09	814.30

Note : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D, B & C

ANNEXURE – B : RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(Rs. in Lakhs)

Sr. No	Particulars	Note No.	For The Year Ended 31st March		
			2022	2021	2020
A.	Revenue:				
	Revenue from Operations	B.1	1,520.67	1,408.03	1,920.60
	Other income	B.2	11.30	1.73	0.52
	Total revenue		1,531.97	1,409.77	1,921.12
B.	Expenses:				
	Cost of Material Consumed		0.00	0.00	0.00
	Change in Inventories of WIP, Finished Goods & Stock in Trade		-	-	-
	Employees Benefit Expenses	B.3	366.43	332.94	562.25
	Finance costs	B.4	3.54	6.26	7.70
	Depreciation and Amortization	B.5	53.16	57.79	63.84
	Other expenses	B.6	839.09	861.28	1222.30
	Total Expenses		1,262.21	1,258.27	1,856.09
	Profit before exceptional and extraordinary items and tax		269.76	151.50	65.03
	Exceptional Items		-	-	-
	Profit before extraordinary items and tax		269.76	151.50	65.03
	Extraordinary items		-	-	-
	Profit before tax		269.76	151.50	65.03
	Tax expense :				
	Current tax		68.70	40.90	19.16
	Deferred Tax	B.7	(0.80)	(1.96)	3.77
	Profit (Loss) for the period from continuing operations		201.86	112.56	42.09
	Earning per equity share in Rs.:				
	(1) Basic		4.57	2.55	0.95
	(2) Diluted		4.57	2.55	0.95

Note : The above statements should be read with the significant accounting policies and notes to restated summary, Statement of Balance Sheet and cash flows appearing in Annexure D, A & C.

ANNEXURE – C: RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS

(Rs. in Lakhs)

Particulars	For The Year Ended 31st March		
	2022	2021	2020
A. CASH FLOW FROM OPERATING ACTIVITIES			
Profit/ (Loss) before tax	269.76	151.50	65.03
Adjustments for:			
Depreciation	53.16	57.79	63.84
Finance Cost	3.54	6.26	7.70
Interest Income	(7.84)	(0.78)	-
Operating profit before working capital changes	318.62	214.77	136.57
Movements in working capital :			
(Increase)/Decrease in Inventories	-	-	-
(Increase)/Decrease in Trade Receivables	72.33	90.25	(11.05)
(Increase)/Decrease in Loans & Advances	(109.48)	(77.86)	(4.91)
(Increase)/Decrease in Other Current Assets	(28.26)	51.99	252.88
Increase/(Decrease) in Trade Payables	3.76	(0.42)	(1.95)
Increase/(Decrease) in Other Current Liabilities	(13.33)	(57.81)	(360.88)
Cash generated from operations	243.64	220.92	10.67
Income tax paid during the year	64.45	40.04	19.49
Net cash from operating activities (A)	179.19	180.88	(8.82)
B. CASH FLOW FROM INVESTING ACTIVITIES			
Sale/(Purchase) of Investments	-	-	-
Interest Income	7.84	0.78	-
Purchase of Fixed Assets	(29.54)	(31.25)	(64.96)
Increase in Other Non Current Assets	22.11	(86.93)	(0.14)
Net cash from investing activities (B)	0.41	(117.41)	(65.11)
C. CASH FLOW FROM FINANCING ACTIVITIES			
Interest paid on borrowings	(3.54)	(6.26)	(7.70)
Proceeds/(Repayment) of Borrowings	78.62	(40.40)	(73.37)
Net cash from financing activities (C)	75.08	(46.66)	(81.08)
Net increase in cash and cash equivalents (A+B+C)	254.69	16.82	(155.00)
Cash and cash equivalents at the beginning of the year	53.83	37.01	192.02
Cash and cash equivalents at the end of the year	308.52	53.83	37.01
Cash & Cash Equivalent Comprises			
Cash in Hand	4.93	1.81	1.93
Balance With Bank in Current Accounts	303.58	52.02	35.09
Balance with Bank in Deposits Accounts	0.00	0.00	0.00

Note : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and Statement of Balance Sheet appearing in Annexure C, A & B.

ANNEXURE – A : RESTATED STANDALONE STATEMENT OF ASSETS AND LIABILITIES

(Rs. in Lakhs)

Sr. No.	Particulars	Note No.	As at September 30, 2022	As at 31st March		
				2022	2021	2020
A.	Equity and Liabilities					
1	Shareholders' Funds					
	Share Capital	A.1	442.00	1.00	1.00	1.00
	Reserves & Surplus	A.2	193.64	492.19	290.33	177.77
	Share application money pending allotment		-	-	-	-
2	Non-Current Liabilities					
	Long-Term Borrowings	A.3	-	7.66	27.58	48.98
	Other Non-Current Liabilities		-	-	-	-
	Long-Term Provisions		-	-	-	-
	Deferred Tax Liabilities (Net)		-	-	-	-
3	Current Liabilities					
	Short Term Borrowings	A.4	66.60	119.94	21.40	40.40
	Trade Payables :	A.5				
	(A) total outstanding dues of micro enterprises and small enterprises; and			-	-	-
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises.	A.5	22.95	16.12	12.36	12.78
	Other Current Liabilities	A.6	516.47	462.84	476.16	533.97
	Short Term Provisions	A.7	2.89	5.11	0.86	-
	Total		1,244.55	1,104.86	829.69	814.90
B.	Assets					
1	Non-Current Assets					
	Property, Plant and Equipment					
	Tangible Assets	A.8	316.28	267.04	290.66	317.20
	Intangible Assets		-	-	-	-
	Intangible Assets Under Development		-	-	-	-
	Non-Current Investments	A.9	-	0.70	0.70	0.70
	Deferred Tax Assets	A.10	24.83	24.31	23.50	21.54
	Other Non Current Assets	A.11	192.82	207.34	229.46	142.53
2	Current Assets					
	Current Investments		-	-	-	-
	Inventories		-	-	-	-
	Trade Receivables	A.12	-	-	72.33	162.57
	Cash and Cash Equivalents	A.13	284.60	308.52	53.83	37.01
	Short-Term Loans and Advances	A.14	328.19	208.08	98.60	20.74
	Other Current Assets	A.15	97.83	88.88	60.62	112.60
	Total		1,244.55	1,104.86	829.69	814.90

Note : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D, B & C

ANNEXURE – B : RESTATED STANDALONE STATEMENT OF PROFIT AND LOSS

(Rs. in Lakhs)

Sr. No	Particulars	Note No.	From 01.04.2022 to 30.09.2022	For The Year Ended 31st March		
				2022	2021	2020
A.	Revenue:					
	Revenue from Operations	B.1	1,297.14	1,520.67	1,408.03	1,920.60
	Other income	B.2	4.11	11.30	1.73	0.52
	Total revenue		1,301.25	1,531.97	1,409.77	1,921.12
B.	Expenses:					
	Cost of Material Consumed		-	-	-	-
	Change in Inventories of WIP, Finished Goods & Stock in Trade		-	-	-	-
	Employees Benefit Expenses	B.3	227.21	366.43	332.94	562.25
	Finance costs	B.4	1.36	3.54	6.26	7.70
	Depreciation and Amortization	B.5	30.44	53.16	57.79	63.84
	Other expenses	B.6	851.88	839.09	861.28	1222.30
	Total Expenses		1,110.89	1,262.21	1,258.27	1,856.09
	Profit before exceptional and extraordinary items and tax		190.36	269.76	151.50	65.03
	Exceptional Items		-	-	-	-
	Profit before extraordinary items and tax		190.36	269.76	151.50	65.03
	Extraordinary items		-	-	-	-
	Profit before tax		190.36	269.76	151.50	65.03
	Tax expense :					
	Current tax		48.43	68.70	40.90	19.16
	Deferred Tax	B.7	(0.52)	(0.80)	(1.96)	3.77
	Profit (Loss) for the period from continuing operations		142.45	201.86	112.56	42.09
	Earning per equity share in Rs.:					
	(1) Basic		3.22	4.57	2.55	0.95
	(2) Diluted		3.22	4.57	2.55	0.95

Note : The above statements should be read with the significant accounting policies and notes to restated summary, Statement of Balance Sheet and cash flows appearing in Annexure D, A & C.

ANNEXURE – C: RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS

(Rs. in Lakhs)

Particulars	As at September 30, 2022	For The Year Ended 31st March		
		2022	2021	2020
A. CASH FLOW FROM OPERATING ACTIVITIES				
Profit/ (Loss) before tax	190.36	269.76	151.50	65.03
Adjustments for:				
Depreciation	30.44	53.16	57.79	63.84
Finance Cost	1.36	3.54	6.26	7.70
Interest Income	(3.65)	(7.84)	(0.78)	-
Operating profit before working capital changes	218.51	318.62	214.77	136.57
Movements in working capital :				
(Increase)/Decrease in Inventories	-	-	-	-
(Increase)/Decrease in Trade Receivables	-	72.33	90.25	(11.05)
(Increase)/Decrease in Loans & Advances	(120.11)	(109.48)	(77.86)	(4.91)
(Increase)/Decrease in Other Current Assets	(8.95)	(28.26)	51.99	252.88
Increase/(Decrease) in Trade Payables	6.83	3.76	(0.42)	(1.95)
Increase/(Decrease) in Other Current Liabilities	53.63	(13.33)	(57.81)	(360.88)
Cash generated from operations	149.91	243.64	220.92	10.67
Income tax paid during the year	50.66	64.45	40.04	19.49
Net cash from operating activities (A)	99.25	179.19	180.88	(8.82)
B. CASH FLOW FROM INVESTING ACTIVITIES				
Sale/(Purchase) of Investments	0.70	-	-	-
Interest Income	3.65	7.84	0.78	-
Purchase of Fixed Assets	(79.68)	(29.54)	(31.25)	(64.96)
Increase in Other Non Current Assets	14.52	22.11	(86.93)	(0.14)
Net cash from investing activities (B)	(60.81)	0.41	(117.41)	(65.11)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Interest paid on borrowings	(1.36)	(3.54)	(6.26)	(7.70)
Proceeds/(Repayment) of Borrowings	(61.00)	78.62	(40.40)	(73.37)
Net cash from financing activities (C)	(62.36)	75.08	(46.66)	(81.08)
Net increase in cash and cash equivalents (A+B+C)	(23.92)	254.69	16.82	(155.00)
Cash and cash equivalents at the beginning of the year	308.52	53.83	37.01	192.02
Cash and cash equivalents at the end of the year	284.60	308.52	53.83	37.01
Cash & Cash Equivalent Comprises				
Cash in Hand	69.19	4.93	1.81	1.93
Balance With Bank in Current Accounts	215.41	303.58	52.02	35.09
Balance with Bank in Deposits Accounts	0.00	0.00	0.00	0.00

Note: The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and Statement of Balance Sheet appearing in Annexure C, A & B.

GENERAL INFORMATION

Our Company was originally incorporated under the name “*India Tutorials Private Limited*” under the provisions of the Companies Act, 1956 and Certificate of Incorporation was issued by the Registrar of Companies, Mumbai, Maharashtra on October 30, 2007. Subsequently, the name of our Company was changed to “*Arihant Academy Private Limited*” via Shareholders’ Resolution dated September 18, 2012 pursuant to which fresh Certificate of Incorporation dated October 31, 2012 was issued by Registrar of Companies, Mumbai, Maharashtra. Consequently, the status of the Company was changed to public limited and the name of our Company was changed to “*Arihant Academy Limited*” vide Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting of our Company held on September 09, 2022. The fresh certificate of incorporation consequent to conversion was issued on September 19, 2022 by the Registrar of Companies, Mumbai, Maharashtra. The Corporate Identification Number of our Company is U80903MH2007PLC175500.

For further details and details of changes in the registered office of our company, please refer to the chapter titled “*History and Certain Corporate Matters*” beginning on page 116 of this Draft Prospectus.

REGISTERED OFFICE

Arihant Academy Limited

Ground Floor, Triveni Sadan, Opp. Ambe Mata Temple,
Carter Road No. 3, Borivali (East),
Mumbai – 400 066, Maharashtra, India
Tel No.: +91 99207 81706

Email: investors@arihantacademy.com

Website: www.arihantacademy.com

REGISTRAR OF COMPANIES

Registrar of Companies, Mumbai

Ministry of Corporate Affairs,
5th Floor, 100, Everest Building,
Netaji Subhash Road, Marine Drive
Mumbai - 400 002, Maharashtra, India
Tel No.: 022 - 2281 2627

Fax.: 022 - 2281 1977

Email.: roc.mumbai@mca.gov.in

Website.: www.mca.gov.in

DESIGNATED STOCK EXCHANGE

NSE Emerge

National Stock Exchange of India Limited

Exchange Plaza, Plot no. C/1, G Block
Bandra – Kurla Complex
Bandra (E) Mumbai – 400 051
Maharashtra, India

Tel No.: 022 – 2659 8100/ 8114

Website: www.nseindia.com

BOARD OF DIRECTORS

As on the date of this Draft Prospectus, the Board of Directors of our Company comprises of the following:

Name	Designation	DIN	Residential Address
Mr. Anil Suresh Kapasi	Managing Director	03524165	K/604, Ekta Bhoomi Gardens, Dattapada Road, Borivali (East), Mumbai – 400 066, Maharashtra, India
Mr. Umesh Anand Pangam	Chairman & Whole Time Director	03524171	B/1002, Gundecha Trillium, Thakur Village Road, Behind Carnival Cinema, Borivali East, Mumbai - 400 066, Maharashtra, India
Mr. Harsh Anil Kapasi	Non-Executive Director	09731053	Flat no. K/604, Ekta Bhoomi Gardens, Dattapada Road, Near Solitare Showroom, Borivali (East), Mumbai – 400 066, Maharashtra, India

Name	Designation	DIN	Residential Address
Ms. Kirti Umesh Pangam	Non-Executive Director	09742752	B-1002, Gundecha Trillium CHS Ltd, Thakur Village Road, Borivali East, Mumbai – 400 066, Maharashtra, India
Mr. Manish Khodidas Desai	Non-Executive Independent Director	09740266	B/204, Avon Majesty CHS, Datta Pada Road, Opp Tata Steel, Borivali East, Mumbai – 400 066, Maharashtra, India
Mr. Himanshu Rajanikant Mody	Non-Executive Independent Director	00163704	Flat No. I/505, Ekta Bhoomi Gardens - II CHS Ltd, Dattapada Road, Borivali – E, Mumbai – 400 066, Maharashtra, India
Mr. Chintan Sureshbhai Shah	Non-Executive Independent Director	05288038	6, Ashok Bhuvan, Liberty Garden, Road No - 3, Malad (West), Mumbai – 400 064, Maharashtra, India

For detailed profile of our Board of Directors, please see chapter titled “*Our Management*” beginning on page 120 of this Draft Prospectus.

CHIEF FINANCIAL OFFICER

Mr. Shirish Pandurang Kumbhar

Ground Floor, Triveni Sadan, Opp. Ambe Mata Temple,
Carter Road No. 3, Borivali (East),
Mumbai – 400 066, Maharashtra, India
Tel No.: +91 99207 81706

Email: investors@arihantacademy.com

Website: www.arihantacademy.com

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Deeksha Tiwari

Ground Floor, Triveni Sadan, Opp. Ambe Mata Temple,
Carter Road No. 3, Borivali (East),
Mumbai – 400 066, Maharashtra, India
Tel No.: +91 99207 81706

Email: investors@arihantacademy.com

Website: www.arihantacademy.com

INVESTOR GRIEVANCES

Investors may contact the Company Secretary and Compliance Officer and /or the Registrar to the Issue and/or Lead Manager 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, non-receipt of funds by electronic mode etc.

All grievances may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the Application Form was submitted, giving full details such as name of the sole or First Applicant, Application Form number, Applicant’s DP ID, Client ID, PAN, address of Applicant, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Application Amount was blocked or the UPI ID (for Retail Individual Investors who make the payment of Application Amount through the UPI Mechanism), date of Application Form and the name and address of the relevant Designated Intermediary where the Application was submitted. Further, the Applicant shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any Applicant whose Application 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. In terms of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, SCSBs are required to compensate the investor immediately on the receipt of complaint. Further, the post issue lead manager is required to compensate the investor for delays in grievance redressal from the date on which the grievance was received until the actual date of unblock.

Further, the Applicant shall also enclose a copy of the Acknowledgment Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the information mentioned hereinabove. All grievances relating to Applications submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Applicants.

LEAD MANAGER TO THE ISSUE

Shreni Shares Private Limited

A-102, Sea Lord CHS, Above Axis Bank,

Ram Nagar, Borivali (West),

Mumbai - 400 092, Maharashtra, India

Tel No: 022 - 2808 8456

Email: shrenishares@gmail.com

Website: www.shreni.in

Investor Grievance E-mail: info@shreni.in

Contact Person: Ms. Kritika Rupda/ Ms. Kruti Doshi

SEBI Registration Number: INM000012759

REGISTRAR TO THE ISSUE

Bigshare Services Private Limited

Office No S6-2, 6th Floor, Pinnacle Business Park,

Next to Ahura Centre, Mahakali Caves Road,

Andheri (East) Mumbai – 400 093,

Maharashtra, India

Tel No: 022 – 6263 8200

Email: ipo@bigshareonline.com

Investor Grievance E-mail: investor@bigshareonline.com

Website: www.bigshareonline.com

Contact Person: Mr. Swapnil Kate

SEBI Registration Number: INR000001385

LEGAL ADVISOR TO THE ISSUE

M/s. Asha Agarwal & Associates

118, Shila Vihar, Gokulpura,

Kalwar Road, Jhotwara,

Jaipur – 302 012, Rajasthan, India

Tel: 99509 33137

E-mail: ashaagarwalassociates@gmail.com

Contact Person: Ms. Nisha Agarwal

BANKERS TO THE ISSUE / REFUND BANK / SPONSOR BANK

[•]

BANKERS TO THE COMPANY

Kotak Mahindra Bank Limited

27, BKC, C 27, G Block

Bandra Kurla Complex, Bandra (East)

Mumbai – 400 051, Maharashtra, India

Tel No: +91 89769 29680

Email: damini.shah@kotak.com

Website: www.kotak.com

Contact Person: Ms. Damini Shah

STATUTORY AUDITORS OF OUR COMPANY

M/s. Bhikubhai H. Shah & Co.

Shop No. 15, Navratna Building, Aasra Colony Road
Dattapada, Borivali (East), Mumbai – 400 066
Maharashtra, India
Tel No.: 022 2870 4492
Email: bhs@cabhs.in
Contact Person: CA Bhikubhai H. Shah
Firm Registration No.: 115374W

PEER REVIEW AUDITORS OF OUR COMPANY

M/s A Y & Company

Chartered Accountants
505, Fifth Floor, ARG Corporate Park
Ajmer Road, Gopal Bari, Jaipur – 302 006,
Rajasthan, India
Tel No.: 0141 – 403 7257 / 96496 87300
Email: info@aycompany.co.in
Contact Person: CA Arpit Gupta
Firm Registration No.: 020829C
Peer Review No.: 013225

STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES

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

SELF-CERTIFIED SYNDICATE BANKS (“SCSBs”)

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>. Details relating to designated branches of SCSBs collecting the ASBA application forms are available at the above-mentioned link.

The list of banks that have been notified by SEBI to act as SCSBs for the UPI process provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. The list of Branches of the SCSBs named by the respective SCSBs to receive deposits of the application forms from the designated intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and it's updated from time to time.

INVESTORS BANKS OR ISSUER BANKS FOR UPI

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

REGISTERED BROKERS

In terms of SEBI circular no. CIR/CFD/14/2012 dated October 4, 2012, Applicant can submit Application Form for the Issue using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Brokers Centres.

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the SEBI (www.sebi.gov.in), and updated from time to time. For details on Registered Brokers, please refer <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

REGISTRAR TO THE ISSUE AND SHARE TRANSFER AGENTS (“RTA”)

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the list of the RTAs eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of the SEBI (www.sebi.gov.in), and updated from time to time. For details on RTA, please refer <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

COLLECTING DEPOSITORY PARTICIPANTS (“CDP”)

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the list of the CDPs eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

CREDIT RATING

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

IPO GRADING

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

DEBENTURE TRUSTEES

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

MONITORING AGENCY

Since our Issue size does not exceed ₹10,000 Lakhs, we are not required to appoint monitoring agency for monitoring the utilization of Net Proceeds in accordance with Regulation 262(1) of SEBI ICDR Regulations. Our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

FILING OF THE DRAFT PROSPECTUS/ PROSPECTUS

The Draft Prospectus and Prospectus shall be filed on NSE Emerge at Exchange Plaza, Plot no. C/1, G Block Bandra – Kurla Complex, Bandra (E) Mumbai – 400 051, Maharashtra, India.

Pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, Draft Prospectus has not been submitted to SEBI, however, soft copy of Prospectus shall be submitted to SEBI pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>. SEBI will not issue any observation on the issue document in term of Regulation 246(2) of the SEBI ICDR Regulations.

A copy of the Prospectus along with the material contracts and documents referred elsewhere in the Prospectus required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the Registrar of Companies, Mumbai situated at 100, Everest, Marine Drive, Mumbai- 400 002 Maharashtra, India at least (3) three working days prior from the date of opening of the Issue.

APPRAISING ENTITY

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

TYPE OF ISSUE

The present Issue is considered to be 100% Fixed Price Issue.

GREEN SHOE OPTION

No green shoe option is contemplated under the Issue.

EXPERT OPINION

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

Our Company has received written consent from the Peer Reviewed Auditors namely, M/s A Y & Company, Chartered Accountants, to include their name in respect of the reports on the Restated Consolidated Financial Statements dated September 25, 2022, Restated Standalone Financial Statements dated November 26, 2022 and the Statement of Special Tax Benefits dated September 25, 2022 issued by them and included in this Draft Prospectus, as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Draft Prospectus.

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

CHANGES IN AUDITORS

There has been no change in the Statutory Auditors during the three years immediately preceding the date of this Draft Prospectus.

UNDERWRITING AGREEMENT

This Issue is 100% Underwritten by Shreni Shares Private Limited in the capacity of Underwriter to the Issue.

Pursuant to the terms of the Underwriting Agreement dated [●], the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Details of the Underwriter	No. of Equity Shares Underwritten	Amount Underwritten	% of total Issue size underwritten
Shreni Shares Private Limited Address: A-102, Sea Lord CHS, Above Axis Bank, Ram Nagar, Borivali West, Mumbai – 400 092, Maharashtra, India Tel No.: 022 - 2808 8456 Email: shrenishares@gmail.com SEBI Registration Number: INM000012759 Contact Person: Ms. Kritika Rupda/ Ms. Kruti Doshi	Up to 16,35,200*	[●]	100.00%
Total	Up to 16,35,200	[●]	100.00%

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

In accordance with Regulation 260(2) of the SEBI ICDR Regulations, this Issue has been 100% underwritten and shall not restrict to the minimum subscription level. Our Company shall ensure that the Lead Manager to the Issue have underwritten at least 15% of the total Issue Size.

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

MARKET MAKER

Shreni Shares Private Limited

A-102, Sea Lord CHS, Above Axis bank,
 Ram Nagar, Borivali (West),
 Mumbai - 400 092, Maharashtra, India
Tel No.: 022 - 2808 8456

Email: shrenisharespvtltd@yahoo.in

Website: www.shreni.in

Contact Person: Mr. Hitesh Punjani

SEBI Registration Number: INZ000268538

NSE Clearing Number: 14109

DETAILS OF THE MARKET MAKING AGREEMENT

In accordance with Regulation 261 of the SEBI ICDR Regulations, we have entered into an agreement with the Lead Manager and the Market Maker (duly registered with NSE to fulfil the obligations of Market Making) dated [●] to ensure

compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Issue.

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

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

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

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. The spread (difference between the sell and buy quote) shall not be more than 10% or as specified by the Stock Exchange from time to time. Further, the Market Maker shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The prices quoted by the Market Maker shall be in compliance with the Market Maker Spread requirements and other particulars as specified or as per the requirements of NSE Emerge and SEBI from time to time.
3. The minimum depth of the quote shall be ₹1,00,000. However, the investors with holdings of value less than ₹1,00,000 shall be allowed to issue their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. Based on the IPO price of ₹ [●]/- per share the minimum lot size is [●] Equity Shares thus minimum depth of the quote shall be [●] until the same, would be revised by NSE.
4. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Equity Shares of market maker in our Company reaches to 25%. Or upper limit (Including the 5% of Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 25% equity shares would not be taken into consideration of computing the threshold of 25%. As soon as the Shares of market maker in our Company reduce to 24%, the market maker will resume providing 2-way quotes.
5. There shall be no exemption/threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.
6. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the company will be placed in Special Pre-Open Session (SPOS) and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity shares on the Stock Exchange.
7. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non- controllable reasons would be final.
8. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and NSE Emerge from time to time.
9. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
10. There would not be more than five Market Makers for the Company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
11. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on NSE Emerge Platform and market maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.
12. 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.

13. 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.
14. The Market Maker shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Company, who shall then be responsible to appoint a replacement Market Maker.
15. In case of termination of the abovementioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Company to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of Regulation 261 of the SEBI ICDR Regulations. Further the Company reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time.
16. **Risk containment measures and monitoring for Market Maker:** NSE Emerge Platform will have all margins which are applicable on the Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
17. **Punitive Action in case of default by Market Maker:** NSE Emerge 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 (issuing 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.
18. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Issue size up to ₹250 Crores, the applicable price bands for the first day shall be:
- In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
 - In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Issue price.

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

19. The following spread will be applicable on the NSE Emerge:

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

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

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

21. The Market Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and / or norms issued by SEBI/ NSE from time to time.
22. 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.
23. On the first day of listing, there will be a pre-open session (call auction) and there after trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity Shares on the Stock Exchange.

CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Draft Prospectus and after giving effect to this Issue, is set forth below:

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price*
A.	Authorized Share Capital		
	1,00,00,000 Equity Shares of face value of ₹10/- each	1,000.00	-
B.	Issued, Subscribed and Paid-Up Equity Capital before the Issue		
	44,20,000 Equity Shares of face value of ₹10/- each	442.00	-
C.	Present Issue in Terms of this Draft Prospectus		
	Issue of up to 16,35,200 Equity Shares of face value of ₹10/- each ⁽¹⁾	163.52	[●]
	<i>Of which:</i>		
	Up to [●] Equity Shares of face value of ₹10/- each at a price of ₹ [●] per Equity Share reserved as Market Maker Portion	[●]	[●]
	Net Issue to Public of up to [●] Equity Shares of ₹10/- each at a price of ₹ [●] per Equity Share to the Public	[●]	[●]
	<i>Of which:</i> ⁽²⁾		
	Allocation to Retail Individual Investors of up to [●] Equity Shares	[●]	[●]
	Allocation to other than Retail Individual Investors of up to [●] Equity Shares	[●]	[●]
D.	Paid-up Equity Capital after the Issue		
	Up to 60,55,200 Equity Shares of face value of ₹10/- each	605.52	
E.	Securities Premium Account		
	Before the Issue	-	
	After the Issue	[●]	

(1) The present Issue has been authorized by our Board pursuant to a resolution passed at its meeting held on November 17, 2022 and by our Shareholders pursuant to a Special Resolution passed at the Extra Ordinary General meeting held on November 21, 2022.

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

(3) To be finalized upon determination of the Issue Price.

CLASS OF SHARES

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

NOTES TO THE CAPITAL STRUCTURE

1. Changes in Authorized Share Capital

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

a) The initial authorized share capital of ₹1,00,00,000/- divided into 10,00,000 Equity Shares of ₹10/- each.

- b) The Authorized Share Capital was increased from ₹1,00,00,000/- divided into 10,00,000 Equity Shares of ₹10/- each to ₹10,00,00,000/- divided into 1,00,00,000 Equity Shares of ₹10/- each out of which 25,00,000 Equity Shares of ₹10/- each carrying voting rights and 75,00,000 Class A Equity Shares of ₹10/- each carrying no voting rights vide Shareholders' Resolution dated January 01, 2012.
- c) The Authorized Share Capital was altered pursuant to reorganization of ₹10,00,00,000/- divided into 1,00,00,000 Equity Shares of ₹10/- each out of which 25,00,000 Equity Shares of ₹10/- each carrying voting rights and 75,00,000 Class A Equity Shares of ₹10/- each carrying no voting rights was converted to ₹10,00,00,000/- divided into 1,00,00,000 Equity Shares of ₹10/- each carrying voting rights vide Shareholders' Resolution dated March 17, 2022.

2. Equity Share Capital History of our Company

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

Date of Allotment	No. of Equity Shares allotted	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-Up Equity Shares Capital (₹)	Cumulative Share Premium (₹)
Upon Incorporation	10,000	10/-	10/-	Cash	Subscription to MOA ⁽ⁱ⁾	10,000	1,00,000	Nil
August 23, 2022	44,10,000	10/-	-	Other than Cash	Bonus Issue(ii)	44,20,000	4,42,00,000	Nil

(i) Initial Subscribers to the Memorandum of Association of our company:

Sr No	Name	No of Equity Shares
1.	Mr. Jitendra Kantilal Shah	5,000
2.	Ms. Purnima Jitendra Shah	5,000
	Total	10,000

(ii) Bonus Issue of 44,10,000 Equity Shares of face value of Rs. 10/- each in the ratio of 441:1 i.e., 441 Bonus Equity Shares for 1 Equity Shares held

Sr. No	Name	No of Equity Shares
1.	Mr. Anil Suresh Kapasi	15,79,221
2.	Mr. Umesh Anand Pangam	15,24,537
3.	Ms. Hiral Anil Kapasi	5,86,971
4.	Ms. Kirti Umesh Pangam	5,86,971
5.	Ms. Harsh Anil Kapasi	66,150
6.	Ms. Rishika Umesh Pangam	66,150
	Total	44,10,000

3. Except as disclosed below, we have not issued any Equity Shares for consideration other than cash, at any point of time since Incorporation:

Date of Allotment	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
August 23, 2022	44,10,000	10/-	-	Bonus Issue	Capitalization of Surplus	Mr. Anil Suresh Kapasi	15,79,221
						Mr. Umesh Anand Pangam	15,24,537
						Ms. Hiral Anil Kapasi	5,86,971
						Ms. Kirti Umesh Pangam	5,86,971
						Mr. Harsh Anil Kapasi	66,150
						Ms. Rishika Umesh Pangam	66,150

4. No equity shares have been allotted in terms of any scheme approved under sections 391-394 of the Companies Act, 1956 and sections 230-234 of the Companies Act, 2013.

5. Our Company has not issued any shares pursuant to an Employee Stock Option Scheme/ Employee Stock Purchase Scheme for our employees.
6. We have not re-valued our assets since inception and have not issued any equity shares (including bonus shares) by capitalizing any revaluation reserves.
7. Except as disclosed below, we have not issued any Equity Shares at price below Issue price within last one year from the date of this Draft Prospectus:

Date of Allotment	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
August 23, 2022	44,10,000	10/-	-	Bonus Issue	Capitalization of Surplus	Mr. Anil Suresh Kapasi	15,79,221
						Mr. Umesh Anand Pangam	15,24,537
						Ms. Hiral Anil Kapasi	5,86,971
						Ms. Kirti Umesh Pangam	5,86,971
						Mr. Harsh Anil Kapasi	66,150
						Ms. Rishika Umesh Pangam	66,150

8. Shareholding Pattern of our Company

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

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			Total as a % of (A+B+C)	No. of Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								Class-Equity	No of Voting Rights					No (a)	As a % of total Shares held (b)	No (a)	As a % of total Shares held (b)	
									Class	Total								
																Total as a % of (A+B+C)		
A	Promoter & Promoter Group	7	44,20,000	-	-	44,20,000	100.00	44,20,000	-	44,20,000	100.00	-	-	-	-	-	44,20,000	
B	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
C	Non - Promoter Non - Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
C1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. of Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								Class-Equity	No of Voting Rights				Total as a % of (A+B+C)	No (a)	As a % of total Shares held (b)	No (a)		As a % of total Shares held (b)
									Class	Total								
C2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
	Total	7	44,20,000	-	-	44,20,000	100.00	44,20,000	-	44,20,000	100.00	-	-	-	-	44,20,000		

9. Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as on the date of this Draft Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre- Issue Equity Share Capital (%)
1.	Mr. Anil Suresh Kapasi	15,82,801	35.81%
2.	Mr. Umesh Anand Pangam	15,27,994	34.57%
3.	Ms. Hiral Anil Kapasi	5,88,302	13.31%
4.	Ms. Kirti Umesh Pangam	5,88,302	13.31%
5.	Mr. Harsh Anil Kapasi	66,300	1.50%
6.	Ms. Rishika Umesh Pangam	66,300	1.50%
	Total	44,19,999	100.00%

10. Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company two years prior to this Draft Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre-Issue Equity Share Capital (%)
1.	Mr. Anil Suresh Kapasi	2,840	28.40%
2.	Mr. Umesh Anand Pangam	2,716	27.16%
3.	Mr. Santosh Pandurang Shinde	2,222	22.22%
4.	Mr. Amit PrakashChandra Mehrotra	2,222	22.22%
	Total	10,000	100.00%

11. Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as of one year prior to the date of this Draft Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre-Issue Equity Share Capital (%)
1.	Mr. Anil Suresh Kapasi	3,581	35.81%

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre-Issue Equity Share Capital (%)
2.	Mr. Umesh Anand Pangam	3,457	34.57%
3.	Ms. Hiral Anil Kapasi	1,204	12.04%
4.	Ms. Kirti Umesh Pangam	1,204	12.04%
5.	Mr. Bhavesh V Parmar	554	5.54%
	Total	10,000	100.00%

12. Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as of 10 days prior to the date of this Draft Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre- Issue Equity Share Capital (%)
1.	Mr. Anil Suresh Kapasi	15,82,801	35.81%
2.	Mr. Umesh Anand Pangam	15,27,994	34.57%
3.	Ms. Hiral Anil Kapasi	5,88,302	13.31%
4.	Ms. Kirti Umesh Pangam	5,88,302	13.31%
5.	Mr. Harsh Anil Kapasi	66,300	1.5%
6.	Ms. Rishika Umesh Pangam	66,300	1.5%
	Total	44,19,999	100.00%

13. Our Company has not made any public Issue (including any rights issue to the public) since its incorporation.
14. Our Company does not have any intention or proposal to alter our capital structure within a period of six (6) months from the date of opening of the by way of split/consolidation of the denomination of Equity Shares or further Issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or bonus, rights, further public issue or qualified institutions placement or otherwise., except that if 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 may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.
15. **Shareholding of our Promoters**

As on the date of this Draft Prospectus, our Promoters hold 70.38% of the pre- Issue, subscribed and paid-up Equity Share capital of our Company.

Build-up of the shareholding of our Promoters in our Company since incorporation:

Date of Allotment / Transfer	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	Cumulative No. of Equity Shares	FV (₹)	Acquisition / Transfer Price (₹)	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital	Pledge
Mr. Anil Suresh Kapasi									
May 03, 2011	Transfer from Poornima Jitendra Shah	Cash	2,840	2,840	10/-	10/-	0.06%	[●]%	No
November 25, 2020	Transfer from Santosh Pandurang Shinde	Cash	741	3,581	10/-	9,000/-	0.02%	[●]%	No
August 23, 2022	Bonus Issue	Other than Cash	15,79,221	15,82,802	10/-	-	35.73%	[●]%	No

Date of Allotment / Transfer	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	Cumulative No. of Equity Shares	FV (₹)	Acquisition / Transfer Price (₹)	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital	Pledge
September 06, 2022	Transfer to Sharda Suresh Shah	Cash	(1)	15,82,801	10/-	12,000/-	Negligible	[●]%	No
	Total		15,82,801				35.81%	[●]%	
Mr. Umesh Anand Pangam									
May 03, 2011	Transfer from Jitendra Kantilal Shah	Cash	556	556	10/-	10/-	0.01%	[●]%	No
	Transfer from Purnima Jitendra Shah		2,160	2,716			0.05%	[●]%	
November 25, 2020	Transfer from Santosh Pandurang Shinde	Cash	741	3,457	10/-	9,000/-	0.02%	[●]%	No
August 23, 2022	Bonus Issue	Other than Cash	15,24,537	15,27,994	10/-	-	34.49%	[●]%	No
	Total		15,27,994				34.57%	[●]%	

16. Pre-Issue and Post-Issue Shareholding of our Promoters and Promoter Group

Category of Promoter	Pre-Issue		Post-Issue	
	No. of Shares	% of Pre-Issue Capital	No. of Shares	% of Post-Issue Capital
Promoters				
Mr. Anil Suresh Kapasi	15,82,801	35.81%	15,82,801	[●]%
Mr. Umesh Anand Pangam	15,27,994	34.57%	15,27,994	[●]%
Promoter Group				
Ms. Hiral Anil Kapasi	5,88,302	13.31%	5,88,302	[●]%
Ms. Kirti Umesh Pangam	5,88,302	13.31%	5,88,302	[●]%
Mr. Harsh Anil Kapasi	66,300	1.50%	66,300	[●]%
Ms. Rishika Umesh Pangam	66,300	1.50%	66,300	[●]%
Ms. Sharda Suresh Kapasi	1	Negligible	1	[●]%
Total	44,20,000	100.00	44,20,000	[●]%

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

S. No.	Name of Shareholder	Date of Transaction	Promoter/ Promoter Group/ Director	Number of Equity Shares Subscribed to/ Acquired	Number of Equity Shares Sold	Subscribed/ Acquired/ Transferred
1.	Mr. Anil Suresh Kapasi	November 25, 2020	Promoter and Managing Director	741	-	Transfer from Santosh Pandurang Shinde

S. No.	Name of Shareholder	Date of Transaction	Promoter/ Promoter Group/ Director	Number of Equity Shares Subscribed to/ Acquired	Number of Equity Shares Sold	Subscribed/ Acquired/ Transferred
2.	Mr. Umesh Anand Pangam	November 25, 2020	Promoter and Whole Time Director	741	-	Transfer from Santosh Pandurang Shinde
3.	Ms. Hiral Anil Kapasi	August 24, 2021	Promoter Group	1,204	-	Transfer from Amit PrakashChandra Mehrotra
4.	Ms. Kirti Umesh Pangam	August 24, 2021	Non-Executive Director and Promoter Group	1,204	-	Transfer from Amit PrakashChandra Mehrotra
5.	Ms. Hiral Anil Kapasi	August 16, 2022	Promoter Group	127	-	Transfer from Bhavesh V Parmar
6.	Ms. Kirti Umesh Pangam	August 16, 2022	Non-Executive Director and Promoter Group	127	-	Transfer from Bhavesh V Parmar
7.	Mr Harsh Anil Kapasi	August 16, 2022	Non-Executive Director and Promoter Group	150	-	Transfer from Bhavesh V Parmar
8.	Ms. Rishika Umesh Pangam	August 16, 2022	Promoter Group	150	-	Transfer from Bhavesh V Parmar
9.	Mr. Anil Suresh Kapasi	August 23, 2022	Promoter and Managing Director	15,79,221	-	Bonus Issue
10.	Mr. Umesh Anand Pangam	August 23, 2022	Promoter and Whole Time Director	15,24,537	-	Bonus Issue
11.	Ms. Hiral Anil Kapasi	August 23, 2022	Promoter Group	5,86,971	-	Bonus Issue
12.	Ms. Kirti Umesh Pangam	August 23, 2022	Non-Executive Director and Promoter Group	5,86,971	-	Bonus Issue
13.	Mr Harsh Anil Kapasi	August 23, 2022	Non-Executive Director and Promoter Group	66,150	-	Bonus Issue
14.	Ms. Rishika Umesh Pangam	August 23, 2022	Promoter Group	66,150	-	Bonus Issue
15.	Ms. Sharda Suresh Kapasi	September 06, 2022	Promoter Group	1	-	Transfer from Anil Suresh Kapasi
16.	Mr. Anil Suresh Kapasi	September 06, 2022	Promoter and Managing Director	-	1	Transfer to Sharda Suresh Kapasi

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

Name	Designation	No. of Equity Shares held
Mr. Anil Suresh Kapasi	Managing Director	15,82,801
Mr. Umesh Anand Pangam	Chairman and Whole Time Director	15,27,994
Ms. Kirti Umesh Pangam	Non- Executive Director	5,88,302
Mr. Harsh Anil Kapasi	Non- Executive Director	66,300

19. None of our Promoters, Promoter Group, Directors and their relatives has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of the Draft Prospectus.

20. **Promoters' Contribution and Lock-in details**

Details of Promoter's Contribution locked-in for three (3) years

Pursuant to the Regulation 236 and 238 of SEBI ICDR Regulations, an aggregate of at least 20% of the post Issue Equity Share capital of our Company held by our Promoter shall be locked-in for a period of three years from the date of Allotment in this Issue. As on date of this Draft Prospectus, our Promoters holds [●] Equity Shares constituting [●] % of the Post Issue Issued, Subscribed and Paid-up Equity Share Capital of our Company, which are eligible for Promoter's Contribution.

Our Promoters have granted consent to include such number of Equity Shares held by them as may constitute of the post issue Equity Share capital of our Company as Promoters' Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters' Contribution from the date of filing of this Draft Prospectus until the commencement of the lock-in period specified below.

Details of the Equity Shares forming part of Promoters' Contribution and their lock-in details are as follows:

Name of Promoter	Date of Allotment/Acquisition & when made fully paid up	No of Equity shares	No of Equity shares locked in	Face Value (in ₹)	Issue Price (in ₹)	Nature of Allotment	% Of Post-Issue Paid-up Capital	Lock-in Period
Mr. Anil Suresh Kapasi	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Mr. Umesh Anand Pangam	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Promoters' Contribution under Regulation 237 of the SEBI ICDR Regulations. In this computation, as per Regulation 237 of the SEBI ICDR Regulations, our Company confirms that the Equity Shares locked-in do not, and shall not, consist of:

- Equity Shares acquired three years preceding the date of this Draft Prospectus for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or reserves without accrual of cash resources or unrealized profits or against equity shares which are otherwise ineligible for computation of Promoters' Contribution.
- The Equity Shares acquired during the year preceding the date of this Draft Prospectus, at a price lower than the price at which the Equity Shares are being issued to the public in this issue is not part of the minimum promoter's contribution.
- The Equity Shares held by the Promoters and issued for minimum 20% Promoter's Contribution are not subject to any pledge or any other form of encumbrances.
- Specific written consent has been obtained from the Promoters for inclusion of [●] Equity Shares for ensuring lock-in of three years to the extent of minimum [●] % of post issue Paid-up Equity Share Capital from the date of allotment in the public Issue.
- The minimum Promoters' Contribution consists of Equity Shares allotted to the promoters against the capital existing in the erstwhile partnership firm for a period of more than one year on a continuous basis.
- The minimum Promoters' Contribution has been brought to the extent of not less than the specified minimum lot and from the persons defined as Promoters under the SEBI ICDR Regulations.
- We further confirm that our Promoters' Contribution of minimum 20% of the Post Issue Equity does not include any contribution from Alternative Investment Funds or FVCI or Scheduled Commercial Banks or Public Financial Institutions or Insurance Companies registered with Insurance Regulatory and Development Authority of India.

Equity Shares locked-in for one year other than Minimum Promoters' Contribution

Pursuant to Regulation 238(b) and 239 of the SEBI ICDR Regulations, other than the Equity Shares held by our Promoters, which will be locked-in as minimum Promoters' contribution for three years, all pre-issue [●] Equity Shares shall be subject to lock-in for a period of one year from the date of Allotment in this Issue.

Inscription or recording of non-transferability

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

Pledge of Locked in Equity Shares

Pursuant to Regulation 242 of the SEBI ICDR Regulations, the locked-in Equity Shares held by our Promoters can be pledged with any scheduled commercial bank or public financial institution or systematically important non-banking finance company or a housing finance company as collateral security for loans granted by them, provided that:

- (a) if the equity shares are locked-in in terms of clause (a) of Regulation 238, the loan has been granted to the company or its subsidiary(ies) for the purpose of financing one or more of the objects of the Issue and pledge of equity shares is one of the terms of sanction of the loan;
- (b) if the specified securities are locked-in in terms of clause (b) of Regulation 238 and the pledge of specified securities is one of the terms of sanction of the loan.

Provided that such lock-in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the equity shares till the lock-in period stipulated in these regulations has expired.

Transferability of Locked in Equity Shares

- (a) Pursuant to Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by our Promoters, which are locked in as per Regulation 238 of the SEBI ICDR Regulations, may be transferred to and amongst our Promoters/ Promoter Group or to a new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI SAST Regulations as applicable.
 - (b) Pursuant to Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by shareholders other than our Promoters, which are locked-in as per Regulation 239 of the SEBI ICDR Regulations, may be transferred to any other person holding shares, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI SAST Regulations as applicable.
21. Neither the Company, nor its Promoters, Directors or the Lead Manager have entered into any buyback and/or standby arrangements for purchase of Equity Shares of the Company from any person.
 22. 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 Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful Applicants will be issued fully paid-up Equity Shares.
 23. As on the date of this Draft Prospectus, the Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The Lead Manager and their 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 with our Company for which they may in the future receive customary compensation.
 24. As on date of this Draft Prospectus, there are no outstanding ESOP's, warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares, nor has the company ever allotted any equity shares pursuant to conversion of ESOPs till date. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI Share Based Employee Benefits Regulations, 2014.
 25. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under “*Basis of Allotment*” in the chapter titled “*Issue Procedure*” beginning on page 190 of this Draft Prospectus. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 (2) of SEBI ICDR Regulations, as amended from time to time.
 26. An over-subscription to the extent of 10% of the Net Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Net Issue, as a result of which, the post Issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity

Shares held by the Promoters and subject to lock-in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.

27. Subject to valid applications being received at or above the Issue Price, under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
28. Prior to this Initial Public Issue, our Company has not made any public issue or right issue to public at large.
29. We have 7 (Seven) Shareholders as on the date of filing of the Draft Prospectus.
30. As per RBI regulations, OCBs are not allowed to participate in this Issue.
31. Our Company has not raised any bridge loans.
32. There shall be only one denomination of Equity Shares of our Company unless otherwise permitted by law. Our Company shall comply with disclosure and accounting norms as may be specified by SEBI from time to time.
33. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Issue.
34. Our Company shall ensure that transactions in the Equity Shares by our Promoters and our Promoter Group between the date of this Draft Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within 24 hours of such transaction.
35. Our Promoters and Promoter Group will not participate in the Issue.
36. There are no safety net arrangements for this Public Issue.

SECTION V – PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

REQUIREMENT OF FUNDS

The Issue comprises of fresh issue of up to 16,35,200 Equity Shares by our Company aggregating to ₹ [●] Lakhs.

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

1. Funding working capital requirements; and
2. General corporate purposes.

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

The main objects and objects incidental and ancillary to the main objects, as set out in our Memorandum of Association, enable our Company to undertake our existing business activities and the activities for which funds are being raised by us through the Issue. In addition, our Company expects to receive the benefits of listing of Equity Shares on the NSE Emerge including enhancing our visibility and our brand image among our existing and potential customers and creating a public market for our Equity Shares in India.

ISSUE PROCEEDS

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

(₹ in Lakhs)

Particulars	Amount*
Gross Proceeds of the Fresh Issue	[●]
Less: Issue related Expenses in relation to Fresh Issue (only those apportioned to the Company)	[●]
Net Proceeds of the Fresh Issue	[●]

*To be updated in the Prospectus prior to filing with RoC.

UTILISATION OF NET PROCEEDS

The Net Proceeds are proposed to be utilised in the manner set out in the following table:

S. No	Particulars	Estimated Amt (₹ in Lakhs)*
1.	Funding working capital requirements	Up to 1,100.00
2.	General Corporate Purposes [#]	[●]

[#]The amount utilized for general corporate purpose shall not exceed 25% of the gross proceeds of the Issue.

*To be updated in the Prospectus prior to filing with RoC.

PROPOSED SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF THE NET PROCEEDS

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

(₹ in lakhs)

Sr. No.	Object	Amount to be financed from Net Proceeds*	Estimated Utilization of Net Proceeds in F. Y. 2022-23	Estimated Utilization of Net Proceeds in F. Y. 2023-24
1.	Funding working capital requirements	[●]	[●]	[●]
2.	General Corporate Purposes [#]	[●]	[●]	[●]
	Total	[●]	[●]	[●]

*To be updated in the Prospectus prior to filing with RoC

[#]The amount utilized for general corporate purpose shall not exceed 25% of the gross proceeds of the issue

In the event of the estimated utilisation of the Net Proceeds in a scheduled financial year being not undertaken in its entirety, the remaining Net Proceeds shall be utilised in subsequent financial years, as may be decided by our Company, in accordance with applicable laws. Further, if the Net Proceeds are not completely utilised for the Objects during the respective periods stated above due to factors such as (i) economic and business conditions; (ii) increased competition; (iii)

timely completion of the Issue; (iv) market conditions outside the control of our Company; and (v) any other commercial considerations, the remaining Net Proceeds shall be utilised (in part or full) in subsequent periods as may be determined by our Company, in accordance with applicable laws.

MEANS OF FINANCE

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

Particulars	Amt. (₹ in Lakhs)
Net Proceeds	[•]
Total	[•]

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

The fund requirements set out for the aforesaid Objects of the Issue are proposed to be met entirely from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue as required under the SEBI ICDR Regulations.

For further details on the risks involved in our proposed fund utilization as well as executing our business strategies, please refer the section titled “*Risk Factors*” on page 22 of this Draft Prospectus.

DETAILS OF THE OBJECTS OF THE ISSUE

1. Funding working capital requirements

We are planning to open new coaching centres at 15 locations across Mumbai over the next 3 years and expand into tier II and tier III cities in India through franchise arrangements as well and hence, there is significant requirement of working capital to set up these new coaching centers and therefore we have anticipated increase in estimated working capital requirement for the Financial Year 2022-23 and Financial Year 2023-24. We propose to utilise up to ₹ 1,100.00 lakhs from the Net Proceeds to fund the working capital requirements of our Company in Fiscal Year 2023 and 2024.

Basis of estimation of long-term working capital requirement and estimated working capital requirement:

The details of our Company’s working capital as at March 31, 2022 derived from Restated Standalone Financial Statements, source of funding of the same and the projected working capital requirements (as approved by the Board through their resolution dated November 25, 2022) for Fiscal Year 2023 and 2024 are provided in the table below:

Sr. No.	Particulars	Actual	Actual	Estimated	Projected
		Fiscal 2021	Fiscal 2022	Fiscal 2023	Fiscal 2024
I	Current Assets				
	Trade receivables	72.33	-	-	-
	Cash and cash equivalents	53.83	308.52	149.44	174.88
	Short Term Loans and Advances	98.60	208.08	920.00	1,240.00
	Other Current Assets	60.62	88.88	183.00	112.00
	Total (A)	285.38	605.47	1,252.44	1,526.88
II	Current Liabilities				
	Trade payables	12.36	16.12	29.40	38.30
	Other Current Liabilities	476.16	462.84	320.45	304.41
	Short Term Provisions	0.86	5.11	111.38	183.24
	Total (B)	489.39	484.07	461.23	525.95
III	Total Working Capital Gap (A-B)	(204.01)	121.40	791.21	1,000.93

(₹ In Lakhs)

Sr. No.	Particulars	Actual	Actual	Estimated	Projected
		Fiscal 2021	Fiscal 2022	Fiscal 2023	Fiscal 2024
IV	Funding Pattern				
	Short Term Borrowings	-	119.94	40.00	-
	Internal Accruals	-	1.46	501.21	150.93
	Net Proceeds from IPO	-	-	250.00	850.00

Key assumptions for working capital projections made by our Company:

Particulars	Actual	Actual	Estimated	Projected
	FY 2020-21	FY 2021-22	FY 2022-23	FY 2023-24
Debtor Holding Days	19	-	-	-
Creditor Payment Days	4	5	5	4

Justification:

S. No.	Particulars
Trade Receivables	We don't have trade receivables since our sales constitutes fees for our courses from our students.
Trade Payables	We expect creditor payment days to be at 5 Days approx. for FY 2022-23 and 4 Days approx. for FY 2023-24 based on timely payment made to suppliers by us.

2. General Corporate Purposes

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

The quantum of utilization of funds towards any of the above purposes will be determined based on the amount actually available under this head and the business requirements of our Company, from time to time. This may also include rescheduling the proposed utilization of Net Proceeds. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilize such unutilized amount in the subsequent Fiscals.

We further confirm that in terms of the SEBI ICDR Regulations, the extent of the Net Proceeds proposed to be utilized for general corporate purposes shall not exceed 25.00% of the gross proceeds of the issue

ESTIMATED ISSUE RELATED EXPENSES

The details of the estimated issue related expenses are tabulated below:

Activity	Amount (₹ in Lakhs)	As a % of Estimates Expenses	As a % of Issue	As a % of Issue Size
Lead manager(s) fees including underwriting commission	[●]	[●]	[●]	[●]
Brokerage, selling commission and upload fees	[●]	[●]	[●]	[●]
Registrar to the issue	[●]	[●]	[●]	[●]
Legal Advisors	[●]	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]	[●]
Regulators including stock exchanges	[●]	[●]	[●]	[●]
Printing and distribution of issue stationary	[●]	[●]	[●]	[●]
Others, if any (market making, depositories, marketing fees, secretarial, peer review auditors, etc.)	[●]	[●]	[●]	[●]
Total	[●]	[●]	[●]	[●]

The fund deployed out of internal accruals up to [●] is ₹ [●] Lakhs towards issue expenses vide certificate dated [●] having UDIN: [●] received from M/s Bhikhubhai H. Shah & Co., Chartered Accountants and the same will be recouped out of issue expenses.

Structure for commission and brokerage payment to the SCSBs Syndicate, RTAs, CDPs and SCSBs:

- (1) SCSBs will be entitled to a processing fee of ₹ [●] per Application Form only for the Successful Allotments for processing of the Application Forms procured by other Application Collecting Intermediary and submitted to them.
- (2) Selling commission payable to Registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Investors and Non-Institutional Investors, would be [●] % on the Allotment Amount.
- (3) No additional uploading/processing charges shall be payable to the SCSBs on the applications directly procured by them.
- (4) The commission and processing fees shall be released only after the SCSBs provide a written confirmation to the Lead Manager not later than 30 days from the finalization of Basis of Allotment by Registrar to the Issue in compliance with SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.
- (5) Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.

BRIDGE LOANS

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

APPRAISING ENTITY

The objects of the Issue for which the Net Proceeds will be utilised have not been appraised.

MONITORING OF UTILIZATION OF FUNDS

As this is an Issue for less than ₹10,000 lakhs, we are not required to appoint a monitoring agency for the purpose of the Issue in terms of the SEBI ICDR Regulations.

Our Board and Audit committee shall monitor the utilization of the net proceeds of the Fresh Issue. Our Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Proceeds in the balance sheet of our Company for the relevant financial years subsequent to the completion of the Issue.

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

INTERIM USE OF FUNDS

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

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

VARIATION IN OBJECTS

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

OTHER CONFIRMATIONS / PAYMENT TO PROMOTERS AND PROMOTER’S GROUP FROM THE IPO PROCEEDS

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

BASIS FOR ISSUE PRICE

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” and chapters titled “Restated Financial Statements”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Our Business” beginning on page 22, 141, 144 and 80 respectively, of this Draft Prospectus to get a more informed view before making any investment decisions. The trading price of the Equity Shares of our Company could decline due to these risk factors and you may lose all or part of your investments.

QUALITATIVE FACTORS

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

- Hybrid Model of Coaching
- Experienced Management Team
- Qualified Pool of Faculty
- Professional & Organizational Development
- Result oriented methods of coaching

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 80 of this Draft Prospectus.

QUANTITATIVE FACTORS

The information presented in this chapter is derived from company’s Restated Consolidated Financial Statements for the financial year ended March 31 2022, 2021, and 2020 and Restated Standalone Financial Statements for the period ended September 30, 2022 and for the financial year ended March 31 2022, 2021, and 2020 prepared in accordance with Indian GAAP. For more details on financial information, investors please refer the chapter titled “Restated Financial Statements” beginning on page 141 of this Draft 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 AS 20

As per Restated Consolidated Financial Statements – Pre-Bonus

Particulars	Basic & Diluted EPS (in ₹)	Weights
March 31, 2022	2,018.61	3
March 31, 2021	1,125.56	2
March 31, 2020	420.94	1
Weighted Average	1,454.65	

As per Restated Consolidated Financial Statements – Post Bonus

Particulars	Basic & Diluted EPS (in ₹)	Weights
March 31, 2022	4.57	3
March 31, 2021	2.55	2
March 31, 2020	0.95	1
Weighted Average	3.29	

Note: The Restated Consolidated Financial Statements have not been prepared for September 30, 2022 since Arihant Academy Ventures Private Limited is not an Associate company of our company from April 01, 2022 onwards

As per Restated Standalone Financial Statements – Pre-Bonus

Particulars	Basic & Diluted EPS (in ₹)	Weights
March 31, 2022	2,018.61	3
March 31, 2021	1,125.56	2
March 31, 2020	420.94	1
Weighted Average	1,454.65	
For the period April 01, 2022 to September 30, 2022	3.22	

As per Restated Standalone Financial Statements – Post Bonus

Particulars	Basic & Diluted EPS (in ₹)	Weights
March 31, 2022	4.57	3
March 31, 2021	2.55	2
March 31, 2020	0.95	1
Weighted Average	3.29	
For the period April 01, 2022 to September 30, 2022	3.22	

Note: The earnings per share have been calculated by dividing the net profit as restated, attributable to equity shareholders by restated weighted average number of Equity Shares outstanding during the period. Restated weighted average number of equity shares has been computed as per AS 20. The face value of each Equity Share is ₹10/-.

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

Particulars	P/E (number of times) *
Based on Restated Consolidated Financial Statements	
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2021-22	[●]
P/E ratio based on the Weighted Average Basic & Diluted EPS	[●]
Based on Restated Standalone Financial Statements	
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2021-22	[●]
P/E ratio based on the Weighted Average Basic & Diluted EPS	[●]

3. Return on Net worth (RoNW)

As per Restated Consolidated Financial Statements

Particulars	RONW (%)	Weights
March 31, 2022	40.98	3
March 31, 2021	38.72	2
March 31, 2020	23.63	1
Weighted Average	37.33	

Note: The Restated Consolidated Financial Statements have not been prepared for September 30, 2022 since Arihant Academy Ventures Private Limited is not an Associate company of our company from April 01, 2022 onwards

As per Restated Standalone Financial Statements

Particulars	RONW (%)	Weights
March 31, 2022	40.93	3
March 31, 2021	38.64	2
March 31, 2020	23.55	1
Weighted Average	37.30	
For the period April 01, 2022 to September 30, 2022	22.41	

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 Consolidated Financial Statements – Pre-Bonus

Financial Year	NAV (₹)
March 31, 2022	4,925.89
March 31, 2021	2,907.28
March 31, 2020	1,781.71

As per Restated Consolidated Financial Statements – Post Bonus

Financial Year	NAV (₹)
March 31, 2022	11.14
March 31, 2021	6.58
March 31, 2020	4.03

Note: The Restated Consolidated Financial Statements have not been prepared for September 30, 2022 since Arihant Academy Ventures Private Limited is not an Associate company of our company since April 01, 2022 onwards

As per Restated Standalone Financial Statements – Pre-Bonus

Financial Year	NAV (₹)
March 31, 2022	4,931.89
March 31, 2021	2,913.28
March 31, 2020	1,787.71
For the period April 01, 2022 to September 30, 2022	14.38

As per Restated Standalone Financial Statements – Post Bonus

Financial Year	NAV (₹)
March 31, 2022	11.16
March 31, 2021	6.59
March 31, 2020	4.04
For the period April 01, 2022 to September 30, 2022	14.38
Net Asset Value per Equity Share after the Issue at Issue Price	[●]
Issue Price*	[●]

*Issue Price shall be updated in the Prospectus prior to opening the Issue.

Note: NAV has been calculated as net worth divided by number of Equity Shares at the end of the year.

5. Comparison with Industry Peers

Name of Company	CMP	Face Value (₹)	Basic EPS (₹)	PE Ratio (times)	RoNW (%)	NAV per Share (₹)
Arihant Academy Limited	[●]	10.00	4.57	[●]	40.93	11.14
Peer Group						
CL Educate Limited	147.35	5.00	3.28	44.92	3.48	94.38
Veranda Learning Solutions Limited	280.75	10.00	(3.67)	(76.50)	(10.37)	21.87

Source: www.bseindia.com

Notes:

- (1) The figures for our company are based on Restated Standalone Financial Statements for the year ended March 31, 2022.
- (2) The figures for the Peer Group are based on the Standalone Financial Statements filed for the financial year ended March 31, 2022.

- (3) *P/E Ratio has been computed based on their respective closing market price on November 25, 2022 as divided by the Basic EPS as on March 31, 2022.*
- (4) *CMP is the closing prices or the last traded price of respective scripts as on November 25, 2022.*
- (5) *The Issue Price determined by our Company in consultation with the Lead Manager is justified by our Company in consultation with the Lead Manager on the basis of the above parameters*

The face value of our share is ₹10/- per share and the Issue Price is of ₹ [●] per share are [●] times of the face value.

Investor should read the above-mentioned information along with the section titled “*Risk Factors*” beginning on page 22 of this Draft 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 141 of this Draft Prospectus.

STATEMENT OF POSSIBLE TAX BENEFITS

To,

**The Board of Directors,
Arihant Academy Limited
Ground Floor, Triveni Sadan,
Opp. Ambe Mata Temple
Carter Road No. 3, Borivali (East)
Mumbai - 400066 India**

Dear Sir,

Subject - Statement of possible tax benefits (“the statement”) available to Arihant Academy Limited (“the company”) and its shareholder prepared in accordance with the requirement in Point No. 9 (L) of Part A of Schedule VI to the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018.

Reference - Initial Public Offer of Equity Shares by Arihant Academy Limited

We hereby confirm that the enclosed Annexure 1 and 2 (together “the Annexures”), prepared by Arihant Academy Limited (‘the Company’), provides the possible tax benefits available to the Company and to the shareholders of the Company under the Income-tax Act, 1961 (‘the Act’) as amended by the Finance Act 2022, circular and notifications issued from time to time, i.e. applicable for the Financial Year 2022-23 relevant to the assessment year 2023-24, the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 (“GST Act”), as amended by the Finance Act 2022, circular and notifications issued from time to time, i.e., applicable for the Financial Year 2022-23 relevant to the assessment year 2023-24, presently in force in India (together, the” Tax Laws”). Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and / or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.

1. The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated is the responsibility of the Company’s management. We are informed that these Annexures are only intended to provide information to the investors and are neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering.
2. 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;
 - ii) the conditions prescribed for availing the benefits have been / would be met with; and
 - iii) the revenue authorities/courts will concur with the views expressed herein.
3. The contents of the enclosed Annexures are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company.
4. No assurance is given that the revenue authorities/ Courts will concur with the view expressed herein. Our views are based on existing provisions of law and its implementation, which are subject to change from time to time. We do not assume any responsibility to updates the views consequent to such changes.
5. 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.

6. This certificate is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for inclusion in the Draft Prospectus/ Prospectus in connection with the proposed issue of equity shares and is not be used, referred to or distributed for any other purpose without our written consent.

For M/s A Y & Co.
Chartered Accountants
FRN: 020829c

Arpit Gupta
Partner
M. No. 421544
UDIN: 22421544AVEAUP7606

Place: Jaipur
Date: September 25, 2022

ANNEXURE 1 TO THE STATEMENT OF TAX BENEFITS

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

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

A. SPECIAL TAX BENEFITS TO THE COMPANY

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

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

The Shareholders of the Company are not entitled to any special tax benefits under the Act

Note:

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

We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company and to its shareholders in the Draft Prospectus/Prospectus.

ANNEXURE 2 TO THE STATEMENT OF TAX BENEFITS

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

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

A. SPECIAL TAX BENEFITS TO THE COMPANY

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

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

The Shareholders of the Company are not entitled to any special tax benefits under the GST Act

Note:

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

We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company and to its shareholders in the Draft Prospectus/Prospectus.

SECTION VI – ABOUT THE COMPANY

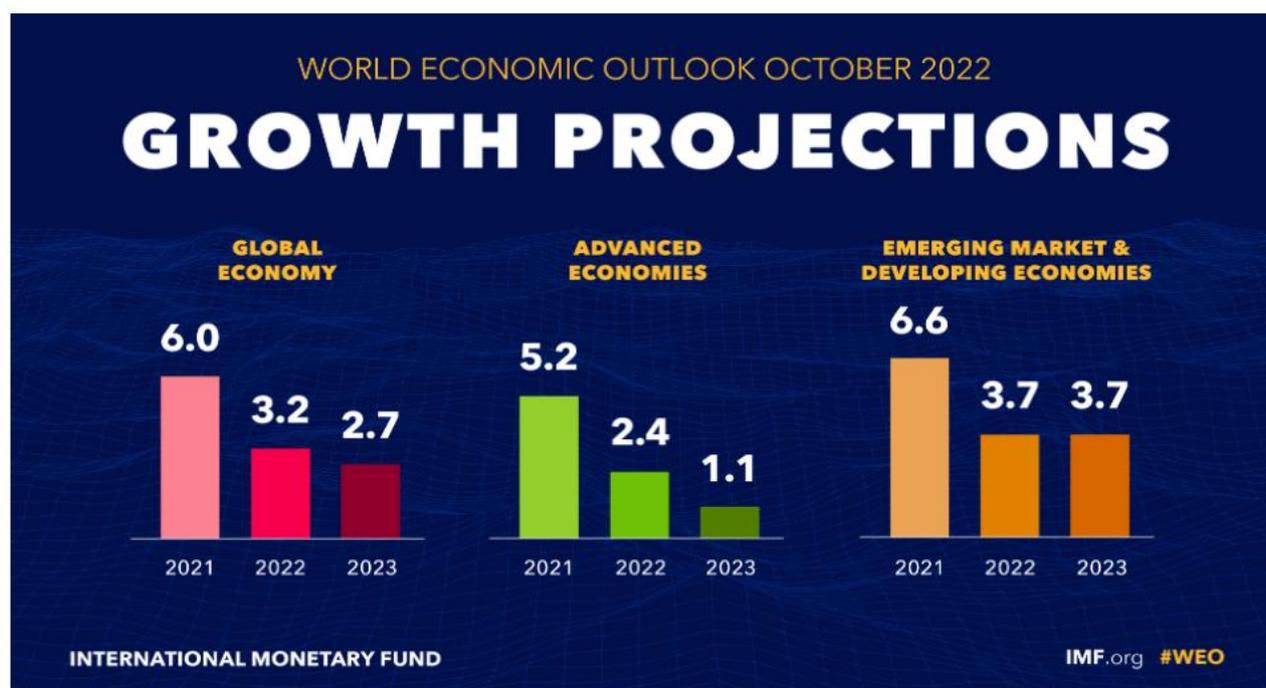
INDUSTRY OVERVIEW

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

GLOBAL ECONOMIC OVERVIEW

Global economic activity is experiencing a broad-based and sharper-than-expected slowdown, with inflation higher than seen in several decades. The cost-of-living crisis, tightening financial conditions in most regions, Russia's invasion of Ukraine, and the lingering COVID-19 pandemic all weigh heavily on the outlook. Global growth is forecast to slow from 6.0 percent in 2021 to 3.2 percent in 2022 and 2.7 percent in 2023. This is the weakest growth profile since 2001 except for the global financial crisis and the acute phase of the COVID-19 pandemic.

Global inflation is forecast to rise from 4.7 percent in 2021 to 8.8 percent in 2022 but to decline to 6.5 percent in 2023 and to 4.1 percent by 2024. Monetary policy should stay the course to restore price stability, and fiscal policy should aim to alleviate the cost-of-living pressures while maintaining a sufficiently tight stance aligned with monetary policy. Structural reforms can further support the fight against inflation by improving productivity and easing supply constraints, while multilateral cooperation is necessary for fast-tracking the green energy transition and preventing fragmentation.



Global Prospects and Policies

The slowdown in global economic activity is broad-based and sharper-than-expected, with inflation higher than seen in decades. The economic outlook depends on a successful calibration of monetary and fiscal policies, the course of the war in Ukraine, and growth prospects in China. Risks remain unusually large: monetary policy could miscalculate the right stance to reduce inflation; diverging policy paths in the largest economies could exacerbate the US dollar's appreciation; tightening global financing could trigger emerging market debt distress; and a worsening of China's property sector crisis could undermine growth. Policymakers should focus on restoring price stability and alleviating cost-of-living pressures. Multilateral cooperation remains necessary to fast-track the green energy transition and prevent fragmentation.

(Source: <https://www.imf.org/en/Publications/WEO/Issues/2022/10/11/world-economic-outlook-october-2022>)

INDIAN ECONOMY OVERVIEW

The Indian economy has fully recovered to the pre-pandemic real GDP level of 2019-20, according to the provisional estimates of GDP released on May 31, 2022. Real GDP growth in FY 2021-22 stands at 8.7%, which is 1.5% higher than the real GDP in FY 2019-20. These figures are associated with stronger growth momentum, indicating increased economic demand. The investment rate in the fourth quarter increased to its highest level in the previous nine quarters. Moreover, capacity utilisation in the manufacturing sector rose in the fourth quarter, as against the third quarter, implying a build-up in demand, which is consistent with the growth objectives of the Indian economy.

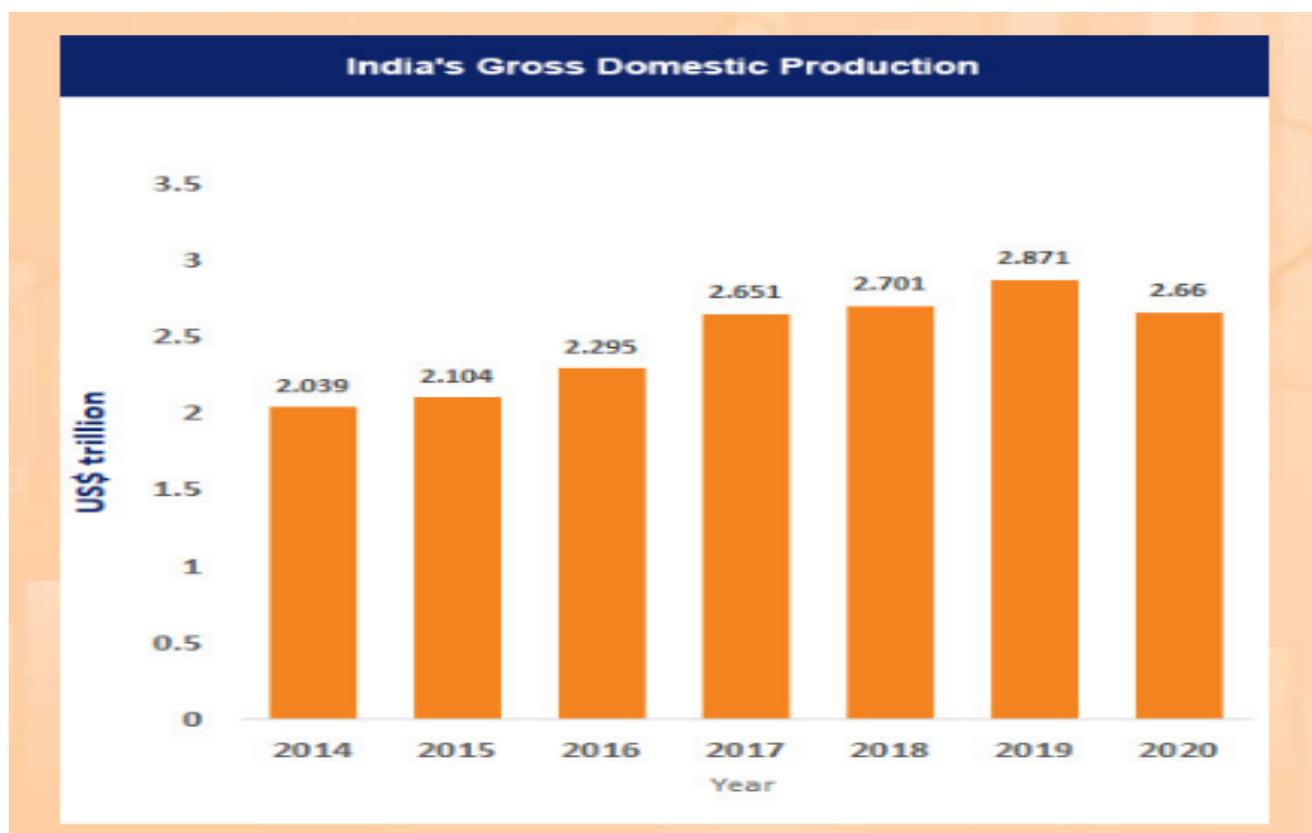
Future capital spending of the government in the Indian economy is expected to be supported by factors such as tax buoyancy, streamlined tax system, thorough assessment and rationalisation of the tariff structure and digitisation of tax filing. In the medium term, an increase in capital spending on infrastructure and asset-building projects is set to increase growth multipliers. Furthermore, revival in monsoon and Kharif sowing helped the agriculture sector gain momentum. As of July 11, 2022, the South-West monsoon has covered the entire country, resulting in 7% higher rainfall than the normal level. India has emerged as the fastest-growing major economy in the world, and is expected to be one of the top three economic powers globally over the next 10-15 years, backed by its robust democracy and strong partnerships.

Market Size

India's nominal GDP at current prices was estimated at Rs. 232.15 trillion (US\$ 3.12 trillion) in FY22. With more than 100 unicorns valued at US\$ 332.7 billion, India has the third-largest unicorn base in the world. The government is also focusing on renewable sources to generate energy, and is planning to achieve 40% of its energy from non-fossil sources by 2030.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 and 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 this period. India's current account deficit (CAD), primarily driven by an increase in the trade deficit, stood at 1.2% of GDP in 2021-22.

Exports fared remarkably well during the pandemic and aided recovery when all other growth engines lost 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 Mr. Piyush Goyal, Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles, 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 70% to the country's economic activity. With the economic scenario improving on 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 launching growth-oriented policies to boost the economy. In view of this, the country witnessed many developments in the recent past, some of which are mentioned below.

- As of July 15, 2022, India's foreign exchange reserves reached US\$ 572.71 billion.
- Private equity-venture capital (PE-VC) sector investments stood at US\$ 34.1 billion, up 28% YoY, across 711 deals through January-June 2022.
- India's merchandise exports stood at US\$ 676.2 billion in FY22. In June 2022, India's merchandise exports stood at US\$ 37.9 billion, recording the highest ever exports in June 2022.
- PMI Services was at 58.9 in May 2022 compared to 57.9 in April 2022.
- In June 2022, the gross Goods and Services Tax (GST) revenue collection stood at Rs. 1.44 trillion (US\$ 18.1 billion).
- According to the Department for Promotion of Industry and Internal Trade (DPIIT), FDI equity inflow in India stood at US\$ 588.53 billion between April 2000-March 2022.
- In May 2022, the Index of Industrial Production (IIP) stood at 137.7 driven by mining, manufacturing and electricity sectors.
- Consumer Price Index (CPI) inflation stood at 7.01% in June 2022 compared to 7.04% in May 2022.
- In July 2022 (until 21 July 2022), Foreign Portfolio Investment (FPI) outflows stood at Rs. 228,862 crore (US\$ 28.65 billion)
- Wheat procurement in Rabi 2021-22 and anticipated paddy purchase in Kharif 2021-22 would include 1208 lakh (120.8 million) metric tonnes of wheat and paddy from 163 lakh (16.7 million) farmers, as well as a direct payment of MSP value of Rs. 2.37 lakh crore (US\$ 31.74 billion) to their accounts.

Government Initiatives

Over the years, the Indian government has introduced many initiatives to strengthen the nation's economy. The 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 the recent decade, India's rapid economic growth has led to a substantial increase in demand for exports. Moreover, many 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, are 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:

- In July 2022, the Union Cabinet chaired by the Prime Minister, Mr. Narendra Modi, approved the signing of the Memorandum of Understanding (MoU) between India and Maldives. This MoU will provide a platform to tap the benefits of IT for court digitisation, and can be a potential growth area for IT companies and start-ups in both the countries.
- India and Namibia entered into an MoU on wildlife conservation and sustainable biodiversity utilisation on July 20, 2022, for establishing the cheetah's habitat in the historical forest range in India.
- In July 2022, the Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (INR) in order to promote the growth of global trade with emphasis on exports from India and to support the increasing interest of the global trading community.
- Mr. Rajnath Singh, Minister of Defence, launched 75 newly-developed artificial intelligence (AI) products and technologies during the first-ever "AI in Defence" (AIDef) symposium and exhibition, organised by the Ministry of Defence in New Delhi on July 11, 2022.

- In June 2022:
 - Prime Minister Mr. Narendra Modi laid the foundation stone of 1,406 projects worth more than Rs. 80,000 crore (US\$ 10.01 billion) at the ground-breaking ceremony of the UP Investors Summit in Lucknow.
 - The projects encompass diverse sectors such as Agriculture and Allied industries, IT and Electronics, MSME, Manufacturing, Renewable Energy, Pharma, Tourism, Defence & Aerospace and Handloom & Textiles.
- The Indian Institute of Spices Research (IISR) under the Indian Council for Agricultural Research (ICAR) inked an MoU with Lysterra, LLC, a Russia-based company, for the commercialisation of biocapsule, an encapsulation technology for bio-fertilisation on June 30, 2022.
- As of April 2022, India signed 13 Free Trade Agreements (FTAs) with its trading partners, including major trade agreements such as the India-UAE Comprehensive Partnership Agreement (CEPA) and the India-Australia Economic Cooperation and Trade Agreement (IndAus ECTA).
- The Union Budget of 2022-23 was presented on February 1, 2022, by the Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman. The budget had four priorities PM GatiShakti, Inclusive Development, Productivity Enhancement and Investment, and Financing of Investments. In the Union Budget 2022-23, effective capital expenditure is expected to increase by 27% at Rs. 10.68 lakh crore (US\$ 142.93 billion) to boost the economy. This will be 4.1% of the total Gross Domestic Production (GDP).
- Under PM GatiShakti Master Plan, the National Highway Network will develop 25,000 km of new highways network, which will be worth Rs. 20,000 crore (US\$ 2.67 billion). In 2022-23. Increased government expenditure is expected to attract private investments, with a production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded, and measured policy support is anticipated to boost the Indian economy.
- In February 2022, Minister for Finance and Corporate Affairs Ms. Nirmala Sitharaman said that productivity linked incentive (PLI) schemes would be extended to 14 sectors to achieve the mission of AtmaNirbhar Bharat and create 60 lakh jobs with an additional production capacity of Rs. 30 lakh crore (US\$ 401.49 billion) in the next five years.
- 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. 2500 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 September 2021, Union Cabinet approved major reforms in the telecom sector, which are expected to boost employment, growth, competition, and consumer interests. Key reforms include rationalization of adjusted gross revenue, rationalization of bank guarantees (BGs), and encouragement of spectrum sharing.
- 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 allocated Rs. 650 crore (US\$ 86.69 million) for the Deep Ocean mission that seeks to explore vast marine living and non-living resources. Department of Space (DoS) has got Rs. 13,700 crore (US\$ 1.83 billion) in 2022-23 for several key space missions like Gaganyaan, Chandrayaan-3, and Aditya L-1 (sun).
- In May 2021, the government approved the production linked incentive (PLI) scheme for manufacturing advanced chemistry cell (ACC) batteries at an estimated outlay of Rs. 18,100 crore (US\$ 2.44 billion); this move is expected to attract domestic and foreign investments worth Rs. 45,000 crore (US\$ 6.07 billion).
- 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 lakh crore (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.
- In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected 2% and 6%, respectively, in FY22.
- In November 2020, the Government of India announced Rs. 2.65 lakh crore (US\$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction, and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide ~Rs. 2 trillion (US\$ 27 billion) over five years to create jobs and boost production in the country.
- 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 an 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.
- On January 29, 2022, the National Asset Reconstruction Company Ltd (NARCL) will acquire bad loans worth up to Rs. 50,000 crore (US\$ 6.69 billion) about 15 accounts by March 31, 2022. India Debt Resolution Co. Ltd (IDRCL) will control the resolution process. This will clean up India's financial system and help fuel liquidity and boost the Indian economy.
- 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 FY2022-23; it is expected to raise Rs. 4 lakh crore (US\$ 53.58 billion) in the next three years.
- By November 1, 2021, India and the United Kingdom hope to begin negotiations on a free trade agreement. The proposed FTA between these two countries is likely to unlock business opportunities and generate jobs. Both sides have renewed their commitment to boost trade in a manner that benefits all.
- In August 2021, Prime Minister Mr. Narendra Modi announced an initiative to start a national mission to reach the US\$ 400 billion merchandise export target by FY22.
- In August 2021, Prime Minister Mr. Narendra Modi launched a digital payment solution, e-RUPI, a contactless and cashless instrument for digital payments.
- In April 2021, Dr. Ahmed Abdul Rahman AlBanna, Ambassador of the UAE to India and Founding Patron of IFIICC, stated that trilateral trade between India, the UAE and Israel is expected to reach US\$ 110 billion by 2030.
- India is expected to attract investment of around US\$ 100 billion in developing the oil and gas infrastructure during 2019-23.
- The Government of India is expected to increase public health spending to 2.5% of the GDP by 2025.

Road Ahead

Despite continuing geopolitical concerns, rising interest rates in the US and India and high prices of crude oil and few other commodities, economic activity in India is holding up better than anticipated. Electricity consumption, manufacturing PMI, exports, power supply and other high-frequency indicators indicate that the pace of economic activity has fully recovered from the COVID-19 pandemic shock. Economic growth is anticipated to be fueled by the effective implementation of PLI schemes, development of renewable energy sources while diversifying import dependence on crude oil and bolstering of the banking sector. Recent government initiatives to boost revenue will aid in containing the rise in the current account deficit and ensure that any potential fiscal slippage is adequately contained. Overall, the first ten days of July and June were

better than the first two months of FY 2022–23, which is a cause for comfort and even cautious optimism in these testing times. According to a Boston Consulting Group (BCG) analysis, India is expected to be the third-largest consumer economy as its consumption may quadruple to US\$ 4 trillion by 2025 due to changes in consumer behavior and spending patterns. By 2040, India is anticipated to overtake the US to become the second-largest economy in terms of purchasing power parity (PPP), according to a report by PricewaterhouseCoopers.

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

GLOBAL SERVICE INDUSTRY

Overview

The tertiary sector of the economy (also known as the services sector or the service industry) is one of the three economic sectors, the others being the secondary sector (approximately the same as manufacturing) and the primary sector (agriculture, fishing, and extraction such as mining).

For the last 100 years, there has been a substantial shift from the primary and secondary sectors to the tertiary sector in industrialised countries. This shift is called tertiarization. The tertiary sector is now the largest sector of the economy in the world, and the fastest-growing sector.

In examining the growth of the service sector in the early Nineties, the globalist Kenichi Ohmae noted that: In the United States 70 percent of the workforce works in the service sector; in Japan, 60 percent, and in Taiwan, 50 percent. These are not necessarily busboys and live-in maids. Many of them are in the professional category. They are earning as much as manufacturing workers, and often more.

According to the U.S. Department of Commerce, during the last half of the 20th century, the service sector became the largest and fastest-growing part of the U.S. economy. During the first half of the century, the service sector represented about 60 per cent of the economy, but by the end of the 20th century, it represented about 80 per cent. This has been a significant shift and an ongoing transition from an agrarian (farming) economy to manufacturing, and, ultimately, to the service economy that we see today.

World Bank has pointed to the higher contribution of growth in the services sector to poverty reduction than the contribution of growth in the agriculture or manufacturing sectors.

WORLD SCENARIO: Facts and Figures

- As economy shifts from developing to developed stage, they will show more and more shift towards services.
- Today, the fastest growing segment of the US economy is services.
- The US balance of trade in goods has remained in the red for many years, but here has been a trade surplus in services.
- Today service sector dominates the economics of many developed nations. As countries develop the role of agriculture in the economy declines and that of services increase (China has 44.6% GDP from service, 45.5% from industry, and 10% from agriculture sector).
- During recession it has been seen that service output declines less than industrial output – the service employment is less sensitive to business cycle fluctuation.
- Globalization as strategy for service firm is becoming more important.

(Source: <https://icsiindia.in/global-si/>)

INDIA SERVICE INDUSTRY

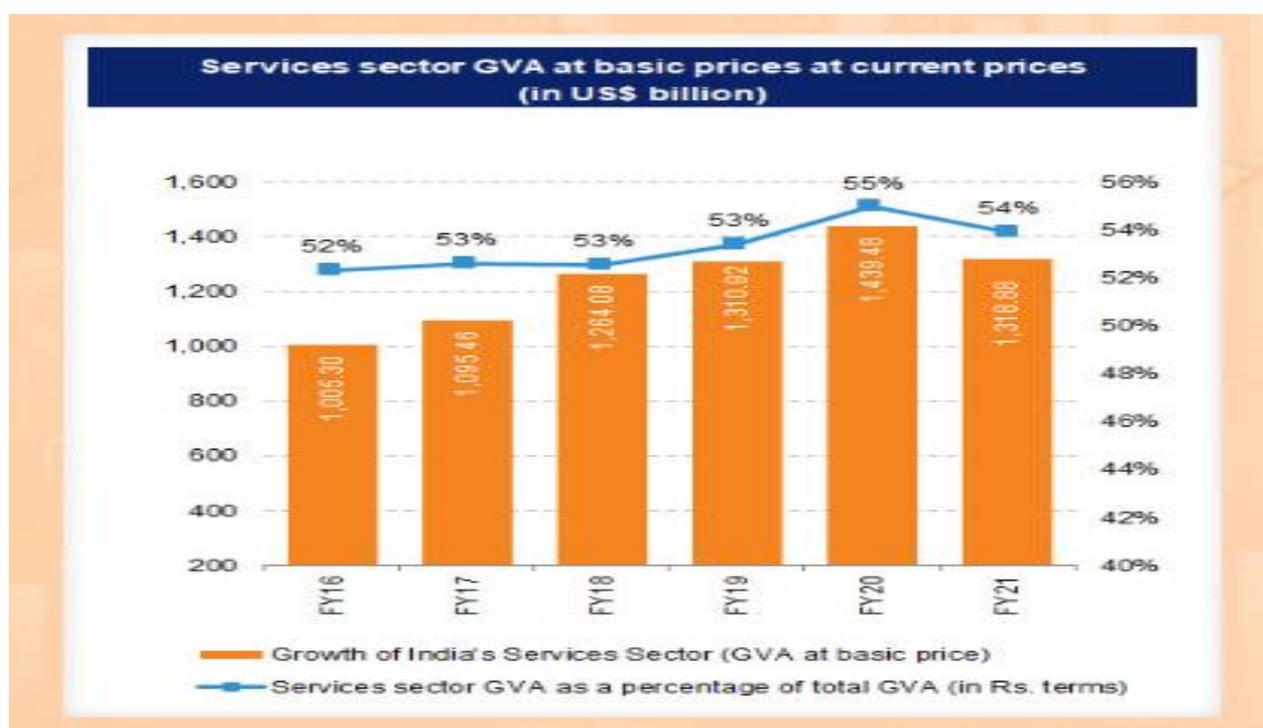
Introduction

The reforms of the 1990s have been associated with the expansion of the service sector in India. Midway through the 1980s, the service sector began to expand, but it really took off in the 1990s when India started a series of economic reforms in response to a serious balance of payments issue. The services sector is not only the dominant sector in India's GDP, but has also attracted significant foreign investment, has contributed significantly to export and has provided large-scale employment. India's services sector covers a wide variety of activities such as trade, hotel and restaurants, transport, storage and communication, financing, insurance, real estate, business services, community, social and personal services, and services associated with construction.

In order to enhance India's commercial services exports, share in the global services market from 3.3% and permit a multi-fold expansion in the GDP, the government is also making significant efforts in this direction. India is a unique emerging market in the globe due to its unique skills and competitive advantage created by knowledge-based services. The Indian services industry, which is supported by numerous government initiatives like smart Cities, clean India, digital India are fostering an environment that is strengthening the services sector. The sector has the potential to open up a multi-trillion-dollar opportunity that might stimulate symbiotic growth for all nations.

Market Size

The services sector of India remains the engine of growth for India's economy and contributed 53% to India's Gross Value Added at current prices in FY21-22 (as per advance estimates). India's services sector GVA increased at a CAGR of 11.43% to Rs. 101.47 trillion (US\$ 1,439.48 billion) in FY20, from Rs. 68.81 trillion (US\$ 1,005.30 billion) in FY16. Between FY16 and FY20, financial, real estate and professional services augmented at a CAGR of 11.68% (in Rs. terms), while trade, hotels, transport, communication and services related to broadcasting rose at a CAGR of 10.98% (in Rs. terms). India's IT and business services market is projected to reach US\$ 19.93 billion by 2025. In July 2022, the Manufacturing Purchasing Managers' Index (PMI) in India stood at 54.1. India's service exports stood at US\$ 96.4 billion, whereas imports stood at US\$ 60.96 billion in April-July 2022. With the fastest growing (9.2%) service sector globally, the sector accounts for 66% share in India's GDP and generates about 28% of the total employment in India.



Industry Developments

- Some of the investments/ developments in the services sector in the recent past are as follows:
- The Indian services sector was the largest recipient of FDI inflows worth US\$ 94.19 billion between April 2000-March 2022. The services category ranked 1st in FDI inflow as per data released by the Department for Promotion of Industry and Internal Trade (DPIIT).
- According to RBI:
- Bank credit stood at Rs. 121.49 trillion (US\$ 1.52 trillion) as of June 17, 2022.
- Credit to non-food industries stood at Rs. 121.05 trillion (US\$ 1.51 trillion) as of June 17, 2022.
- Coforge Limited, a global digital services and solutions provider announced the opening of its center of excellence (CoE) for the Metaverse and Web3 on August 30, 2022.
- In June 2022, HCL Technologies (HCL), a leading global technology company, announced the opening of its new 9,000 sq. ft. delivery center in Vancouver, Canada. The new center will significantly expand its presence in the country to serve clients primarily in the HiTech industry.
- India's telephone subscriber base stood at 1,172.96 million as of June 30, 2022.
- IT-BPM industry revenues stood at US\$ 227 billion in FY22 with a YoY growth rate of 15.5%.

- In the first-half of 2021, private equity investments in India stood at US\$ 11.82 billion, as compared with US\$ 5.43 billion in the same period last year.
- By October 2021, the Health Ministry's eSanjeevani telemedicine service, crossed 14 million (1.4 crore) teleconsultations since its launch, enabling patient-to-doctor consultations, from the confines of their home, and doctor-to-doctor consultations.
- The Indian healthcare industry is expected to shift digitally enabled remote consultations via teleconsultation. The telemedicine market in India is expected to increase at a CAGR of 31% from 2020 to 2025.
- In December 2020, the 'IGnITE' programme was initiated by Siemens, BMZ and MSDE to encourage high-quality training and technical education. 'IGnITE' aims to develop highly trained technicians, with an emphasis on getting them ready for the industry and future, based on the German Dual Vocational Educational Training (DVET) model. By 2024, this programme aims to upskill ~40,000 employees.

Government Initiatives

The Government of India recognises the importance of promoting growth in services sector and provides several incentives across a wide variety of sectors like health care, tourism, education, engineering, communications, transportation, information technology, banking, finance and management among others.

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

- As of August 17, 2022, the number of bank accounts opened under the government's 'Pradhan Mantri Jan Dhan Yojana (PMJDY)' scheme reached 46.3 crore and deposits in Jan Dhan bank accounts totalled Rs. 1.72 lakh crore (US\$ 21.73 billion).
- In October 2021, Prime Minister, Mr. Narendra Modi, approved the establishment of 157 new medical colleges to boost accessibility of affordable health treatments among citizens.
- In October 2021, the government launched a production linked incentive (PLI) scheme to boost manufacturing of telecom and networking products in India. The scheme is expected to attract an investment of ~Rs. 3,345 crore (US\$ 446.22 million) over the next four years and generate additional employment for >40,000 individuals.
- In October 2021, the government launched phase-II of the Mahatma Gandhi National Fellowship to empower students and boost skill development.
- In October 2021, the PM Ayushman Bharat Health Infrastructure Mission was launched by the government, to strengthen the critical healthcare network across India in the next four to five years.
- The Indian government is planning to introduce a credit incentive programme worth Rs. 50,000 crore (US\$ 6.8 billion) to boost healthcare infrastructure in the country. The programme will allow companies to access funds to ramp up hospital capacity or medical supplies with the government acting as a guarantor.
- Under Union Budget 2021-22, the government allocated Rs. 7,000 crore (US\$ 963.97 million) to the BharatNet programme to boost digital connectivity across India.
- FDI limit for insurance companies has been raised from 49% to 74% and 100% for insurance intermediates.
- On January 15, 2021, the third phase of Pradhan Mantri Kaushal Vikas Yojana (PMKVY) was launched in 600 districts with 300+ skill courses. Spearheaded by the Ministry of Skill Development and Entrepreneurship, the third phase will focus on new-age and COVID-related skills. PMKVY 3.0 aims to train eight lakh candidates.
- In January 2021, the Department of Telecom, Government of India, signed an MoU with the Ministry of Communications, Government of Japan, to strengthen cooperation in the areas of 5G technologies, telecom security and submarine optical fibre cable system.
- In the next five years, the Ministry of Electronics and Information Technology is working to increase the contribution of the digital economy to 20% of GDP. The government is working to build cloud-based infrastructure for collaborative networks that can be used for the creation of innovative solutions by AI entrepreneurs and startups.
- On Independence Day 2020, Prime Minister Mr. Narendra Modi announced the National Digital Health Mission (NDHM) to provide a unique health ID to every Indian and revolutionise the healthcare industry by making it easily accessible to everyone in the country. The policy draft is under 'public consultation' until September 21, 2020.
- In September 2020, the Government of Tamil Nadu announced a new electronics & hardware manufacturing policy aligned with the old policy to increase the state's electronics output to US\$ 100 billion by 2025. Under the policy, it aims to meet the requirement for incremental human resource by upskilling and training >100,000 people by 2024.
- Government of India has launched the National Broadband Mission with an aim to provide Broadband access to all villages by 2022.

Road Ahead

Both domestic and global factors influence the growth of the services sector. An extensive range of service industries have experienced double digit growth in recent years, supported by digital technologies and institutional frameworks made possible by the government. The ease of doing business in India has significantly increased for domestic and foreign firms due to considerable advancements in culture and the government outlook. Due to ongoing changes in the areas of lowering trade barriers, easing FDI regulations, and deregulation, India's services sector is poised to grow at a healthy rate in the coming years.

By 2025, healthcare industry is expected to reach US\$ 372 billion. India's digital economy is estimated to reach US\$ 1 trillion by 2025. By end of 2023, India's IT and business services sector is expected to reach US\$ 14.3 billion with 8% growth. The implementation of the Goods and Services Tax (GST) has created a common national market and reduced the overall tax burden on goods. It is expected to reduce costs in the long run on account of availability of GST input credit, which will result in the reduction in prices of services. India's software service industry is expected to reach US\$ 1 trillion by 2030.

Due to ongoing changes in the areas of lowering trade barriers, easing FDI regulations, and deregulation, India's services sector is poised to grow at a healthy rate in the coming years.

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

GLOBAL EDUCATION INDUSTRY

Education is a human right, a powerful driver of development, and one of the strongest instruments for reducing poverty and improving health, gender equality, peace, and stability. It delivers large, consistent returns in terms of income, and is the most important factor to ensure equity and inclusion

For individuals, education promotes employment, earnings, health, and poverty reduction. Globally, there is a 9% increase in hourly earnings for every extra year of schooling. For societies, it drives long-term economic growth, spurs innovation, strengthens institutions, and fosters social cohesion.

Developing countries have made tremendous progress in getting children into the classroom and more children worldwide are now in school. But learning is not guaranteed, as the 2018 World Development Report (WDR) stressed.

Making smart and effective investments in people's education is critical for developing the human capital that will end extreme poverty. At the core of this strategy is the need to tackle the learning crisis, put an end to Learning Poverty, and help youth acquire the advanced cognitive, socioemotional, technical and digital skills they need to succeed in today's world.

However, COVID-19 has wreaked havoc on the lives of young children, students, and youth. The disruption of societies and economies caused by the pandemic has aggravated the already existing global education crisis and impacting education in unprecedented ways.

Among its many dramatic disruptions, the pandemic has led to the worst crisis in education of the last century. Globally, between February 2020 and February 2022, education systems were fully closed for in-person learning for 141 days on average. In South Asia and Latin America & the Caribbean, closures lasted 273 and 225 days, respectively.

Even before the COVID-19 pandemic, this global learning crisis was stark. The learning poverty indicator, created by the World Bank and UNESCO Institute of Statistics and launched in 2019, gives a simple but sobering measure of the magnitude of this learning crisis: the proportion of 10-year-old children that are unable to read and understand a short age-appropriate text.

In low- and middle-income countries, the share of children living in Learning Poverty – already 57% before the pandemic – could potentially reach 70% given the long school closures and the wide digital divide that hindered the effectiveness of remote learning during school closures, putting the SDG 4 targets in jeopardy. School children have lost an estimated 2 trillion hours – and counting – of in-person instruction since the onset of the COVID-19 pandemic and subsequent lockdowns.

Children and youth in most countries have suffered major learning losses during the pandemic. Rigorous empirical evidence from various countries, including low-, middle-, and high-income contexts across regions, reveals very steep losses. Each

month of school closures led to a full month of lost learning, reflecting the limited effectiveness (on average) of remote learning.

The staggering effects of school closures reach beyond learning. This generation of children could lose a combined total of US\$21 trillion in lifetime earnings in present value or the equivalent of 17% of today's global GDP – a sharp rise from the 2021 estimate of a US\$17 trillion loss.

COVID-19 created an inequality catastrophe. Almost all countries provided some form of remote education during school closures, but there was high inequality in access and uptake between and within countries. Children from disadvantaged households were less likely to benefit from remote learning than their peers, often due to a lack of electricity, connectivity, devices, and caregiver support. Girls, students with disabilities, and the youngest children also faced significant barriers to engaging in remote learning. Overall, at least a third of the world's schoolchildren – 463 million globally – were unable to access remote learning during school closures.

Additionally, children's mental health has been negatively affected, while risks of violence, child marriage and child labor are also increasing. The situation is more dire for girls, who are more vulnerable to violence, child marriage, and becoming pregnant. Vulnerable groups such as children with disabilities, ethnic minorities, refugees, and displaced populations are also less likely to return to school post-crisis.

School disruptions particularly affected the youngest children. Early childhood education was closed the longest in many countries, with limited or no support for remote learning.

In addition to learning losses, schooling disruptions have also exacerbated disparities in nutrition, health and stimulation, and access to essential social protection and psychosocial services. Millions more children have been put at risk of being pushed into child labor, early marriage, and of leaving school altogether.

Adding to these challenges is the negative impact of the unprecedented global economic contraction on family incomes, which increases the risk of school dropouts, and results in the contraction of government budgets and strains on public education spending.

Youth have also suffered a loss in human capital in terms of both skills and jobs. In many countries, these declines in youth employment were more than twice as large as the declines in adult employment. As a result, this generation of students, and especially the more disadvantaged, may never achieve their full education and earnings potential.

Action is urgently needed now – business as usual will not suffice to heal the scars of the pandemic and will not accelerate progress enough to meet the ambitions of SDG 4. We are urging governments to implement ambitious and aggressive Learning Recovery Programs to get children back to school, recover lost learning, and accelerate progress by building better, more equitable and resilient education systems.

(Source: <https://www.worldbank.org/en/topic/education/overview>)

INDIAN EDUCATION INDUSTRY

Introduction

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.

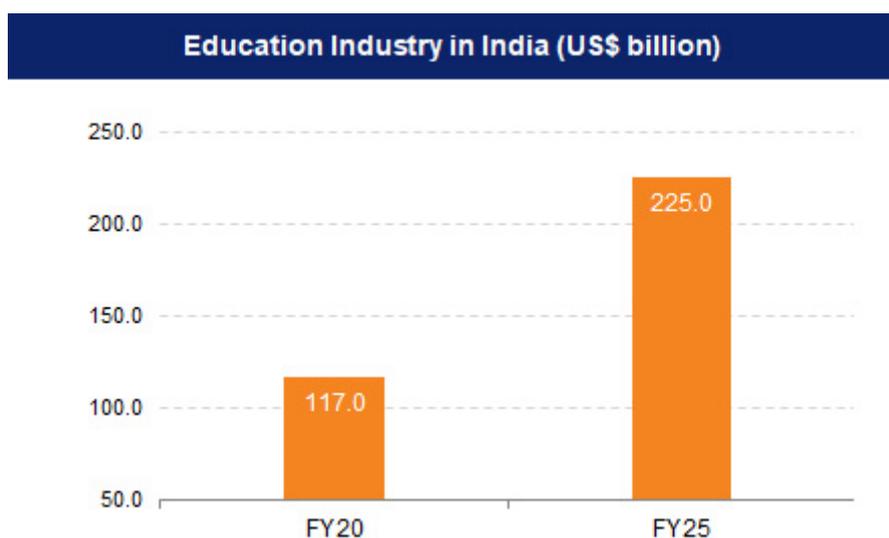
Market Size

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 has over 250 million school-going students, more than any other country. India had 38.5 million students enrolled in higher education in 2019-20, with 19.6 million male and 18.9 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 of the overall school system.

Number of colleges in India reached 42,343 in FY20. As of August 23, 2022, the number of universities in India stood at 1,057. 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%. The market grew by 19.02% in India in 2021.

Investments

From April 2000-March 2022, Foreign Direct Investment (FDI) equity inflows stood at US\$ 7.72 billion according to the data released by 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:

- 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 universities - 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.
- 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 has 89 universities in Times Higher Education Emerging Economies University Rankings 2022, behind Russia with 100 and China with 97.
- A total of 71 Indian institutions have been qualified for the Times Higher Education World University Rankings 2022, up from 63 in 2020.
- As per the QS employability rankings 2022, the Indian Institute of Science (IISc), Bengaluru, six Indian Institutes of Technology (IITs), Delhi University, University of Mumbai, University of Calcutta, OP Jindal Global University, Sonipat and BITS Pilani were among the global top 500 universities.
- 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 is 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 prepare 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:

- 100% FDI under automatic route is allowed in the Indian education sector.
- To liberalise the sector, the Government has taken initiatives such as the National Accreditation Regulatory Authority Bill for Higher Educational 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.
- As per the Union Budget 2022-23, allocation towards the Samagra Shiksha Scheme has increased by around 20.3%, from Rs. 31,050.16 crore (US\$ 4.16 billion) in FY22 to Rs. 37,383.36 crore (US\$ 5.01 billion) in FY23.
- 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 year, 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 IIT's and IIM's in new locations, as well as allocating educational grant 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>)

OUR BUSINESS

This chapter should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the section titled “Risk Factors” and chapters titled “Restated Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 22, 141 and 144 respectively, of this Draft Prospectus.

Unless otherwise indicated, the financial information included herein is based on our Restated Standalone Financial Statements for the period ended September 30, 2022 and for the Financial Years ended on March 31, 2022, 2021 and 2020 included in this Draft Prospectus. For further information, see “Restated Financial Statements” beginning on page 141 of this Draft Prospectus.

OVERVIEW

Our Company is engaged in providing coaching services and parallel educational support vertical in the western suburbs of Mumbai, Maharashtra for Class 8, 9 and 10 for both State Board and ICSE Board; Class 11 and 12 for commerce and science section; tutoring students in science field for entrance exams such as JEE (Main), JEE (Advanced) and MHT- CET (State level), NEET (National Level), MHT- CET (State Level, Maharashtra) and preparing students for professional exams such as CS and CA for entry level and second level exam, in the commerce section. We offer hybrid model of teaching services through classroom-based coaching under traditional Chalk & Talk concept and digital and distance learning, which supplement our classroom courses and allow students to engage in self-paced learning. Our Company operates under the brand name “Arihant Academy”.

Our Company had acquired the business of M/s. Arihant Academy, a partnership firm vide Business Transfer Agreement dated February 05, 2009 entered between our company (earlier known as India Tutorials Private Limited), M/s. Arihant Academy, Mr. Anil Suresh Kapasi, Mr. Umesh Anand Pangam, Mr. Amit Prakash Chandra Mehrotra, Mr. Santosh Pandurang Shinde and Mr. Rajesh Mahadev Adkar.

Mr. Jitendra Kantilal Shah and Ms. Poornima Jitendra Shah were the initial subscriber to the Memorandum of Association and initial promoters of our Company. Further, Mr. Anil Suresh Kapasi, Mr. Umesh Anand Pangam, Mr. Amit Prakash Chandra Mehrotra, and Mr. Santosh Pandurang Shinde took over the control and management of our company vide Share Purchase Agreement dated May 03, 2011 amongst them.

Our current Promoters, Mr. Anil Suresh Kapasi and Mr. Umesh Anand Pangam, have extensive experience in the coaching industry and have been intimately involved in the business for over two decades. Under their leadership, our Company has managed to develop a base in the coaching classes sector from setting up of 8 branches at the time of taking over the business of the M/s. Arihant Academy to 14 branches across all the sections as on date of this Draft Prospectus. We cater to around 6,000 students from these above 14 coaching centers. Mr. Anil Suresh Kapasi, looks after Science Section whereas Mr. Umesh Anand Pangam overviews ICSE, SSC and Commerce Section.

Impact of COVID-19 on our business operations

The pandemic outbreak has caused an economic downturn on a global scale, including closures of many businesses and reduced consumer spending, as well as significant market disruption and volatility. The Covid-19 pandemic had created a unique global and industry-wide challenges including challenges to all the offline learning business models, but we were not severely affected by it. Our stronghold on the Hybrid Model is what helped us provide our coaching services even during the Covid-19 pandemic. We continue to closely monitor the impact that Covid-19 may have on our business and results of operations. It is difficult for us to predict the impact that Covid-19 will have on us, in the future.

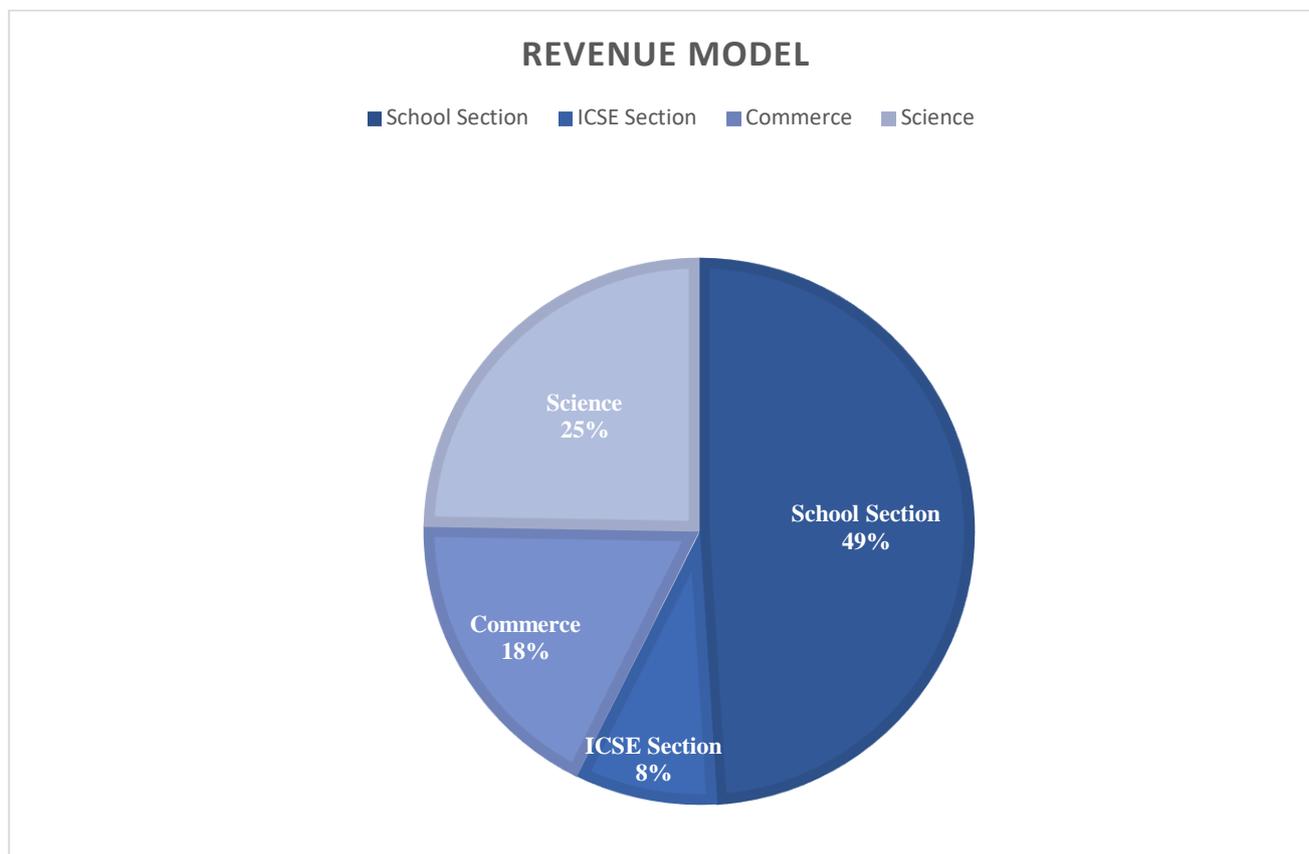
REVENUE FROM OPERATIONS

Based on our Restated Standalone Financial Statements, our revenue from operations, total income and profit after tax for the period ended September 30, 2022 and for the Financial Years 2022, 2021 and 2020 were as follows:

Particulars	For the period ended September 30, 2022		For the Financial Year ended					
			2021 – 22		2020 – 21		2019 – 20	
	₹ in Lakhs	%	₹ in Lakhs	%	₹ in Lakhs	%	₹ in Lakhs	%
Revenue from operations	1,297.14	99.68	1,520.67	99.26	1,408.03	99.88	1,920.60	99.97
Other income	4.11	0.32	11.30	0.74	1.73	0.12	0.52	0.03

Particulars	For the period ended September 30, 2022		For the Financial Year ended					
			2021 – 22		2020 – 21		2019 – 20	
	₹ in Lakhs	%	₹ in Lakhs	%	₹ in Lakhs	%	₹ in Lakhs	%
Total	1,301.25	100.00	1,531.97	100.00	1,409.77	100.00	1,921.12	100.00
Profit after Tax	142.45	10.95	201.86	13.18	112.56	7.98	42.09	2.19

REVENUE MODEL



OUR STRENGTHS

1. Hybrid Model of Coaching

We believe that education is the process of different skill building that should be interactive and innovative so that various skills including reading, writing, learning, listening and speaking skills can be easily learned. We believe that offline classroom teaching method creates a suitable space for discussion and debates, which are essential means for nurturing knowledge. Teachers and Students convey as much information during such interactions non-verbally as with their words. Moreover, it gives teachers an opportunity to work with students on a one-on-one basis efficiently by promptly answering any arising questions providing necessary explanations without delay. Live conversations, especially with a teacher at hand, have a more significant impact on knowledge retention. Further, teachers can ensure that every single student is attentive in the class and a positive environment is created whereby teachers and students can interact with their peers and friends. Such interactions help them to grow social skills such as being kind, responsible, attentive, a good communicator, etc. Additionally, we have a system set wherein the classroom lectures are recorded and can viewed by the students from our desktop/ mobile app, Arihant Edge App at any point of time. This system enables the students to revise the lectures from any remote location track the lecture schedule, attendance, marks to complex details like chapter performance, time analysis, monthly performance and assignment or notes details. We believe in having hybrid model of teaching where not only offline classroom teaching but also keep a blend of technology and do not totally depend on technology like other player in the market. We leverage technology-based teaching so that children understand, retain and remember everything that has been taught in the class, through various innovative methodologies, like songs, acronyms (short forms) and other mnemonics.

2. *Experienced Management Team*

Our senior management team, and senior personnel such as Zonal Heads, Centre Heads, Branch Principals & Branch Vice Principals have a collective experience of over 100 years and over 15 years of average experience in education field. We believe that our management led by our promoters, who have an extensive teaching experience and deep understanding of the education sector, which enables us to successfully manage the operations and facilitate our growth. We have a system of self-automation wherein we believe that business automation is a way to increase our efficiency of the organisation with minimal human intervention. It also increases the productivity and students can get better experience in terms of services so that students can unleash their true potential. For details, relating to the experience of our management, please see the chapters titled, “*Our Management*” and “*Our Promoters and Promoter Group*” on page 120 and 134 of this Draft Prospectus.

3. *Qualified Pool of Faculty*

With around 155 faculty members as on September 03, 2022, our Company has access to a large number of qualified and experienced faculty members, who contribute significantly to our success and growth. We also have a concept of Assistant teacher where when the students need one to one interaction with teacher regarding some doubts in any topic in any subject. We have provided 24*7 helpline numbers to students a week before their final exams. Our company conducts continuous training programmes including freshers’ guidance programmes for our faculty members throughout the year on teaching subjects also attitude development and soft skills such as presentation and communication skills, leadership skills and time management.

4. *Professional & Organizational Development*

Our Company has on-going in-house faculty training programme which ensures that all our faculty members undergo training on our teaching methodologies and skills and subject matter of relevant courses and to keep them abreast of the changes in competitive entrance examination trends and changing student needs. Our in-house faculty training programmes helps us in attaining and maintaining quality across our faculty team thereby enabling us to maintain a large pool of faculty members which in turn gives us an advantage over other tutorial service providers who rely on one or few renowned teachers.

5. *Result oriented methods of coaching*

Over a period of time, we have developed an effective coaching method and system of imparting conceptual knowledge with we believe is capable of aiding our students to perform better in examinations. We focus on training our students by enhancing their conceptual knowledge base, enabling them to improve their accuracy levels and speed. We aim at achieving holistic development of our student and along with academics, we include activities for personality developments, time and stress management and improving communication and presentation skills. We conduct regular parents and students counselling session which we believe help the students in handling the pressure created by examination. We constantly monitor the progress of the students in order to identify their special requirements and to administer content delivery based on regular feedback from the students. We encourage our teachers to come down to the children’s level and teach them in a manner that ensures comprehension without any compromise on the quality of education. We also take opinion poll from students about our faculty for the improvement of our faculty and the academics of the student.

We use technology for supplement coaching. We have our own application named as Arihant Edge. Arihant Edge App is a 24x7 Educational Companion for students and parents. Arihant Edge App can provide from the simplest data like Lecture Schedule, Attendance, Marks to complex details like Chapter Performance, Time Analysis, Monthly Performance and Assignment or Notes details. All these details are available to Students and Parents at just a click of a button at their convenient time and place on desktop/laptop or tablet or on a mobile phone.

OUR STRATEGIES

1. *Expansion of network of centres*

We intend to enter new geographic market and increase course offering which will increase our diversification and potential for future growth expansion. Our growth is to strength our role as a leading coaching institute in diversified coaching services. Our aim is to strengthen our position as an organised and diversified education support and strength our brand recognition. We intend to expand our presence in the existing market, Maharashtra by increasing the number of our coaching centres. We plan to leverage our brand recognition and experience in the market to service the increasing demand of our coaching centres. We believe that we can increase our student enrolment by entering new geographic market that offer significant growth potential. We propose to open new coaching centres at 15 locations across Mumbai over the next

3 years. We believe that we are in a service-oriented industry where every student should get the service that he or she requires.

2. *Use of technology to extend our reach*

We intend to launch technology enables coaching services to online courses. Our company's business model leverages on growing technologies and uses up-to-date technologies to deliver the digital courses which enables the students to engage in self-paced learning. Our company repository of digital content, study material and test series which we propose to scale up rapidly throughout India. All digital content, including the study materials, is uploaded on cloud-based software, which is accessed across the world without any geographic constraints. Our Hybrid Model which is offline and online blended model allows us to expand our target market without being limited to geographic restrictions in which our centres are located. The digital content or courses may also be used as an independent learning through the internet, which offers greater flexibility and convenience to our students, who can access our content anywhere and at any time of the day. Our recorded video lectures with integrated self-assessment program complements our classroom courses by providing us students with an alternative channel for self-assessment. We intend to have our digital video library of Class 8, 9 and 10 state board and ICSE board with interactive educational content. We may launch these online courses with a very minimal price, so that those who cannot afford our offline classroom teaching course fees and opt of online course instead. We believe that the model of our company has evolved to provide the students a well-defined day-wise learning plan covering the entire duration of the course period for them to comprehend and plan a learning program, and students by sticking to the plan, so that students stand a better chance for succeeding in their board exams, entrance exams and professional exams through our technologies.

3. *Introduction of new courses*

We intend to offer new courses such as Class 8, 9 and 10 for Central Board of Secondary Education (CBSE). As we introduce new courses, we intend to achieve higher number of student enrolment. We may leverage our in-house development capability and third-party consultants to develop new products in areas that we believe will further enhance our growth and profitability. We intend to expand our horizon in terms of professional training and skill development to corporates, entrepreneurs, teachers and students for human capital development and other various business support services to educational institutes, students, corporates and banks. Similarly, we intend to expand our services to working professionals by providing them certain new certificate courses including courses under university affiliated programs. We believe that such additional services will expand our brand presence. Accordingly, we seek to continue expanding our services across Maharashtra, leveraging recognition of our brand. We may also continue to explore strategic opportunities that may arise in the future.

4. *Expansion through Mergers/Alliances/Collaborations*

In evaluation potential acquisitions we seek to pursue selective strategic acquisitions and joint venture opportunities to augment our capabilities, broaden our service offerings and increase our geographical presence with a potential for course replication at our existing centres, new course offerings and new markets with attractive growth opportunities. With the continuous involvement of our promoters and core members of our management team, we continue to tap growth opportunities across the education sector. Our potential targets are companies involved in education sector or companies engaged in providing services to the education sector and whose operations can be skilled up by leveraging our experience.

We may execute strategic acquisitions to expand our coaching services. In certain markets, we may enter into joint ventures with local partner in accordance with requirements of local laws. In order to grow and expand our business, we evaluate targets for acquisitions and seek opportunities to acquire brands and businesses which complement our service offerings, strengthen or establish our presence. Our dedication in future expansion provides us with strategic advantage over our competitors who are focused on individual geographies.

Where suitable opportunities arrive, we may acquire or partner with companies or entities which we consider will enhance our business, revenues and profitability. We may execute strategic acquisitions within or outside our segment to expand our services. This will enable us to further expand our business.

5. *Franchise Arrangements*

We intend to expand into tier II and tier III cities in India through franchise arrangements as well, wherein we enter into agreements with third party franchisees to conduct and operate coaching centres under revenue sharing arrangements.

We intend to pursue franchisee arrangements for expansion of our business particularly in Maharashtra, excluding Mumbai. Typically, the term of a franchisee agreement is 3 years which may be renewed if mutually agreed between the company

and the franchisee. Further, the franchisee and our company are locked during the entire term of the franchise agreement. However, our company has the right to terminate the franchise agreement in case of non-performance by the franchisee in terms of the agreement. In terms of the franchise agreement, the franchisee is given the right to use the teaching methodology, reference notes, contents and the study and test materials provided by our company and to use our brand to operate a coaching centre in the specified location. The franchise is responsible for setting up the infrastructure if the coaching centre, including, acquisition of the premises for the coaching centre, furnishing of the coaching centre and obtaining requisite approvals, licenses and certificates. The franchise cannot undertake similar business that will compete with our company's business during the term of the franchise agreement and for a year after the termination of the agreement. Further, the franchisee is not entitled to transfer the business of the particular coaching centre to third parties unless it has given our company an opportunity to acquire the coaching centre.

OUR SERVICES

We provide a comprehensive range of coaching services to students across various fields as mentioned below:

1. Secondary School Section (SSC AND ICSE BOARD)

- Class 8, 9 and 10

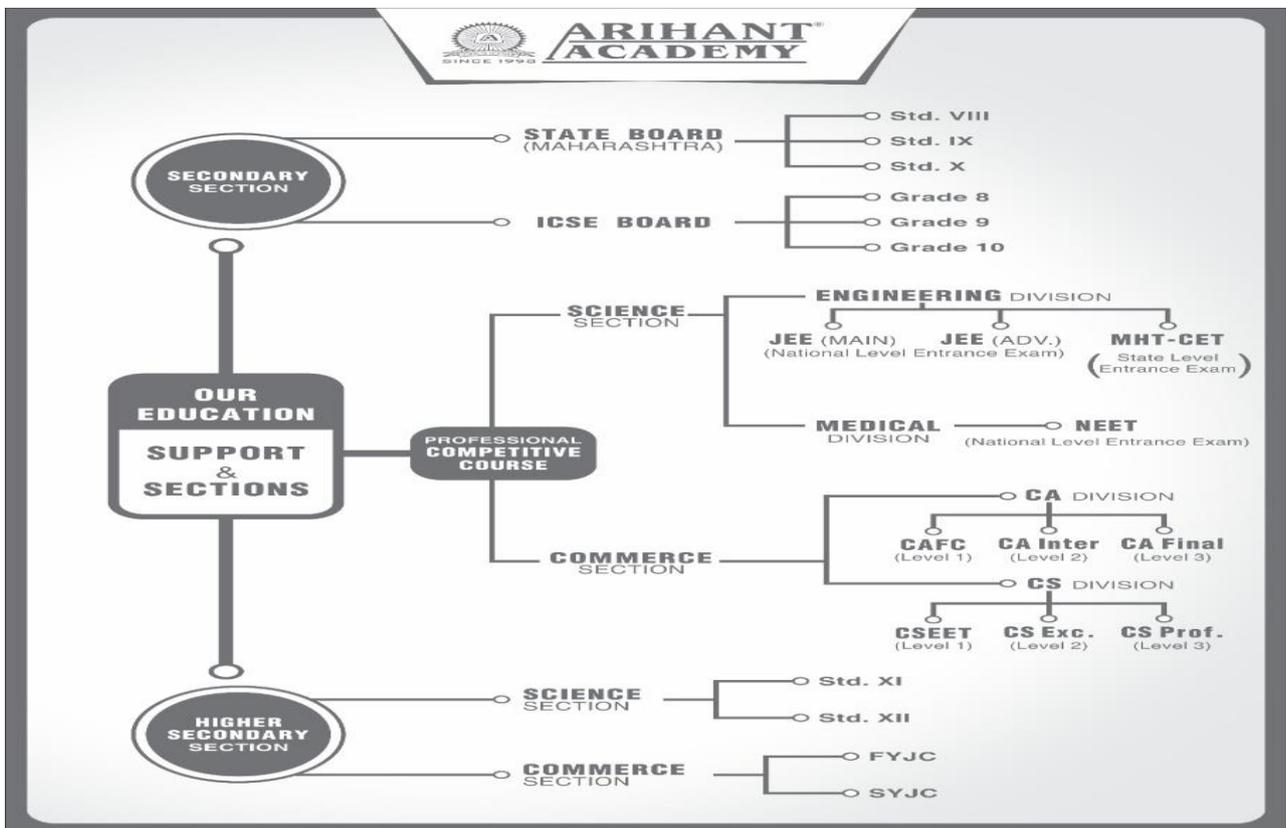
2. Higher Secondary Section

• Science Section

- Class 11 and 12
- Examinations of Engineering like JEE (Main), JEE (Advanced) and MHT- CET (State level)
- Medical entrance exam NEET (National Level)
- Pharmacy entrance exam MHT- CET (State Level, Maharashtra)

• Commerce Section

- Class 11 and 12
- CA entrance exams including CA Foundation and CA Intermediate
- CS Entrance exams including CSEET and CS-Executive

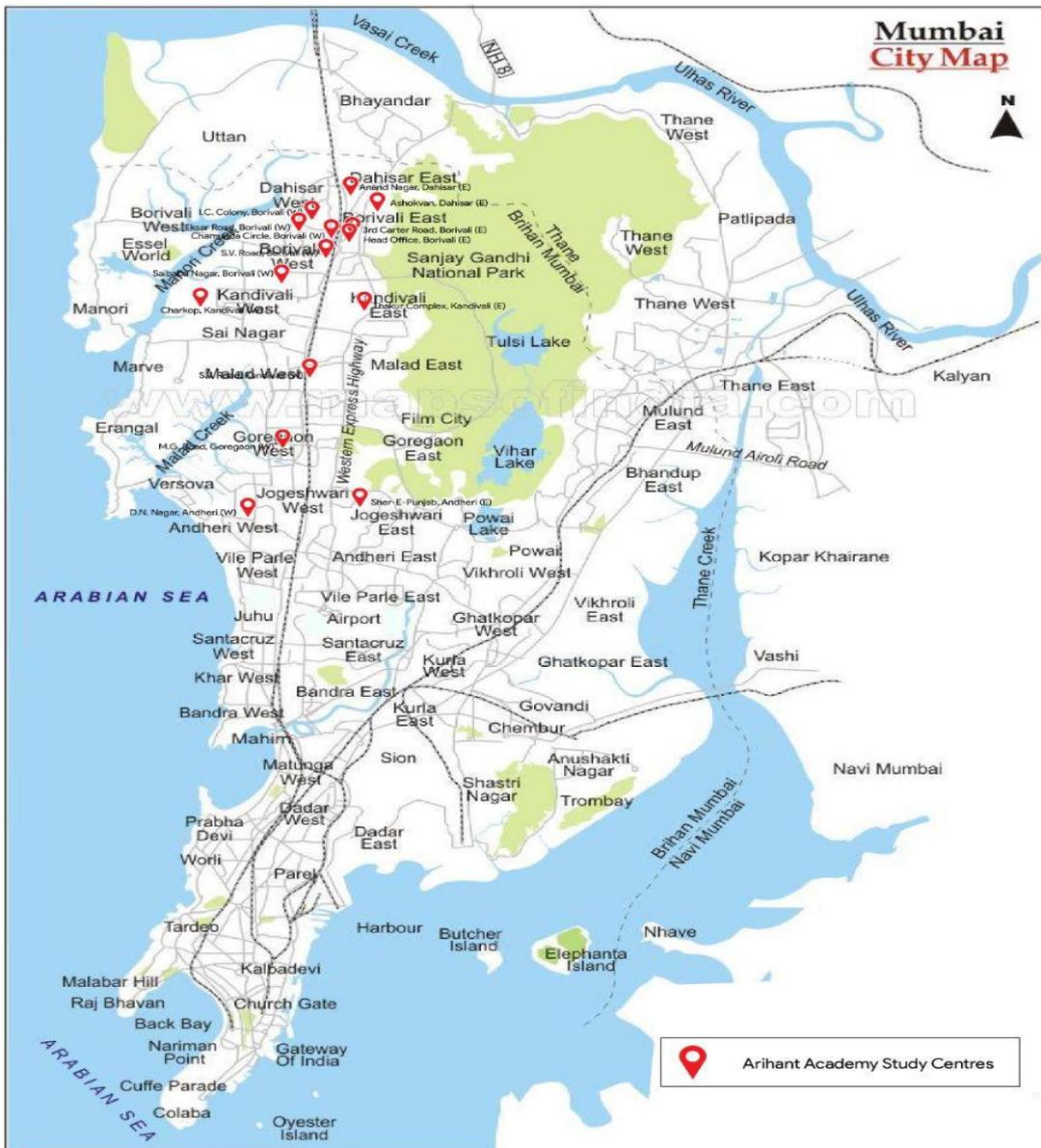


As on date of this Draft Prospectus, we are operating prominently in the western suburbs in Mumbai, we are having 14 operational Coaching centres. Our Company is one of the leading coaching services providers in Maharashtra, with primary operation in Mumbai. All the services provided are through a classroom training program conducted through a network of company operated employees. In all the above centres we run all the 3 section namely School section, Commerce section and Science section. We cater to around 6,000 students from all the 3 sections from these above 14 coaching centres. In the academic year 2021-22, 1 student secured 1st rank in Mumbai and 2nd rank in Maharashtra in Class 10 (SSC Section) and 150 students scored above 90% and 57 students scored above 90% in Class 10 (ICSE Section). Under science section, 277 students had scored above 90% in HSC in the academic year 2021-22. In the academic year 2021-22, 1 student secured All India Rank 15 in JEEMain (Engineering) and 33 students scored above 90 percentiles; 14 students scored more than 90% in NEET above (Medical); 1 student scored 99.99 percentile in MHT-CET thereby securing 29th Rank in Maharashtra and 105 students scored above 90 percentiles in MHT - CET (Engineering & Pharmacy); 14 students scored above 90 percentiles in NEET (Medical). In the academic year 2021-22, under commerce section, 99 students had scored above 90% in HSC 1 student in Company Secretary Executive securing All India Rank 4.

LOCATION OF OUR REGISTERED OFFICE

Property	Location
Registered Office	Ground Floor, Triveni Sadan, Opp. Ambe Mata Temple, Carter Road No. 3, Borivali (East), Mumbai – 400 066, Maharashtra, India

LOCATION OF OUR COACHING CENTERS



1. SECONDARY SCHOOL SECTION

a) *SSC Board (Secondary School Certificate)*

The Maharashtra State Board and Higher Secondary Education of Secondary is a statutory and autonomous body established under the “Maharashtra Secondary Boards Act” 1965 (amended in 1977). The most important task of the board, among few others, is to conduct the SSC for 10th class examinations. It is the most popular education board in terms of enrollment in high school in India only after the CBSE.

We provide coaching service to Class 8, 9 and 10 for SSC Section. Keeping this in mind with the requirement of the course, we provide students with a detailed view of the Maharashtra State Board SSC Syllabus along with an engaging coaching about each chapter. This helps the students to understand the topics in depth, which gives them a clear idea of what they are learning. We also provide exclusive benefits if a student chooses Class 9 and 10 combo packages. This will also help the student to get familiar with the study pattern early and benefit in better understanding.

b) *ICSE Board (Indian Certificate of Secondary Education)*

The Indian Certificate of Secondary Education (ICSE) is an examination conducted by the Council for the Indian School Certificate Examinations, a private board of secondary education in India. We teach and guide the students throughout the academic period by taking up regular coaching class, doubt solving sessions, periodic assessments and weekly tests. We also provide exclusive benefits if a student chooses Class 9 and 10 combo packages.

2. HIGHER SECONDARY SCHOOL SECTION

a) *Science Section*

i) Class 11 and 12

Maharashtra Higher Secondary School Certificate Examination is Std. XII (HSC) board exam conducted by MSBSHSE. We tutor the students and provide study material, ensure regular doubt solving sessions are conducted. A library is maintained by our team so that the students can access the lectures/ any books to revise the subjects taught in class. A small batch size is maintained in order to maintain the active interaction between student and teacher and an open house is conducted to assess the performance of the students.

ii) Engineering Entrance Exam

- *JEE (Main)*

JEE (Main), formerly All India Engineering Entrance Examination (AIEEE), is an examination organised by the National Testing Agency (NTA) in India. The exam is held for candidates who are aspiring to pursue a career in the field of engineering and technical studies. This exam is gateway for engineering aspirants to all the Private Engineering colleges across India, NITs, IITs, GFTIs, etc. JEE (Main) is also the gateway for JEE (Advanced) exam which is the ultimate opener for IITs across India. The syllabus is of std. XI + XII (NCERT text books).

- *JEE (Advanced)*

JEE Advanced, formerly known as IIT – JEE, is the second entrance exam after JEE Main for students who are willing to take admission into IITs. It is a computer-based online test conducted by National Testing Agency for students aspiring to pursue undergraduate courses in top engineering institutes in India

- *MHT- CET (State level)*

Maharashtra Health and Technical Common Entrance Test (MHT-CET) is another entrance exam conducted by the Directorate of Technical Education & Government of Maharashtra for the Engineering aspirants to get admission for various technical courses in engineering colleges of Maharashtra state. This Exam is conducted only once in the year & it is Online. This exam is exclusively for the domicile students of Maharashtra state only.

iii) Medical Entrance Exam

- *NEET (National Level)*

National Eligibility cum Entrance Test (Undergraduate) (or NEET UG), was formerly known as the All-India Pre-Medical Test (AIPMT). It is an entrance examination in India for students who wish to study undergraduate medical courses (MBBS), Dental courses (BDS) and other medical courses in government and/or private medical and dental colleges in India. Mostly this exam is conducted in the May month, once in a year. It is offline exam. After the

enactment of NMC Act 2019 in September 2019, NEET-UG became common all India entrance test for admissions to medical colleges in India including the All-India Institutes of Medical Sciences (AIIMS) and Jawaharlal Institute of Postgraduate Medical Education & Research (JIPMER). Syllabus preferred for this examination is Std. XI + XII (Physics, Chemistry & Biology) NCERT Text Book.

iv) **Pharmacy Entrance Exam**

- ***MHT- CET (State Level, Maharashtra)***

Maharashtra Health and Technical Common Entrance Test (MHT-CET) is an entrance exam conducted by the Directorate of Technical Education & Government of Maharashtra for the Pharmacy aspirants to get admission for various pharmaceutical courses across Maharashtra state only. The syllabus is based on Maharashtra State Govt. Text Books of Physics, Chemistry & Biology of Std. XI (limited Portion) + Std. XII (full Portion). This Exam is conducted only once in the year & it is online.

b) ***Commerce Section***

i) **Class 11 and 12**

First Year Junior College (FYJC) is an introduction to the discipline of Commerce, made easy and interesting. Second Year Junior College (SYJC) forms the foundation for various professional courses.

ii) **Chartered Accountants (CA)**

Chartered Accountancy is the highest Commerce degree in India. Chartered accountants work in all fields of business and finance, including auditing, taxation, financial and general management. Some are engaged in public practice work; others work in the private sector and some are employed by government bodies. A coveted degree, a professional course, and an enviable milestone.

CA-Foundation: Our students take this first step, fully prepared and without an iota of doubt, thanks to the coaching and confidence developed right from FYJC and SYJC.

CA-Intermediate: The second level of CA, made understandable and achievable by our unique teaching methodologies and highly experienced and qualified faculty.

iii) **Company Secretary (CS)**

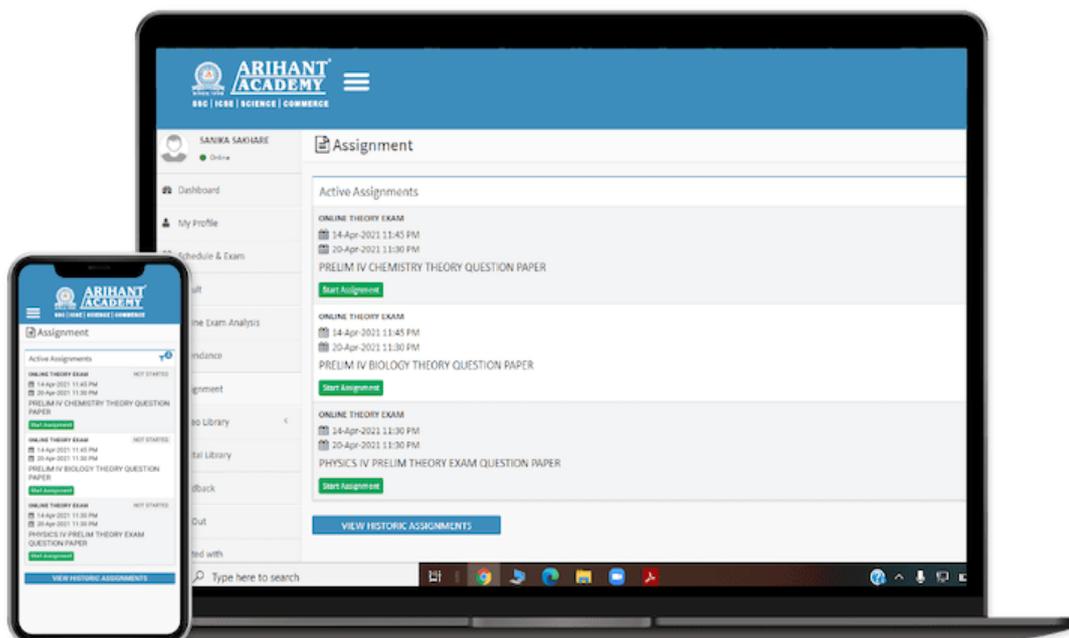
A Company Secretary is responsible for the efficient administration of a company, particularly with regard to ensuring compliance with statutory and regulatory requirements. This professional course is for students who are interested in a Corporate Legal career.

CSEET: Our students take this first step, fully prepared and without an iota of doubt, thanks to the coaching and confidence developed right from FYJC and SYJC.

CS-Executive: The difficulty level of CS, made understandable and achievable by our unique teaching methodologies and highly experienced and qualified faculty.

ARIHANT EDGE APP

Arihant Edge App is a 24×7 Educational Companion for students and parents. Arihant Edge App can provide from the simplest data like Lecture Schedule, Attendance, Marks to complex details like Chapter Performance, Time Analysis, Monthly Performance and Assignment or Notes details. All these details are available to Students and Parents at just a click of a button at their convenient time and place on desktop/laptop or tablet or on a mobile phone.



Features of Arihant Edge App

i) Unified Dashboard

The simplistic dashboard provides the on go details required by parents and students on daily basis like Today's Schedule, Upcoming Exam, Lecture and Exam Attendance Report and Percentages of Marks secured.

ii) Video library

Students can access any subject, any chapter and any concept's videos of their own professors any time any place using our app. Students use this feature for revising or strengthening their concepts as many times as they want before the final exam.

iii) Exams and Detailed analysis

Various state and national level competitive exams are conducted online. Arihant edge app provides the same look and feel in all weekly, monthly or mock exams. Students after using the online exams in our app become very confident and determined for the final exam and they do not feel any pressure or newness in actual examination.

The MCQs based online exam has the advantage that the results are instantaneous. Not only the results making is instantaneous, but the online portal also provides detailed analytics of every exam including important data like subject-wise & chapter-wise performance, time taken to solve every question and aggregate performance to date in a given chapter using Artificial Intelligence (AI).

iv) Assignment with assessment

In the growing era of digitalization, it becomes very important that students should have the access to digital notes. Arihant edge app provides a digital library where students can access any notes at any time throughout the academic year. Students can also submit the assignments, homework, class notes and also theory exam papers on the Arihant edge app's Assignment section. Our eminent team of professors do the corrections of the same and provide the report on the Arihant Edge app. The SMS including marks or score is sent to parents using the AI integrated into the system.

v) Digital Library

Arihant Edge app provides a systematic way of preserving the pdf file of all the notes and assignments under Digital Library. This makes reference of the notes very easy and time saving for students.

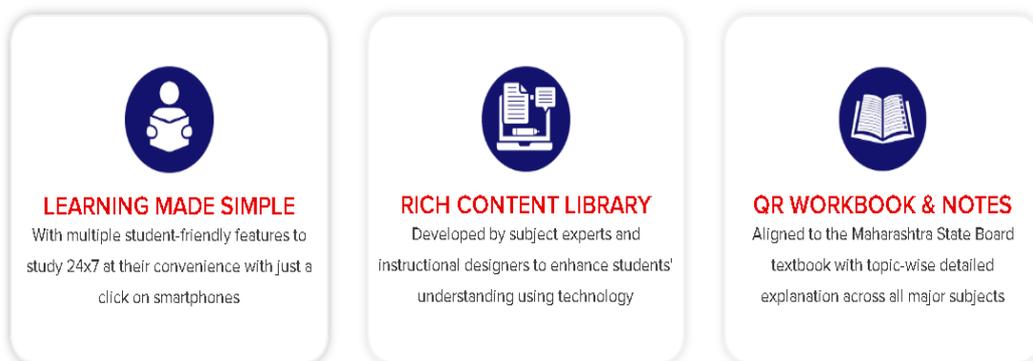
ALLERN ACTIVE APP



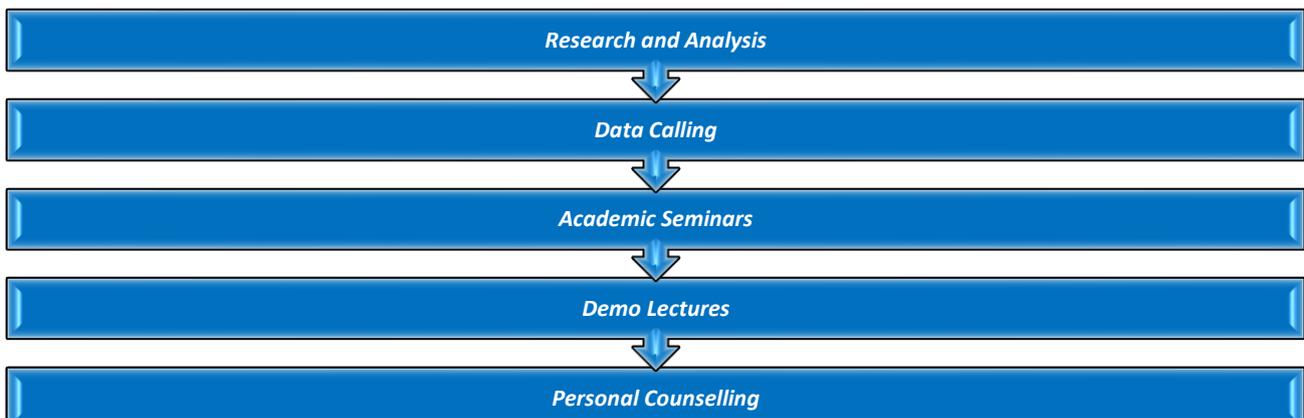
ALLERN ACTIVE APP is an innovative app-book solution for the students that has been designed to give students the traditional experience of learning, to enhance learning methods with the help of technology, and to give the students complete guidance and assessment for their upcoming examination. It has been prepared by highly qualified teachers, instructional designers, and top design professionals to enhance students' understanding of concepts, using technology. It also serves as a practice book with ample writing space provided for writing comfort.

The student can now sit down to revise the topic with his own notes and the teacher is available for him instantaneously for a detailed explanation of every concept and problem. All that a student needs to do is just scan the given QR Code through the app on a mobile phone or tablet.

Features of ALLERN Active App



KEY BUSINESS PROCESS



i) Research and Analysis

In order to operate a business in any location, we conduct proper research and analysis of that area which includes finding out the number of schools in that area which cater Class 8, 9 & 10 of State Board and ICSE Board. We study the locality, the level of expense they can bear for coaching and according make our plan. We believe, a proper study will enable to enhance our business reach.

ii) Data Calling

We conduct school activities and workshops from which we collect contact numbers and maintain a database of potential admission seekers. We have a team which specifically work on managing this data and calling and guiding those interested in enrolling in our institute. We divide this database on the basis of Schools, Boards, Localities and Sections. We make sure that those who take admission well in advance to commencement date, we give them attractive discounts.

iii) Academic Seminars (what all AA does in every year)

We make sure that we regularly conduct seminars for different streams, standards, and sections. We keep these sessions for free so our target audience increases. These seminars help us to guide students on various aspects like their interest, future career scope, academic details, etc. After the seminar, there is one-to-one counselling session with the experts to clear all their doubts. In these seminars, we also give planner for the upcoming academic year in which we explain how Arihant Academy will function in the next year.

iv) Demo Lectures

We provide this week-long free demo lecture service to all the students who are interested and to those who want to take a first-hand experience of teaching and classroom environment at Arihant Academy. Once they attend the demo lectures, the quality experience we provide is enough to convince them to be a part of Arihant Academy.

v) Personal Counselling

Parents along with their children visit our branch for any kind of guidance or assistance regarding career options, academics, study plan, areas to improve, etc. The principal / centre head of that branch would attend these parents and clear all their queries. Various digital and print materials are provided so that parents can refer them when they go back.

PLANT AND MACHINERY

Our Company does not have any plant and machinery since our business is not in the nature of a manufacturing concern.

CAPACITY AND CAPACITY UTILISATION

Capacity and capacity utilization is not applicable to our Company since our business is not in the nature of a manufacturing concern with specified installed capacity.

UTILITIES

Our registered office is situated at Mumbai and branches located in Maharashtra. The offices are equipped with computer systems, internet connectivity, other communication equipment, security and other facilities which are required for our business operations to function smoothly. Our offices are well equipped with requisite utilities and facilities including the following:

Water

Our registered office and branches have adequate water supply arrangements for human consumption purpose. The requirements are fully met at the existing premises.

Power

Our Company meets its power requirements in our registered office and branches from the local electricity supplier and the same is sufficient for our day-to-day functioning.

HUMAN RESOURCE

We believe that a well-trained, motivated and satisfied employee base is key to our competitive advantage. We believe that we have a qualified and experienced employee base, managed by middle and senior management personnel.

As on October 31, 2022, we have around 155 teaching staff and 145 non-teaching staff at our office (including our coaching centers) to look after the day-to-day business operations, administrative, secretarial, legal and accounting functions in accordance with their respective designated duties.

MARKETING STRATEGY

We believe in traditional word of mouth marketing strategy which happens when our students and their parents refer Arihant Academy to their friends and family members. To encourage this more, we also give referral discounts and also have special discounts for rankers. We also use publicise through hoardings, banners, pole banners, kiosks, bus shelters, bus panels, flyers, etc.

We have a strong presence on social media platform and follow a well-planned schedule for social media content delivery which includes topics like academic services, festive greetings, important notices from academic boards, quizzes to interact with students online, etc. We conduct webinars in which we guide students regarding their next step after std. X, tips and tricks for board exams, etc. In all these webinars, the attendees are from our social media ad campaign audience.

COMPETITION

We operate in a competitive atmosphere. Some of our competitors may have greater resources than those available to us. While product quality, brand value, distribution network, etc are key factors in client decisions among competitors, however, price is the deciding factor in most cases. We face fair competition from both organized and unorganized players in the market. We believe that our experience in this business and quality assurance will be key to overcome competition posed by such organized and unorganized players. Although, a competitive market, there are not enough number of competitors offering services similar to us. We believe that we are able to compete effectively in the market with our quality of services and our reputation. We believe that the principal factors affecting competition in our business include client relationships, reputation, and the relative quality and price of the services.

EXPORT AND EXPORT OBLIGATIONS

Our Company has identified certain key export markets for its products. As on the date, we do not have any export obligation.

COLLABORATION

As on date of this Draft Prospectus, our Company has not entered into any technical or financial collaboration agreements.

INSURANCE

As on date of this Draft Prospectus, our Company has no insurance policies.

PROPERTIES

Following Properties are owned / taken on lease / license by our company:

Sr. No	Owner	Address	Leased/Owner	Area of the Property	Date of Agreement	Purpose
1	Shree Gurudev Constructio - Jani Janak Pushkerray	Ground Floor, Triveni Sadan,Opp.Ambaji Temple,3rd Carter Road,Borivali (East),Mumbai - 400 066	Leased	1440 Square Feet	February 08, 2022	Registered Office
2	Banwari Bhargav huf	B-501, 5th Floor, Pratik C.H.S Ltd., Main J.P Road, Opp. Dhake Colony D.N. nagar,	Leased	1030 Square Feet	October 11, 2019	Andheri West Branch

Sr. No	Owner	Address	Leased/Owner	Area of the Property	Date of Agreement	Purpose
		Andheri (West), Mumbai-53				
3	Mr. Manoj M. Verma Mr. Murlilal B Verma	B-301, 3rd Floor, Pratik C.H.S Ltd., Main J.P Road, Opp. Dhake Colony D.N. nagar, Andheri (West), Mumbai-53	Leased	850 Square Feet	June 29, 2018	
4	Mr. Indarjeet Singh Oberoi	Plot No.153, Flat 101-102 (Part A), Pritam Apartments, Sher-e-Punjab CHS Ltd., Off. Mahakali Caves Road, Near Tolani College, Andheri (East), Mumbai-400093	Leased	1020 Square Feet	March 04, 2021	Andheri East Branch
5	Mr. Indarjeet Singh Oberoi	Plot No.153, Flat 103 (Part B), Pritam Apartments, Share-e-Punjab CHS Ltd., Off. Mahakali Caves Road, Near Tolani College, Andheri (East), Mumbai-400093	Leased	766 Square Feet	March 16, 2021	
6	1. Sangeeta Ajay Agarwal 2. Subhash Indermal Jain 3. Vidhya Subhash Jain 4. Sanjay Kumar Shantilal Singhvi 5. Hiralal Bherulalji Jain 6. Blackstones Developers Private Limited	A-102 Mitha Nagar 'Sneh Sagar' CHSL, Ground. Flr., M.G.Road, Down of Axis Bank, Opp. Shabri Hotel, Goregaon (West), Mumbai-400104	Leased	1144 Square Feet	February 16, 2022	Goregaon Branch
7	1. Mr. Yogendra R. Shah 2. Mrs. Hansaben R.Shah	201, 2 nd floor, Kesar Plaza, Charkop Market, Kandivali (West), Mumbai-400 067	Leased	600 Square Feet	June 30, 2022	Charkop Branch
8	Sona Shailesh Shah Mr Shailesh Suryakant Shah	205, 2 nd floor, Kesar Plaza, Charkop Market, Kandivali (West), Mumbai-400 067	Leased	375 Square Feet	August 09, 2022	
9	1. Mrs. Manisha Janak Mehta 2. Mr. Janak Chatrabhuj Mehta	208, 2 nd floor, Kesar Plaza, Charkop Market, Kandivali (West), Mumbai-400 067	Leased	495 Square Feet	April 23, 2022	

Sr. No	Owner	Address	Leased/Owner	Area of the Property	Date of Agreement	Purpose
10	1.Mr. Rajesh Dhirajlal Karia 2. Mrs. Mita Rajesh Karia	303, 3 RD floor, Kesar Plaza, Charkop Market, Kandivali (West), Mumbai-400 067	Leased	410 Square Feet	June 17, 2022	
11	Mr. Narayan Motilal Tendolkar	304, 3 RD floor, Kesar Plaza, Charkop Market, Kandivali (West), Mumbai-400 067	Leased	450 Square Feet	June 18, 2022	
12	Mr Bodas Makarand Janardan	305, 3 RD floor, Kesar Plaza, Charkop Market, Kandivali (West), Mumbai-400 067	Leased	375 Square Feet	August 06, 2022	
13	Mr. Jagdeep Rasiklal Doshi and Ms. Kiran Jagdeep Rasiklal	307, 3 rd floor, Kesar Plaza, Charkop Market, Kandivali (West), Mumbai-400 067	Leased	490 Square Feet	November 04, 2022	
14	M/s Shantinath Investments through Ritesh Bhogilal Kubadia	2 nd and 3 rd Floor, White House Bldg., Junction of M.G.Road & Laxminarayan Lane, Kandivli (W), Mumbai - 400067	Leased	3400 Square Feet	March 28, 2021	M.G. Road Branch
15	1. Mr. Shamji Devji Chamaria(HUF) 2. Mr. Mahesh Mahadev Patel	Bungalow No.11, Vaishnav Villa CHSL, Next to Hotel Avenue, Main Thakur Complex, Kandivali €, Mumbai - 400 101	Leased	1800 Square Feet	August 28, 2018	
16	Mr. Kantilal P Gala	2 nd Flr., Laxmi Villa, Bungalow No.12-13, Above Saraswat Bank, Vaishnav Villa CHSL, Next To Hotel Avenue, Main Thakur Complex, Kandivali I, Mumbai - 400 101	Leased	1800 Square Feet	November 16, 2017	Thakur Complex
17	1 Mr Vithalbhair H Patel 2. Mr Sanjay V Patel 3. Mr Pravinbhair H Patel	Star Trade Centre, N.S.V.Road, Sodawala Lane, Next to Prabodhankar Thakrey Hall, Borivali (West), Mumbai-400 092	Leased	2353 Square Feet	February 10, 2022	Borivali West
18	1. Mr. Ketan Mukundrai Munjyasara	Unit No.5, First Floor, Prabhu Udhog Bhavan,	Leased	1000 Square Feet	February 08, 2021	I C Colony

Sr. No	Owner	Address	Leased/Owner	Area of the Property	Date of Agreement	Purpose
	2. Mrs Neeta Ketan Munjyasara	I.C.Colony, Opp. Union Bank of India, Borivali (W), Mumbai-400103				
19	Mr. Vinod Chetan Puri	Unit No.6, First Floor, Prabhu Udhog Bhavan, I.C.Colony, Opp. Union Bank of India, Borivali (W), Mumbai-400103	Leased	450 Square Feet	March 10, 2021	
20	Bhavya nidhi Enterprises & ltd through its director Mr Rajesh Danji Dedhia	UNIT NO. 119 3rd flo'r'A' Wing, Shree Vallabh Shopping Complex, Above Pantaloons & Zamkudi Showroom, S.V.Road, Mumbai - 400092	Leased	1200 Square Feet	February 03, 2022	D C Branch
21	Shilpa Prakash Sawant	UNIT NO. 4 3rd flo'r'A' Wing, Shree Vallabh Shopping Complex, Above Pantaloons & Zamkudi Showroom, S.V.Road, Mumbai - 400092	Leased	165 Square Feet	October 27, 2021	
22	Bhushan Developers authorized by director Mr Yogesh Jaywant Keni	Unit No. A-103 1st Floor, Trigun CHSL., Eksar Rd, Borivali (West), Mumbai - 400 092	Leased	2000 Square Feet	July 09, 2021	Eksar Branch
23	1. Mrs Ranjan M Dagha 2. Mahendar S Dagha	Office No.1, "Noorjahan Geejay CHS", Saibaba Nagar, Opp. Saibaba Temple, Borivali (West), Mumbai - 92	Leased	1170 Square Feet	March 03, 2021	Saibaba Nagar Branch
24	Mr Manu Manilal Ramji	Near Girirath Building, Jaimuddin Compound 3rd Carter Road, Borivali East, Mumbai- 400 066	Leased	1000 Square Feet	May 28, 2021	Borivali East
25	1. Mr. Kamlesh Champaklal Mehta 2. Mrs. Sonal Kamlesh Mehta	Laxmi Niwas, 1 st Floor, Carter Road No.3, Opp. AmbaMata Temple, Borivali (East), Mumbai-400 066.	Leased	1438.2 Square Feet	May 13, 2022	

Sr. No	Owner	Address	Leased/Owner	Area of the Property	Date of Agreement	Purpose
26	Powergun Systems Private Limited	1 st Floor, 1, Shree Om Sai Krupa CPS, Shiv Vallabh Road, Off. Gokul Anand Hotel, Opp. W.E. Highway, Ashokvan, Dahisar €, Mumb-i - 68	Leased	800 Square Feet	May 14, 2022	Ashokvan Branch
27	1. Mr. Mukesh Kantilal Patel 2. Mr. Ranjan Kantilal Pate ^l	2nd Flr., 202, Shree Om Sai Krupa CPS, Shiv Vallabh Road, Off. Gokul Anand Hotel, Opp. W.E. Highway, Ashokvan, Dahis€(E), M- mbai - 68	Leased	738 Square Feet	August 06, 2022	
28	Mr. Moize Madatali Jamal partner of M/S S.L. Corporation	Shop No. 4 , Shree Om Sai Kripa Co-op. Premises Society Ltd., Ground Floor, Shiv Vallabh Road, Opp. Gokul Anand Hotel, Off. W. E. Highway, Dahisar (East), Mumbai-400 068	Leased	150 Square Feet	April 09, 2022	
29	Mr. Madatali Shermohamed Jamal partner of M/s JV Combines	Shop No. 5, Shree Om Sai Kripa Co-op. Premises Society Ltd., Ground Floor, Shiv Vallabh Road, Opp. Gokul Anand Hotel, Off. W.E.Highway, Dahisar (East), Mumbai – 400 068	Leased	150 Square Feet	April 09, 2022	
30	Mr. Madatali Shermohamed Jamal of Partner M/s Jamal Enterprises	Shop No. 6, Shree Om Sai Kripa Co-op. Premises Society Ltd., Ground Floor, Shiv Vallabh Road, Opp. Gokul Anand Hotel, Off. W. E. Highway, Dahisar (East), Mumbai – 400 068	Leased	150 Square Feet	April 11, 2022	
31	Mr. Madatali Shermohamed Jamal partner of New S.L Corporation	Shop No. 7, Shree Om Sai Kripa Co-op. Premises Society Ltd., Ground Floor, Shiv Vallabh Road, Opp.	Leased	150 Square Feet	April 11, 2022	

Sr. No	Owner	Address	Leased/Owner	Area of the Property	Date of Agreement	Purpose
		Gokul Anand Hotel, Off. W. E. Highway, Dahisar (East), Mumbai – 400 068				
32	1. Mr. Hiralal M. Jain 2. Mrs. Nirmala H Jain	Shop no.7, Ground Floor, Panorama Park Co-op. Hsg. Soc. Ltd., Shiv Vallabh Road, Ashokvan, Dahisar E, Mumbai-400 068	Leased	375 Square Feet	December 03, 2021	
33	1. M/s. Bhikhu Dhanjibhai Divecha 2. Mrs Ramila Bhiku Divecha	Shop no.1A, Ground Floor, New Panorama Park Co-op. Hsg. Soc. Ltd., Shiv Vallabh Road, Ashokvan, Dahisar(E), Mumbai-400 068	Leased	375 Square Feet	May 20, 2019	
34	1. Manohar Vasudev Kamath 2. Lata Manohar Kamath 3. Pramod Manohar Kamath	1st Flr., A-Wing, BPT Employees Swed Ganga CHS Ltd., C.S.Road, Anand Nagar, Dahisar (E), Mumbai-68	Leased	1691 Square Feet	March 17, 2022	Dahisar East Branch

INTELLECTUAL PROPERTY

Trademarks registered/Objected/Abandoned in the name of our company:

S. No	Trademark	Trademark Type	Classes	Applicant	Application No	Date of Application	Validity/Renewed up to	Registration Status
1.		Device	41	Arihant Academy Pvt. Ltd	2872511	December 30, 2014	December 30, 2024	Registered

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the GoI and other regulatory bodies that are applicable to our business. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, and the bye laws of the respective local authorities that are available in the public domain. The regulations set out below may not be exhaustive and are merely intended to provide general information to the shareholders and neither designed, nor intended to substitute for professional legal advice. For details of government approvals obtained by us, see the section titled “Government and Other Statutory Approvals” on page 161 of this Draft Prospectus.

THE COMPANIES ACT

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.

SEBI REGULATIONS

Securities and Exchange Board of India is the regulatory body for securities market transactions including regulation of listing and delisting of securities. It forms various rules and regulations for the regulation of listed entities, transactions of securities, exchange platforms, securities market and intermediaries thereto. Apart from other rules and regulations, listed entities are mainly regulated by SEBI Act, 1992, Securities Contract Regulation Act, 1956, Securities Contracts (Regulation) Rules, 1957, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015.

TAX RELATED REGULATIONS

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 Government 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.

Maharashtra State Tax on Professions, Trades, Callings and Employments Acts, 1975

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are

charged on the incomes of individuals, profits of business or gains in vocations. Professional tax is charged as per the List II of the Constitution. The professional tax is classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner.

BUSINESS / TRADE RELATED LAWS / REGULATIONS

Our Company is engaged in the business of providing educational support and coaching services. The Coaching sector has been a largely unregulated industry till now. Other ancillary laws applicable to the sector are as under:

Telemarketing Laws

The Department of Telecommunications ("DoT") has framed telemarketing guidelines which regulate commercial messages transmitted through telecommunication services and are applicable to the telemarketing activities by our Company in relation to our business. These guidelines require any person or entity engaged in telemarketing to obtain registration from the DoT. Telemarketing guidelines were issued by the Telecom Regulatory Authority of India ("TRAI") as the Telecom Unsolicited Commercial Communications Regulations, 2007 (the "Unsolicited Communications Regulations"). The Unsolicited Communications Regulations required telemarketers to, inter alia, obtain registration and discontinue the transmission of unsolicited commercial messages to telephone subscribers registered with a national database established under the regulations. The Unsolicited Communications Regulations have now been replaced with the Telecom Commercial Communications Customer Preference Regulations, 2010 (the "Customer Preference Regulations"), issued by the TRAI on December 1, 2010. The Customer Preference Regulations prohibit the transmission of unsolicited commercial communication via calls or SMS, except commercial communication relating to certain categories specifically chosen by the subscribers, certain exempted transactional messages and any message transmitted on the directions of the Government or their authorized agencies, impose penalties on access providers for any violations, require setting-up customer complaint registration facilities by access providers and provide for blacklisting of telemarketers in specified cases. Further, the Customer Preference Regulations prohibit the transmission of commercial messages other than between 9 a.m. to 9 p.m. Under the Customer Preference Regulations, no person, or legal entity who subscribes to a telecom service provided by an access provider, may make any commercial communication without obtaining a registration as a telemarketer from the TRAI.

Fire Prevention Laws

State governments have enacted laws that provide for fire prevention and life safety. Such laws may be applicable to our offices and Training Centers and include provisions in relation to providing fire safety and life saving measures by occupiers of buildings, obtaining certification in relation to compliance with fire prevention and life safety measures and impose penalties for non-compliance.

The Copyright Act, 1957 (the "Copyright Act")

The Copyright Act provides for registration of copyrights, assignment and licensing of copyrights, and protection of copyrights, including remedies for infringement. The Copyright Act protects original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings. In the event of infringement of a copyright, the owner of the copyright is entitled to both civil remedies, including damages, accounts and injunction and delivery of infringing copies to the copyright owner, and criminal remedies, including imprisonment and imposition of fines and seizure of infringing copies. Copyright registration is not mandatory under the Copyright Act for acquiring or enforcing a copyright, however, such registration creates a presumption favouring ownership of the copyright by the registered owner.

REGULATIONS RELATED TO FOREIGN TRADE AND INVESTMENT

Foreign Investment

Under the consolidated FDI Policy (effective from October 15, 2020) issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India and the provisions of the Foreign Exchange Management Act, 1999 along with the rules, regulations and notifications made by the Reserve Bank of India thereunder, 100% foreign investment through the automatic route, i.e., without requiring prior governmental approval, is permitted in the test preparatory services sector.

OTHER GENERAL RULES AND REGULATIONS

The Micro, Small and Medium Enterprises Development Act, 2006 (“MSME Act”)

MSME Act was enacted to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. Any person who intends to establish (a) a micro or small enterprise, at its discretion; (b) a medium enterprise engaged in providing or rendering of services may, at its discretion; or (c) a medium enterprise engaged in manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 is required to file a memorandum before such authority as specified by the State Government or the Central Government. The form of the memorandum, the procedure of its filing and other matters incidental thereto shall be such as may be specified by the Central Government, based on the recommendations of the advisory committee. Accordingly, in exercise of this power under the MSME Act, the Ministry of Micro, Small and Medium Enterprises notification dated September 18, 2015 specified that every micro, small and medium enterprises is required to file a Udyog Adhaar Memorandum in the form and manner specified in the notification.

The Indian Contract Act, 1872

The Contract Act is the legislation which lays down the general principles relating to formation, performance and enforceability of contracts. The rights and duties of parties and the specific terms of agreement are decided by the contracting parties themselves, under the general principles set forth in the Contract Act. The Contract Act also provides for circumstances under which contracts will be considered as ‘void’ or ‘voidable’. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

The Information Technology Act, 2000 (the “IT Act”)

The IT Act creates liability on a body corporate which is negligent in implementing and maintaining reasonable security practices and procedures, and thereby causing wrongful loss or wrongful gain to any person, while possessing, dealing or handling any sensitive personal data or information in a computer resource owned, controlled or operated by it but affords protection to intermediaries with respect to third party information liability. The IT Act also provides for civil and criminal liability including compensation, fines and imprisonment for various computer related offences. These include offences relating to unauthorized access to computer systems, damaging such systems or modifying their contents without authorization, unauthorized disclosure of confidential information and committing of fraudulent acts through computers.

In April 2011, the Department of Information Technology under the then Ministry of Communications and Information Technology notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 (the "IT Personal Data Protection Rules") under Section 43A of the IT Act and notified the Information Technology (Intermediaries Guidelines) Rules, 2011 and Information Technology (Reasonable security practice and procedure and sensitive personal data or information) Rules, 20211 (the "IT Intermediaries Rules") under Section 79(2) of the IT Act. The IT Personal Data Protection Rules prescribe directions for the collection, disclosure, transfer and protection of sensitive personal data. The IT Intermediaries Rules require persons receiving, storing, transmitting or providing any service with respect to electronic messages to not knowingly host, publish, transmit, select or modify any information prohibited under the Intermediaries Rules and to disable such information after obtaining knowledge of it.

State Laws

We operate in Education industry and activities. Accordingly, legislations passed by the state governments are applicable to us which include legislations relating to, among others, classification of fire prevention and safety measures and legislations dealing with license for transport and clearance of alcohol. Further, we require several approvals from local authorities such as municipal bodies. The approvals required may vary depending on the state and the local area.

Municipality Laws

Pursuant to the Constitution (Seventy-Fourth Amendment) Act, 1992, the respective state legislatures in India have power to endow the municipalities with power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India. The respective states of India have enacted laws empowering the municipalities to issue trade license for several business and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

Shops and Establishments legislations in various states

Under the provisions of local shops and establishment legislations applicable in the states in which our establishments are set up, establishments are required to be registered under the respective legislations. These legislations regulate the

condition of work and employment in shops and commercial establishments and generally prescribe obligations in respect of, among others, registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures and wages for overtime work.

Intellectual Property Laws

The Trade Marks Act, 1999 (“Trade Marks Act”) and rules made thereunder provides for application and registration of trademarks in India. It also provides for exclusive rights to marks such as brand, label, and heading and to obtain relief in case of infringement for commercial purposes as a trade description. The Trade Marks Act prohibits registration of deceptively similar trademarks and provides penalties for infringement, falsifying or falsely applying trademarks.

Registration Act, 1908

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

Competition Act, 2002

The Competition Act, 2002 prohibits anti-competitive agreements, abuse of dominant positions by enterprises and regulates “combinations” in India. The Competition Act also established the Competition Commission of India (the “CCI”) as the authority mandated to implement the Competition Act, 2002. The provisions of the Competition Act relating to combinations were notified on March 4, 2011 and came into effect on June 1, 2011. Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act.

Negotiable Instruments Act, 1881 (“NI Act”)

The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honored by their bankers and returned unpaid.

Consumer Protection Act, 2019

Few of the provisions of The Consumer Protection Act, 2019 (“COPRA”) have been notified vide notification No. S.O. 2421(E), dated 23rd July 2020 thus repealing the respective provisions of Consumer Protection Act, 1986. However the provisions of Consumer Protection Act, 1986, are still valid to the extent COPRA being not notified. The Consumer Protection Act provides a mechanism for the consumer to file a complaint against a service provider in cases of unfair trade practices, restrictive trade practices, deficiency in services, price charged being unlawful and food served being hazardous to life. It also places product liability on a manufacturer or product service provider or product seller, to compensate for injury or damage caused by defective product or deficiency in services. It provides for a three tier consumer grievance redressal mechanism at the national, state and district levels. Non-compliance of the orders of the redressal commissions attracts criminal penalties. The COPRA has brought e-commerce entities and their customers under its purview including providers of technologies or processes for advertising or selling, online market place or online auction sites. The COPRA also provides for mediation cells for early settlement of the disputes between the parties.

Prevention of Black Marketing and Maintenance of Supplies Act, 1980

The “Prevention of Black Marketing and Maintenance of Supplies Act” came in 1980. It is an "Act for detention in certain cases or the purpose of prevention of black marketing and maintenance of supplies of commodities essential to the community and for matters concerned therewith".

The Arbitration & Conciliation Act, 1996

The Arbitration and Conciliation Act, 1996 is an act to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation and for matters connected therewith or incidental thereto. It aims at streamlining the process of arbitration and facilitating conciliation in business matters. The Act recognizes the autonomy of parties in the conduct of arbitral proceedings by the arbitral tribunal and abolishes the scope of judicial review of the award and minimizes the supervisory

role of Courts. A significant feature of the Act is the appointment of arbitrators by the Chief Justice of India or Chief Justice of High Court. The Chief Justice may either appoint the arbitrator himself or nominate a person or Institution to nominate the arbitrator. The autonomy of the arbitral tribunal has further been strengthened by empowering them to decide on jurisdiction and to consider objections regarding the existence or validity of the arbitration agreement.

Prevention of Money Laundering Act, 2002

Money laundering is the processing of criminal proceeds to disguise its illegal origin. Terrorism, illegal arms sales, financial crimes, smuggling, and the activities of organised crime, including drug trafficking and prostitution rings, generate huge sums. Embezzlement, insider trading, bribery and computer fraud also produce large profits and create an incentive to legitimise the ill-gotten gains through money laundering. When a criminal activity generates substantial profits, the individual or group involved in such activities route the funds to safe heavens by disguising the sources, changing the form, or moving the funds to a place where they are less likely to attract attention.

Most fundamentally, money laundering is inextricably linked to the underlying criminal activity that generates it. In essence, the laundering enables criminal activity to continue.

PROPERTY RELATED LAWS

The Company is required to comply with central and state laws in respect of property. Central Laws that may be applicable to our Company's operations include the Land Acquisition Act, 1894, the Transfer of Property Act, 1882, Registration Act, 1908, Indian Stamp Act, 1899, and Indian Easements Act, 1882.

LAWS RELATED TO EMPLOYMENT OF MANPOWER

The Code on Social Security, 2020

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganized Workers' Social Security Act, 2008. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Code on Social Security, 2020. The draft rules provide for operationalization of provisions in the Code on Social Security, 2020 relating to employees' provident fund, employees' state insurance corporation, gratuity, maternity benefit, social security and cess in respect of building and other construction workers, social security for unorganized workers, gig workers and platform workers.

In addition to above, we are subject to wide variety of generally applicable labour laws concerning condition of working, benefit and welfare of our laborers and employees such as the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Employees (Provident Fund and Miscellaneous Provision) Act, 1952.

The Industrial Relations Code, 2020 ("Industrial Code")

The Ministry of Law and Justice, with an intent to consolidate and amend laws relating to trade unions, conditions of employment in industrial establishment or undertaking, investigation and settlement of industrial dispute, has introduced the Industrial Code. The Code provides that the Central Government may repeal the provisions of the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946, and the Industrial Disputes Act, 1947 and may supersede them with the applicability of any provision of the Industrial Code. The Industrial Code is a central legislation and extends to the whole of India. The Industrial Code empowers the Central Government to require an establishment in which one hundred or more workers are employed or have been employed on any day in the preceding twelve months to constitute a works committee consisting of representatives of employer and workers engaged in the establishment. The code further requires every establishment with twenty or more workers to have grievance redressal committees for resolution of disputes arising out of individual grievances. The code bars the jurisdiction of civil courts to any matter to which the provisions of the Industrial Code apply, and provides for establishment of industrial tribunals for adjudication of such matters. The Industrial Code provides for provisions pertaining to lay-off and retrenchment of employees and closure of establishments and compensation provisions in relation thereto. The Industrial Code provides for monetary fines, penalties and imprisonment in case of contravention of the provisions of the code.

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.

Payment of Gratuity Act, 1972, as amended (the "Gratuity Act")

The Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which ten or more persons are employed or were employed on any day of the preceding twelve months and in such other establishments in which ten or more employees are employed or were employed on any day of the preceding twelve months, as notified by the Central Government from time to time. Penalties are prescribed for non-compliance with statutory provisions.

Under the Gratuity Act, an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement, resignation, superannuation, death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent upon an employee having completed five years of continuous service. The maximum amount of gratuity payable may not exceed 1 million.

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

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 provides for the protection of women at work place and prevention of sexual harassment at work place. The Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behaviour namely, physical contact and advances or a demand or request for sexual favours or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to Rs.50,000/- (Rupees Fifty Thousand Only). If in any case of suit for damages, the workman shall not be deemed to have undertaken any risk attaching to the employment unless the employer proves that the risk was fully explained to and understood by the workman and that workman voluntarily undertook the same.

The Maternity Benefit Act, 1961

The purpose of Maternity Act 1961 is to regulate the employment of pregnant women and to ensure that they get paid leave for a specified period during and after their pregnancy. It provides inter-alia for payment of maternity benefits, medical bonus and enacts prohibition on dismissal, reduction of wages paid to pregnant women etc. It applies in the first instance, to every establishment being a factory, mine or plantation including any such establishment belonging to Government and to every establishment wherein persons are employed for the exhibition of equestrian, acrobatic and other performances

Certain other laws and regulations that may be applicable to our Company in India include the following:

- Minimum Wages Act, 1948 and Maharashtra Minimum Wages Rules, 1963 ("MWA Rules")
- Payment of Bonus Act, 1965 ("POB Act")
- Child Labour (Prohibition and Regulation) Act, 1986
- Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979
- Equal Remuneration Act, 1976 ("ER Act")
- Workmen Compensation Act, 1923 ("WCA")

HISTORY AND CERTAIN CORPORATE MATTERS

BRIEF HISTORY OF OUR COMPANY

Our Company was originally incorporated under the name “India Tutorials Private Limited” under the provisions of the Companies Act, 1956 and Certificate of Incorporation was issued by the Registrar of Companies, Mumbai, Maharashtra on October 30, 2007. Subsequently, the name of our Company was changed to “Arihant Academy Private Limited” via Shareholders’ Resolution dated September 18, 2012 pursuant to which fresh Certificate of Incorporation dated October 31, 2012 was issued by Registrar of Companies, Mumbai, Maharashtra. Consequently, the status of the Company was changed to public limited and the name of our Company was changed to “Arihant Academy Limited” vide Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting of our Company held on September 09, 2022. The fresh certificate of incorporation consequent to conversion was issued on September 19, 2022 by the Registrar of Companies, Mumbai, Maharashtra. The Corporate Identification Number of our Company is U80903MH2007PLC175500.

Mr. Jitendra Kantilal Shah and Ms. Poornima Jitendra Shah were the initial subscriber to the Memorandum of Association of our Company. Mr Anil Suresh Kapasi and Umesh Anand Pangam are current promoters of the company. For further details of our promoters please refer the chapter titled “Our Promoters and Promoter Group” beginning on page 134 of this Draft Prospectus.

Our Company is engaged in providing coaching services and parallel educational support vertical in the western suburbs of Mumbai for Class 8, 9 and 10 for both State Board and ICSE Board; Class 11 and 12 for commerce and science section; tutoring students in science field for entrance exams such as JEE (Main), JEE (Advanced) and MHT- CET (State level), NEET (National Level), MHT- CET (State Level, Maharashtra) and preparing students for professional exams such as CS and CA for entry level and second level exam, in the commerce section. Our Company operates under the brand name “Arihant Academy”.

For information on our Company’s profile, activities, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major vendors and suppliers, please refer the chapter titled “Our Business”, “Industry Overview”, “Our Management”, “Restated Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages, 80, 120, 141 and 144 respectively of this Draft Prospectus.

Our Company has 7 (seven) shareholders as on the date of filing of this Draft Prospectus.

CHANGES IN THE REGISTERED OFFICE OF OUR COMPANY

The following changes were made in the location of our Registered Office:

From	To	With effect from	Reason for Change
Shraddha Building, 3rd floor, Near Chennai College, Old Nagardas Road, Andheri-East Mumbai – 400 069, Maharashtra, India	Ground Floor, Triveni Sadan, Opp. Ambe Mata Temple, Carter Road No. 3, Borivali (East), Mumbai – 400 066 Maharashtra, India	June 22, 2011	Administrative Purpose

MAJOR EVENTS IN THE HISTORY OF OUR COMPANY

Year	Key Events/Milestones/Achievements
2007	Incorporation of our company under the name “India Tutorials Private Limited”
2009	Our company acquired the business of M/s. Arihant Academy, partnership firm having 8 centres
2010	Our company launched 5 new centres in Western Suburbs in Mumbai
2011	Our company launched coaching for XI, XII, JEE, MHT-CET & NEET in Science stream and FYJC & SYJC in Commerce stream
2011	Mr. Anil Suresh Kapasi, Mr. Umesh Anand Pangam, Mr. Amit Prakash Chandra Mehrotra, and Mr. Santosh Pandurang Shinde took over the control and management of our company from Mr. Jitendra Kantilal Shah and Ms. Poornima Jitendra Shah vide Share Purchase Agreement
2012	Name changed to “Arihant Academy Private Limited”
2014	Launched a centre at a prime location in Ashokvan, Dahisar East. Launched coaching for Professional Courses like Chartered Accountancy Level-I known as CAFC and Company Secretary Level-I known as CSEET

Year	Key Events/Milestones/Achievements
2015	Launched Chartered Accountancy Level-II named as Chartered Accountancy Intermediate and Company Secretary Level-II named as Company Secretary Executive.
2018	Launched coaching for grade 8th, 9th & 10th ICSE board. Also launched a dedicated centre for professional courses and junior college for commerce stream in Borivali West
2020	First institute in Mumbai to conduct live online lectures during pandemic. Crossed successful coaching of over 1,00,000 students
2021	Launched a centre at a prime location in I.C. Colony, Borivali West
2022	Converted to Public Limited Company and Name changed to “Arihant Academy Limited”

MAIN OBJECTS OF OUR COMPANY

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

- To provide education, training and evaluate performance in all fields/streams of education such as Commerce, science, arts and any other conventional or modern streams of education. To establish, promote, maintain or otherwise to encourage aid or assist any education cause, Institution, research Centre, libraries, colleges, seminars, conferences, workshops whether for commerce, science, arts or any other streams of education, knowledge, or practice, therapies, systems, or any institute or organization. To promote cause of education in any field of study, knowledge or practice by awarding prizes, scholarships or grants to students or otherwise and generally to encourage promote or reward the studies, researches, investigations experiments, tests and inventions of any kind that may be considered likely to assist any business.*

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY SINCE INCORPORATION

The following changes have been made in the Memorandum of Association of our Company Since Incorporation:

Date of Meeting	Type	Nature of Amendment
January 10, 2012	EOGM	Alteration in Capital Clause: The authorise share capital of our Company increased from ₹ 1,00,00,000/- divided into 10,00,000 Equity Shares of ₹10/- each to ₹ 10,00,00,000/- divided into 25,00,000 Equity Shares of ₹ 10/- each and 75,00,000 Class A Equity Shares of ₹10 each carrying no voting rights.
September 18, 2012	EOGM	Alteration in Name Clause: Change in the name clause from “Indian Tutorials Private Limited” to “Arihant Academy Private Limited”.
January 09, 2020	EOGM	Alteration in Object Clause: Existing Clause III(B) of our Memorandum of Association was specified with Clause 3(a) by way of insertion/deletion/alterations and Existing Clause III(C) have been deleted.
March 17, 2022	EOGM	Alteration in Capital Clause: The Authorized Share Capital was altered pursuant to reorganization of ₹10,00,00,000/- divided into 1,00,00,000 Equity Shares of ₹10/- each out of which 25,00,000 Equity Shares of ₹10/- each carrying voting rights and 75,00,000 Class A Equity Shares of ₹10/- each carrying no voting rights was converted to ₹10,00,00,000/- divided into 1,00,00,000 Equity Shares of ₹10/- each carrying voting rights.
September 09, 2022	EOGM	Alteration in Name Clause: Change in the name clause from “Arihant Academy Private Limited” to “Arihant Academy Limited”.

OUR HOLDING COMPANY

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

OUR SUBSIDIARY COMPANY

As on the date of this Draft Prospectus, our Company does not have any Subsidiary Company.

ACQUISITION OF BUSINESSES/UNDERTAKINGS, MERGER, AMALGAMATION OR REVALUATION OF ASSETS IN LAST 10 YEARS

Our Company has not made any material acquisitions or divestments of any business or undertaking, and has not undertaken any mergers, amalgamation or revaluation of assets in the last ten years except as mentioned under the Major Events table forming part of this chapter.

SIGNIFICANT FINANCIAL OR STRATEGIC PARTNERSHIPS

We do not have any financial or strategic partnerships as on the date of this Draft Prospectus.

LOCK OUTS AND STRIKES

There have been no lock outs or strikes at any of the location of our Company as on the date of this Draft Prospectus.

TIME/COST OVERRUN IN SETTING UP PROJECTS

There has been no time and cost overruns in the Company as on date of this Draft Prospectus.

LAUNCH OF KEY PRODUCTS OR SERVICES, ENTRY OR EXIT IN NEW GEOGRAPHIES

For details of launch of key products or services, entry in new geographies or exit from existing markets, capacity or facility creation and the locations, please see chapter titled “*Our Business*” beginning on page 80 of this Draft Prospectus.

CHANGES IN THE ACTIVITIES OF OUR COMPANY DURING THE LAST FIVE YEARS

There have been no changes in the activities of our Company during the last five years which may have had a material effect on the profits and loss account of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS

Our Company has not made any defaults / re-scheduling of its borrowings as on date of this Draft Prospectus.

JOINT VENTURES

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

AGREEMENTS WITH KEY MANAGERIAL PERSONNEL, DIRECTOR, PROMOTERS OR ANY OTHER EMPLOYEE

Neither our Promoters, nor any of the Key Managerial Personnel, Directors or employees of our Company have entered into an agreement, either by themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with the dealings of the securities of our Company.

GUARANTEES GIVEN BY OUR PROMOTERS

As on the date of this Draft Prospectus, our Promoters and Promoter Group have given personal guarantees for the term loan and overdraft facility of ₹ 151.27 Lakhs sanctioned by Kotak Mahindra Bank Limited to our company.

MATERIAL AGREEMENTS

Share Purchase and Shareholders’ Agreements

- 1. Share Purchase Agreement (“SPA”) dated May 02, 2011 between Mr. Jitendra Kantilal Shah and Mrs. Poornima Jitendra Shah (“Vendors”) and Mr. Anil Suresh Kapasi, Mr. Umesh Anand Pangam, Mr. Santosh Pandurang Shinde and Mr. Amit PrakashChandra Mehrotra (“Purchasers”) and our company.*

The vendors were the original promoters of our Company. As per the terms of the SPA, the equity shares of our company have been sold by the vendors to the purchasers in the following manner resulting in change in control of our company:

On May 03, 2011, Mr. Jitendra Kantilal Shah transferred 2,222 Equity Shares to Mr. Santosh Pandurang Shinde for a consideration of ₹22,220, transferred 2,222 Equity Shares to Mr. Amit PrakashChandra Mehrotra for a consideration of ₹22,220, and transferred 556 Equity Shares to Mr. Umesh Anand Pangam for a consideration of ₹5,560. Mrs. Poornima Jitendra Shah transferred 2,160 Equity Shares to Mr. Umesh Anand Pangam for a consideration of ₹21,600, transferred 2,840 Equity Shares to Mr. Anil Kumar Kapasi for a consideration of ₹28,400.

Further, pursuant to the acquisition of the aforementioned equity shares of our company as mentioned above, whole of the business of our Company was taken over by the purchasers on as is where is basis including all the assets and liabilities.

2. Settlement Agreement (“SA”) dated November 25, 2020 between Mr. Anil Suresh Kapasi, Mr. Umesh Anand Pangam, Mr. Santosh Pandurang Shinde and Mr. Amit PrakashChandra Mehrotra and our company.

On account of certain disputes between Mr. Anil Suresh Kapasi, Mr. Umesh Anand Pangam, Mr. Santosh Pandurang Shinde and Mr. Amit PrakashChandra Mehrotra, Mr. Santosh Pandurang Shinde (“Petitioner”) filed petition, CP - 669/2020 before the National Company Law Tribunal, Mumbai (“NCLT”) on February 25, 2020 (“O & M Petition”), alleging oppression and mismanagement in the affairs of our Company. Subsequent to the O & M Petition, the parties were directed to Mediation by the NCLT, with the consent of all the Parties.

During the pendency of CP - 669/2020, the petitioner entered into a settlement with Mr. Anil Suresh Kapasi, Mr. Umesh Anand Pangam, and Mr. Amit PrakashChandra Mehrotra pursuant to the agreement dated November 25, 2020 agreeing to withdraw CP - 669/2020 (including interim applications) and sell his entire shareholding (2,222 Equity Shares) in our company to Mr. Anil Suresh Kapasi, Mr. Umesh Anand Pangam and Mr. Amit PrakashChandra Mehrotra for a consideration of ₹199.98 Lakhs. Pursuant to this Settlement Agreement, the business and affairs of the “Skill Development” division of our company was also transferred to the Petitioner. Further, the petitioner shall not be entitled to any rights over any of the intellectual properties of the Company. The petitioner and respondent mutually agreed not to solicit or persuade either directly or indirectly with any of the officials, students or any of the persons concerned with the business of either party, to terminate their contract with the concerned party and to join their own business and shall not engage in the presently functional business of either party in India, for a period of 5 years from the date of execution of this agreement.

Further, except as disclosed above and in the chapter titled “Our Business” on page 80 of this Draft Prospectus, we have not entered into any material agreement / contract as on the date of this Draft Prospectus.

STRATEGIC PARTNERS

As of the date of this Draft Prospectus, our Company does not have any Strategic Partners.

FINANCIAL PARTNERS

As on the date of this Draft Prospectus, our Company does not have any other financial partners.

OUR MANAGEMENT

BOARD OF DIRECTORS

Under Articles of Association of our Company, the number of directors shall not be less than 3 (three) and not be more than 15 (Fifteen), subject to the applicable provisions of the Companies Act, 2013.

As of the date of this Draft Prospectus, our Company has 7 (Seven) Directors on the Board, 1 (one) as Managing Director, 1 (one) as Chairman and Whole Time Director, 2 (two) as Non-Executive Non-Independent Director and 3 (three) as Independent Directors. There is 1 (one) woman director in our Board.

The details of the Directors are as mentioned in the below table:

Name, Father's Name, Age, DOB, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment/ Re appointment	Other Directorships
<p>Name: Mr. Anil Suresh Kapasi</p> <p>Father's Name: Mr. Suresh Ujamshibhai Kapasi</p> <p>Age: 51 years</p> <p>Date of Birth: October 06, 1971</p> <p>Designation: Managing Director</p> <p>Address: K/604, Ekta Bhoomi Gardens, Dattapada Road, Borivali (East), Mumbai – 400 066, Maharashtra, India</p> <p>Occupation: Salaried</p> <p>Nationality: Indian</p> <p>Term: Appointed as Managing Director for a period of 5 (five) years with effect from September 25, 2022</p> <p>DIN: 03524165</p>	<p>Appointed as Additional Director on May 06, 2011</p> <p>Re-designated as Non-Executive Director w.e.f September 30, 2011</p> <p>Re-designated as Managing Director on September 24, 2022</p>	<p>Arihant Academy Ventures Private Limited</p> <p>Team Arihant Carmel Academy LLP</p>
<p>Name: Mr. Umesh Anand Pangam</p> <p>Father's Name: Mr. Anand Dattaram Pangam</p> <p>Age: 51 years</p> <p>Date of Birth: April 26, 1971</p> <p>Designation: Chairman and Whole Time Director</p> <p>Address: B/1002, Gundecha Trillium, Thakur Village Road, Behind Carnival Cinema, Borivali East, Mumbai - 400 066, Maharashtra, India</p> <p>Occupation: Salaried</p> <p>Nationality: Indian</p> <p>Term: Appointed as Chairman and Whole Time Director for a period of 5 (five) years with effect from September 25, 2022</p> <p>DIN: 03524171</p>	<p>Appointed as Additional Director on May 06, 2011</p> <p>Re-designated as Non-Executive Director w.e.f September 30, 2011</p> <p>Re-designated as Chairman and Whole Time Director on September 24, 2022</p>	<p>Team Arihant Carmel Academy LLP</p>

Name, Father's Name, Age, DOB, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment/ Re appointment	Other Directorships
<p>Name: Mr. Harsh Anil Kapasi</p> <p>Father's Name: Mr. Anil Suresh Kapasi</p> <p>Age: 24 years</p> <p>Date of Birth: January 15, 1998</p> <p>Designation: Non-Executive Director</p> <p>Address: Flat no. K/604, Ekta Bhoomi Gardens, Dattapada Road, Near Solitare Showroom, Borivali (East), Mumbai – 400 066, Maharashtra, India</p> <p>Occupation: Salaried</p> <p>Nationality: Indian</p> <p>Term: Liable to retire by rotation</p> <p>DIN: 09731053</p>	<p>Appointed as Additional Director on September 08, 2022</p> <p>Re-designated as Non-Executive Director w.e.f September 24, 2022</p>	<p>Nil</p>
<p>Name: Ms. Kirti Umesh Pangam</p> <p>Father's Name: Mr. Kamlakanta Gawad</p> <p>Age: 42 years</p> <p>Date of Birth: August 07, 1980</p> <p>Designation: Non-Executive Director</p> <p>Address: B-1002, Gundecha Trillium CHS Ltd, Thakur Village Road, Borivali East, Mumbai – 400 066, Maharashtra, India</p> <p>Occupation: Salaried</p> <p>Nationality: Indian</p> <p>Term: Liable to retire by rotation</p> <p>DIN: 09742752</p>	<p>Appointed as Non-Executive Director w.e.f September 24, 2022</p>	<p>Nil</p>
<p>Name: Mr. Manish Khodidas Desai</p> <p>Father's Name: Mr. Khodidas Vallabhdas Desai</p> <p>Age: 50 years</p> <p>Date of Birth: August 28, 1972</p> <p>Designation: Non-Executive Independent Director</p> <p>Address: B/204, Avon Majesty CHS, Datta Pada Road, Opp Tata Steel, Borivali East, Mumbai – 400 066, Maharashtra, India</p> <p>Occupation: Salaried</p> <p>Nationality: Indian</p>	<p>Appointed as Non-Executive Independent Director on September 24, 2022</p>	<ul style="list-style-type: none"> • Lalbuksh Voltas Engineering Services LLC • Voltas Qatar WLL

Name, Father's Name, Age, DOB, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment/ Re appointment	Other Directorships
<p>Term: Appointed as Independent Director for a period of 5 (five) years with effect from September 25, 2022</p> <p>DIN: 09740266</p>		
<p>Name: Mr. Himanshu Rajanikant Mody</p> <p>Father's Name: Mr. Rajnikant Mody</p> <p>Age: 42 years</p> <p>Date of Birth: August 09, 1980</p> <p>Designation: Non-Executive Independent Director</p> <p>Address: Flat No. I/505, Ekta Bhoomi Gardens - II CHS Ltd, Dattapada Road, Borivali – E, Mumbai – 400 066, Maharashtra, India</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>Term: Appointed as Independent Director for a period of 5 (five) years with effect from September 25, 2022</p> <p>DIN: 00163704</p>	<p>Appointed as Non-Executive Independent Director on September 24, 2022</p>	<ul style="list-style-type: none"> • Tekno Point Multimedia India Private Limited • Unified Sports and Technologies Private Limited
<p>Name: Mr. Chintan Sureshbhai Shah</p> <p>Father's Name: Mr. Sureshbhai Khimchand Shah</p> <p>Age: 42 years</p> <p>Date of Birth: November 18, 1980</p> <p>Designation: Non-Executive Independent Director</p> <p>Address: 6, Ashok Bhuvan, Liberty Garden, Road No - 3, Malad (West), Mumbai – 400 064, Maharashtra, India</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>Term: Appointed as Independent Director for a period of 5 (five) years with effect from September 25, 2022</p> <p>DIN: 05288038</p>	<p>Appointed as Non-Executive Independent Director on September 24, 2022</p>	<p>Nil</p>

BRIEF PROFILE OF OUR DIRECTORS

Mr. Anil Suresh Kapasi, aged 51 years, is the Promoter, Managing Director of our Company. He has completed his Bachelor of Science (Physics) from University of Bombay in 1994. He also holds degree in Bachelor of Education from University of Bombay. He is having around twenty-five years of experience in coaching industry. He has been widely acclaimed as an excellent teacher for Algebra and Physics during his teaching days. He currently heads the Science section of all branches of “Arihant Academy”. He gives direction to our company and is responsible for planning and executing the expansions and diversification of our company. He is result-oriented, focused, visionary, hardworking and provides strategic advice and guidance to the members of the Board to keep them aware of developments to ensure that appropriate policies are developed.

Mr. Umesh Anand Pangam, aged 51 years, is the Promoter, Chairman and Whole Time Director of our Company. He has completed his Bachelor of Commerce (Financial Accounting and Auditing) from University of Bombay in 1993. He also holds degree in Bachelor of Education from University of Bombay. He is having around twenty-five years of experience in coaching industry. He is well-known as one of the best teachers of History and Political Science during his teaching days. He currently heads the school (SSC & ICSE Boards) and Commerce section of all branches of “Arihant Academy”. He works diligently behind the scenes, making optimum use of the resources and skillfully solving problems. He also manages the finances of our company.

Mr Harsh Anil Kapasi, aged 24 years, is the Non-Executive Director and Chief Operating Officer of our Company. He has completed his Bachelor of Engineering (Computer Engineering) from University of Mumbai in 2020. He is the youngest member of the Board of Directors of our company. He has been enhancing the digital footprint of “Arihant Academy”. He undertakes the new-age initiatives to ensure that we continuously focus on student-centricity even during the pandemic years, by putting learning tools and technology to their best use. He has also developed our App - **Arihant Edge App** which provides the simplest data like Lecture Schedule, Attendance, Marks to complex details like Chapter Performance, Time Analysis, Monthly Performance and Assignment or Notes details. He currently looks after the Digital Marketing and Technical Department of our company.

Ms. Kirti Umesh Pangam aged 42 years, is the Non-Executive Director of our Company. She is qualified as a Double Post Graduate in Language and Literature. She has 14 years of experience in the field of education, and a year of experience as Head of Department of History of a premier school in Mumbai. Being well-versed on the new methodologies required to operate schools, she is a consultant, trainer, and advisor to many schools. She is recognized by many reputed organizations like Education World, Digital India etc. as a reputed class educational leader. She is an English and Social Studies teacher with an outstanding track record of teaching students of higher secondary board. She is skilled in integrating relevant technology to support classroom instruction and learning activities. She has hands-on experience in developing curriculum to accommodate different learning styles and maximising students’ comprehension. She has developed a high sense of creating positive environment for students. She is a quick learner with exposure to cross-culture work environments.

Mr. Manish Khodidas Desai, aged 50 years, is the Non-Executive Independent Director of our Company. He is Chartered Accountant by qualification and has over 25 years of post-qualification corporate experience in strategic & finance function. In this tenure of professional career, he has worked both in Service and Manufacturing Sectors covering various sub-functions of Finance including Project Finance, revenue assurance, Treasury, MIS, Direct & Indirect Tax, Risk Management and Consolidation of accounts under Ind AS and US GAAP. Currently he is working with Voltas Ltd as Head Corporate Finance. The Company is a market leader in Air-conditioner and having presence in diversified business.

Mr. Himanshu Rajanikant Mody, aged 42 years, is the Non-Executive Independent Director of our Company. He has completed his Bachelor of Commerce (Financial Accounting and Auditing) from University of Mumbai in 2001. He is Founder and Director of Tekno Point Multimedia India Private Limited, a trusted engineering partner for enterprises such as banks, insurance companies, manufacturing companies, NBFCs, hospitality, healthcare, and retail customers. He has around 22 years of experience in IT industry and is responsible for ensuring financial prudence, marketing, recruit for leadership roles, official training on Adobe Analytics and target on behalf of Adobe, Architect Analytics implementations, help customers to increase adoption and make most from their investments on Adobe at Tekno Point Multimedia India Private Limited.

Mr. Chintan Sureshbhai Shah, aged 42 years, is the Non-Executive Independent Director of our Company. He has completed his Post Graduation Diploma in Business Management from Narsee Monjee Institute of Management Studies and has completed Bachelor in Engineering (Mechanical) from University of Mumbai. He has over 20 years of experience in the field of manufacturing and Business Management. He is Founder of Chemo Fab Industries LLP, a specialised company for manufacturing centrifuges, focusing exclusively on design and development of centrifuges for the chemical and pharmaceutical sectors and manufacturing custom built and application specific equipment.

CONFIRMATIONS

As on the date of this Draft Prospectus:

- Except as disclosed below, none of the Directors of our Company are related to each other as per Section 2(77) of the Companies Act, 2013.
 - Mr. Anil Suresh Kapasi is father of Mr. Harsh Anil Kapasi
 - Mr. Umesh Anand Pangam is spouse to Ms. Kirti Umesh Pangam

- There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors were selected as a director or member of senior management.
- The directors of our Company have not entered into any service contracts with our Company which provides for benefits upon termination of employment.
- None of the Directors are categorized as a wilful defaulter or fraudulent borrower, as defined under Regulation 2(1)(III) of SEBI ICDR Regulations.
- None of our Directors are or were directors of any listed Company whose shares have been/were suspended from trading by any of the stock exchange(s) during his/her tenure in that Company in the last five years or delisted from the stock exchange(s) during the term of their directorship in such companies.
- None of our Directors have been declared as fugitive economic offenders as defined in Regulation 2(1)(p) of the SEBI ICDR Regulations, nor have been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.
- None of the Promoters or Directors has been or is involved as a promoter or director of any other Company which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- 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, trusts or companies in which they have an interest in, by any person, either to induce him to become or to help him qualify as a director, or otherwise for services rendered by him or by the firm, trust or company in which he is interested, in connection with the promotion or formation of our Company.

DETAILS OF BORROWING POWERS

Pursuant to a special resolution passed at an Annual General Meeting of our Company held on September 24, 2022 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company be and are hereby authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹20,000 Lakhs.

REMUNERATION OF OUR DIRECTORS

The compensation package payable to the Managing Director, Whole Time Director and other Directors from F.Y. 2022-23 onwards as resolved in the Annual General Meeting held on September 24, 2022 is stated hereunder:

Mr. Anil Suresh Kapasi

The total remuneration payable to Mr. Anil Suresh Kapasi, Managing Director, shall be a sum of up to ₹90.00 Lakhs per annum.

Mr. Umesh Anand Pangam

The total remuneration payable to Mr. Umesh Anand Pangam, Chairman & Whole Time Director, shall be a sum of up to ₹84.00 Lakhs per annum.

Mr. Harsh Anil Kapasi

The total remuneration payable to Mr. Harsh Anil Kapasi, Non-Executive Director, shall be a sum of up to ₹18.00 Lakhs per annum.

Ms. Kirti Umesh Pangam

The total remuneration payable to Ms. Kirti Umesh Pangam, Non-Executive Director, shall be a sum of up to ₹33.00 Lakhs per annum.

The compensation payable to our Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Section 2(54), Section 2(94), Section 188, Section 196, Section 197, Section 198 and Section 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, for the time being in force). The Remuneration / Sitting Fees paid to the Directors during the last F.Y. 2021 - 22 is as follows:

Sr. No.	Name	Designation	Remuneration paid (₹ in Lakhs)
1.	Mr. Anil Suresh Kapasi	Managing Director	18.00
2.	Mr. Umesh Anand Pangam	Chairman & Whole Time Director	19.80
3.	Mr. Harsh Anil Kapasi	Non-Executive Director	9.00

Ms. Kirti Umesh Pangam was paid professional fees of ₹7.20 Lakhs in the F.Y. 2021 – 22.

SITTING FEES

Pursuant to the resolution passed by the Board of Directors of our Company on September 25, 2022, the other Non-Executive Independent Directors of our Company would be entitled to a sitting fee of ₹5,000/- for attending every meeting of Board or its committee thereof.

PAYMENT OF BENEFITS (NON-SALARY RELATED)

Except as disclosed above, no amount or benefit has been paid or given within the two (2) years preceding the date of filing of this Draft Prospectus or is intended to be paid or given to any of our directors except the remuneration for services rendered and/or sitting fees as Directors.

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO DIRECTORS

There is no contingent or deferred compensation payable to our directors, which does not form part of their remuneration.

BONUS OR PROFIT-SHARING PLAN FOR THE DIRECTORS

None of the Directors are party to any bonus or profit-sharing plan of our Company.

SHAREHOLDING OF OUR DIRECTORS

Our Articles of Association do not require our directors to hold any qualification shares.

The details of the shareholding of our directors as on the date of this Draft Prospectus are as follows:

Sr. No.	Name of the shareholder	No. of Equity Shares	Percentage of Pre- Issue Capital (%)
1.	Mr. Anil Suresh Kapasi	15,82,801	35.81%
2.	Mr. Umesh Anand Pangam	15,27,994	34.57%
3.	Mr. Harsh Anil Kapasi	66,300	1.50%
4.	Ms. Kirti Umesh Pangam	5,88,302	13.31%

INTEREST OF OUR DIRECTORS

All our Independent Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of the Board or a committee thereof as well as to the extent and reimbursement of expenses payable to them under our Articles of Association. Further they may be deemed to be interested to the extent shareholding held by them, their relatives, the companies, firms and trusts, in which they are interested as directors, members, partners, trustees, beneficiaries and promoters and in any dividend distribution which may be made by our Company in the future.

Our Managing Director, Mr. Anil Suresh Kapasi, Whole Time Director, Mr. Umesh Anand Pangam and Non-Executive Directors, Mr. Harsh Anil Kapasi and Me. Kirti Umesh Pangam deemed to be interested to the extent of remuneration payable to them pursuant to Articles of the Company and resolution approved by the Board of Directors and Members of

our Company, as the case may be, time to time for services rendered as an officer or employee of our Company. Further our Managing Director, Mr. Anil Suresh Kapasi, Whole time Director, Mr. Umesh Anand Pangam and Non-Executive Directors, Mr. Harsh Anil Kapasi and Ms. Kirti Umesh Pangam may also be regarded as interested in the Equity Shares, held by them or allotted to the companies in which they are interested as Directors, Members, and Promoters, pursuant to this Issue. Our Managing Director, Mr. Anil Suresh Kapasi, Whole Time Director, Mr. Umesh Anand Pangam, and Non - Executive Directors, Mr. Harsh Anil Kapasi and Ms. Kirti Umesh Pangam may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

Except mentioned in the Restated Financial Statements, no loans have been availed by our directors or the Key Managerial Personnel from our Company.

No sum has been paid or agreed to be paid to our directors or to firms or companies in which they may be members, in cash or shares or otherwise by any person either to induce them to become, or to qualify them as, a director, or otherwise for services rendered by them by such firm or company, in connection with the promotion or formation of our Company.

For the shareholding of the Directors, please refer chapter titled “*Our Management*” on page 120 of this Draft Prospectus.

Interest in the property of the Company

Except as stated in the heading titled “*Properties*” under the chapter titled “*Our Business*”, beginning on page 80 of this Draft Prospectus, none of our directors have interest in any property acquired or proposed to be acquired by our Company.

Interest in Business of the Company

Except as stated in the chapter titled “*Our Business*” and “*Restated Financial Statements*” beginning on page 80 and 141 respectively and to the extent of shareholding in our Company, if any, our directors do not have any other business interest in our Company.

Interest in promotion of the Company

Except for Mr. Anil Suresh Kapasi and Mr. Umesh Anand Pangam who are the Promoters of our Company, none of the other Directors are interested in the promotion of our Company.

CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Sr. No.	Name of the Director	Date of Appointment / Change in designation	Reason for Change
1.	Santosh Pandurang Shinde	November 25, 2020	Resignation as Director
2.	Amit Prakashchandra Mehrotra	August 24, 2021	Resignation as Director
3.	Mr. Anil Suresh Kapasi	September 25, 2022	Re-designated as Managing Director
4.	Mr. Umesh Anand Pangam	September 25, 2022	Re-designated as Chairman & Whole Time Director
5.	Mr. Harsh Anil Kapasi	September 08, 2022	Appointed as Additional Non-Executive Director
6.	Mr. Harsh Anil Kapasi	September 24, 2022	Re-designated as Non-Executive Director
7.	Ms. Kirti Umesh Pangam	September 24, 2022	Appointed as Non-Executive Director
8.	Mr. Manish Khodidas Desai	September 25, 2022	Appointed as Non-Executive Independent Director to ensure better corporate governance
9.	Mr. Himanshu Rajanikant Mody	September 25, 2022	Appointed as Non-Executive Independent Director to ensure better corporate governance
10.	Mr. Chintan Sureshbhai Shah	September 25, 2022	Appointed as Non-Executive Independent Director to ensure better corporate governance

CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act with respect to corporate governance, provisions of SEBI LODR Regulations to the extent applicable to the entity whose shares are listed on Stock Exchange and shall be applicable to us immediately upon the listing of our Equity Shares with the Stock Exchange. We are in compliance with the requirements of the applicable regulations, including SEBI LODR Regulations, SEBI ICDR Regulations and the Companies Act in respect of corporate governance including constitution of the Board and committees thereof.

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

Our Company stands committed to good Corporate Governance practices based on the principles such as accountability, transparency in dealing with our stakeholders, emphasis on communication and transparent report.

Our Board functions either as a full Board or through the various committees constituted to oversee specific operational areas. As on the date of this Draft Prospectus, our Company has seven (7) Directors, one (1) is Managing Director, one (1) is Chairman & Whole Time Director, two (2) are Non-Executive Non-Independent Directors including one (1) woman Director and three (3) are Non-Executive Independent Directors.

COMMITTEES OF THE BOARD OF DIRECTORS

Our Board of Directors presently has three (3) committees which have been constituted in accordance with the relevant provisions of the Companies Act and SEBI LODR Regulations: (i) Audit Committee, (ii) Stakeholders' Relationship Committee and (iii) Nomination and Remuneration Committee.

Audit Committee

Our Board has constituted the Audit Committee vide Board Resolution dated September 25, 2022 which was in accordance with Section 177 of the Companies Act, 2013.

The audit committee comprises of:

Name of the Directors	Nature of Directorship	Designation in Committee
Mr. Manish Khodidas Desai	Non-Executive Independent Director	Chairman
Mr. Chintan Sureshbhai Shah	Non-Executive Independent Director	Member
Mr. Anil Suresh Kapasi	Managing Director	Member

The Company Secretary & Compliance Officer of the Company will act as the Secretary of the Committee.

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

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
3. Approving payments to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - i) 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;
 - ii) Changes, if any, in accounting policies and practices and reasons for the same;
 - iii) Major accounting entries involving estimates based on the exercise of judgment by management;
 - iv) Significant adjustments made in the financial statements arising out of audit findings;
 - v) Compliance with listing and other legal requirements relating to financial statements;
 - vi) Disclosure of any related party transactions;
 - vii) Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly 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 issue document/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. Review and monitor the auditor's independence and performance, and effectiveness of audit process;

8. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
9. 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;
10. Discussion with internal auditors any significant findings and follow up there on;
11. 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;
12. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
13. 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;
14. To review the functioning of the Whistle Blower mechanism;
15. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
16. Approval or any subsequent modification of transactions of the Company with related parties;
17. Scrutiny of inter-corporate loans and investments;
18. Valuation of undertakings or assets of the Company, wherever it is necessary;
19. Evaluation of internal financial controls and risk management systems;
20. Review of management discussion and analysis report, management letters issued by the statutory auditors, etc;
21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;

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

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

The Audit Committee enjoys following powers:

- i) To investigate any activity within its terms of reference.
- ii) To seek information from any employee.
- iii) To obtain outside legal or other professional advice.
- iv) To secure attendance of outsiders with relevant expertise if it considers necessary.

The Audit Committee shall mandatorily review the following information:

- i) Management discussion and analysis of financial condition and results of operations;
- ii) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- iii) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iv) Internal audit reports relating to internal control weaknesses; and
- v) The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
- vi) statement of deviations: (a) half yearly statement of deviation(s) submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI ICDR Regulations. (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI ICDR Regulations.

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

Meeting of Audit Committee and Relevant Quorum

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

Stakeholders' Relationship Committee

Our Board has constituted the Stakeholders' Relationship Committee vide Board Resolution dated September 25, 2022 pursuant to Section 178 of the Companies Act, 2013. The Stakeholders' Relationship Committee comprises of:

Name of the Directors	Nature of Directorship	Designation in Committee
Mr. Himanshu Rajnikant Mody	Non-Executive Independent Director	Chairman
Mr. Manish Khodidas Desai	Non-Executive Independent Director	Member
Ms. Kirti Umesh Pangam	Non-Executive Director	Member

The Company Secretary of the Company will act as the Secretary of the Committee.

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

1. resolving the grievances of the security holders of the Company, 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.
2. review of measures taken for effective exercise of voting rights by shareholders;
3. review of adherence to the service standards adopted by the Company in respect of various services rendered by the registrar and share transfer agent;
4. review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company; and
5. Formulate procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
6. approve, register, refuse to register transfer or transmission of shares and other securities;
7. sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;
8. allotment and listing of shares;
9. authorise affixation of common seal of the Company;
10. issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
11. approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
12. dematerialize or rematerialize the issued shares;
13. ensure proper and timely attendance and redressal of investor queries and grievances;
14. carry out any other functions contained in the Companies Act, 2013 (including Section 178) and/or equity listing agreements (if applicable), as and when amended from time to time; and

15. further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).

Meeting of Stakeholders' Relationship Committee and Relevant Quorum

The stakeholders' Relationship committee shall meet once in a year. The quorum for a meeting of the Stakeholder's Relationship Committee shall be two members present.

Nomination and Remuneration Committee

Our Board has constituted the Nomination and Remuneration Committee vide Board Resolution dated September 25, 2022 pursuant to section 178 of the Companies Act, 2013.

The Nomination and Remuneration Committee comprises of:

Name of the Directors	Nature of Directorship	Designation in Committee
Mr. Chintan Sureshbhai Shah	Non-Executive Independent Director	Chairman
Mr. Himanshu Rajnikant Mody	Non-Executive Independent Director	Member
Ms. Kirti Umesh Pangam	Non-Executive Director	Member

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

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to 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. for every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - i) use the services of an external agencies, if required;
 - ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - iii) consider the time commitments of the candidates.
3. formulation of criteria for evaluation of Independent Directors and the Board;
4. devising a policy on Board diversity;
5. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
6. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
7. recommend to the board, all remuneration, in whatever form, payable to senior management.

Meeting of Nomination and Remuneration Committee and Relevant Quorum

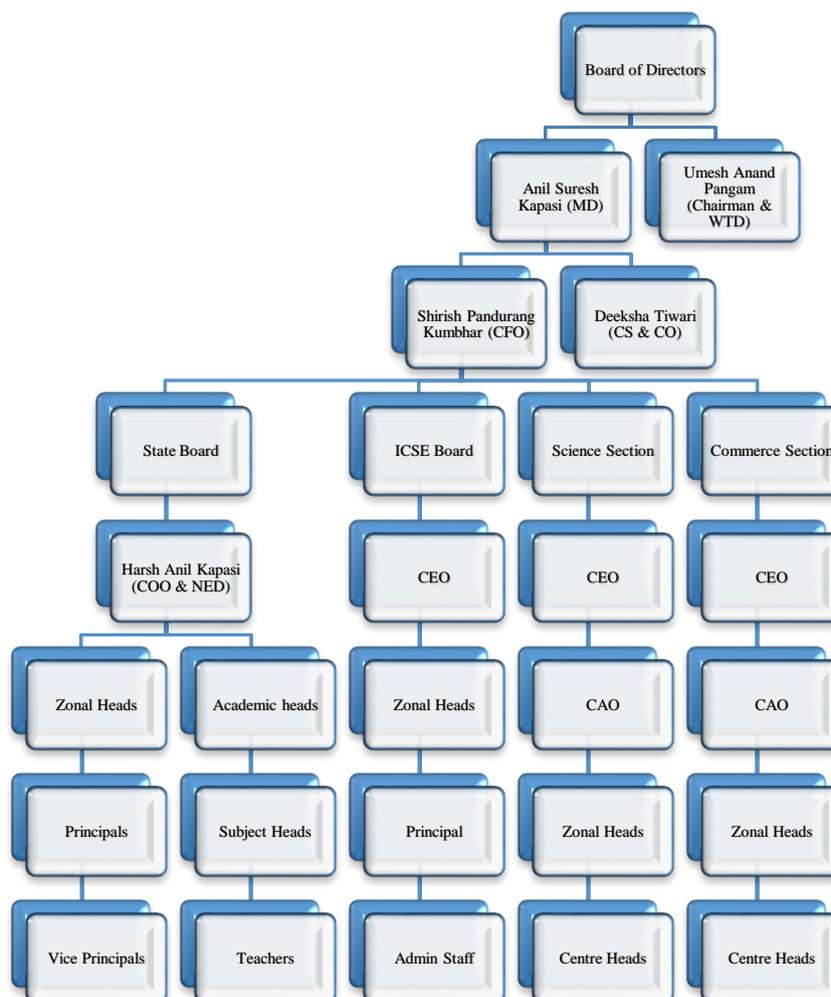
The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be two members or one third of the members, whichever is greater. The Committee is required to meet at least once a year.

POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING

The provisions of Regulation 9(1) of the SEBI PIT Regulations will be applicable to our Company immediately upon the listing of its Equity Shares on the NSE Emerge. We shall comply with the requirements of the SEBI PIT Regulations on listing of Equity Shares on stock exchanges. Further, Board of Directors have formulated and adopted the code of conduct to regulate, monitor and report trading by its employees and other connected persons. The Company Secretary &

Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the board.

ORGANIZATIONAL STRUCTURE



KEY MANAGERIAL PERSONNEL

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel of our Company:

Mr. Anil Suresh Kapasi is the Managing Director and Mr. Umesh Anand Pangam is the Chairman & Whole Time Director of the Company. For detailed profile, see para, “*Brief Profile of our Directors*” on page 122 of this Draft Prospectus.

Mr. Shirish Pandurang Kumbhar, aged around 53 years, is the Chief Financial Officer of our Company with effect from August 23, 2022. He has completed his Bachelor of Commerce from University of Bombay in 1989. He is associated with our company since 2012 as Accounts Manager. He has around twenty-nine years of experience in field of accounting, taxation and finance. He was previously associated with M/s Bharat Dhonde & Co as Accounts Assistant, United Ink & Chemicals Pvt Ltd as Junior Executive (Accounts), International Gold Company Limited SEZ as Assistant Manager (Accounts), Nesco Limited as Assistant Manager (Accounts & Taxation), and Hospitality Appliances Pvt Ltd as Senior Executive (Accounts & Taxation). He is responsible for accounts, taxation and finance of our company. He was paid ₹ 7.10 Lakhs as salary in the Fiscal Year 2021-22.

Ms. Deeksha Tiwari, aged 29 years, is the Company Secretary and Compliance Officer of our Company with effect from September 25, 2022. She has completed her graduation from Barkatullah University, Bhopal in 2014. She is an Associate member of the Institute of Company Secretaries of India. She has around seven years of experience in secretarial and

compliance. She is responsible for the Secretarial, Legal and Compliance division of our Company. She was not paid any remuneration in the Fiscal Year 2021-22.

STATUS OF OUR KEY MANAGERIAL PERSONNEL

All our Key Managerial Personnel are permanent employees of our Company.

RELATIONSHIP BETWEEN OUR DIRECTORS AND KEY MANAGERIAL PERSONNEL

None of our directors are related to our Key Managerial Personnel.

SHAREHOLDING OF THE KEY MANAGEMENT PERSONNEL

None of our KMPs holds any shares of our Company as on the date of this Draft Prospectus except as stated in the below table:

Sr. No.	Name of the KMP	No. of Share held	% of Shareholding
1.	Mr. Anil Suresh Kapasi	15,82,801	35.81%
2.	Mr. Umesh Anand Pangam	15,27,994	34.57%

For further details please see chapter titled “*Capital Structure*” on page 57 of this Draft Prospectus.

SERVICE CONTRACTS WITH KEY MANAGERIAL PERSONNEL

Our Key Managerial Personnel have not entered into any service contracts with our Company which provide for any benefits upon termination of their employment in our Company.

INTEREST OF KEY MANAGERIAL PERSONNEL

None of our Key Management Personnel has any interest in our Company except to the extent of their remuneration, benefits, reimbursement of expenses incurred by them in the ordinary course of business.

ARRANGEMENT OR UNDERSTANDING WITH MAJOR SHAREHOLDERS/ CUSTOMERS/ SUPPLIERS

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel have been selected as the Key Managerial Personnel of our Company.

BONUS OR PROFIT-SHARING PLAN OF KEY MANAGEMENT PERSONNEL

There is no profit-sharing plan for the Key Managerial Personnel. However, our Company provides performance linked bonus payments, in accordance with their terms of appointment.

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO KEY MANAGERIAL PERSONNEL

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

EMPLOYEE SHARE PURCHASE AND EMPLOYEE STOCK OPTION PLAN

Our Company does not have an employee stock option scheme as on the date of this Draft Prospectus.

PAYMENT OR BENEFIT TO OUR KEY MANAGERIAL PERSONNEL

No non salary related amount or benefit has been paid or given to any officer of our Company within the two years preceding the date of filing of this Draft Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

CHANGES IN OUR KEY MANAGERIAL PERSONNEL IN THE LAST THREE YEARS

The changes in our Key Managerial Personnel during the three years immediately preceding the date of filing of this Draft Prospectus are set forth below:

Name	Designation	Date of Appointment/ Change in designation	Reason for Change
Mr. Anil Suresh Kapasi	Managing Director	September 25, 2022	Re-designated as Managing Director
Mr. Umesh Anand Pangam	Chairman and Whole Time Director	September 25, 2022	Re-designated as Chairman and Whole Time Director
Mr. Shirish Pandurang Kumbhar	Chief Financial Officer	August 23, 2022	Appointed as Chief Financial Officer
Ms. Deeksha Tiwari	Company Secretary and Compliance Officer	September 25, 2022	Appointed as Company Secretary and Compliance Officer

ATTRITION OF KEY MANAGERIAL PERSONNEL

The attrition of Key Managerial Personnel is not high in our Company compared to the industry.

OUR PROMOTERS AND PROMOTER GROUP

As on the date of this Draft Prospectus, our Promoters hold 31,10,795 Equity Shares, representing 70.38% of the pre-issued, subscribed and paid-up Equity Share capital of our Company. For details of the build-up of our Promoters' shareholding in our Company, please see "Capital Structure" beginning on page 57 of this Draft Prospectus.

The details of our Promoters are as under:

1. Anil Suresh Kapasi	
	<p>Mr. Anil Suresh Kapasi, aged 51 years, is the Promoter and Managing Director of our Company. He has completed his Bachelor of Science (Physics) from University of Bombay in 1994. He also holds degree in Bachelor of Education from University of Bombay. He is having around twenty-five years of experience in coaching industry. He has been widely acclaimed as an excellent teacher for Algebra and Physics during his teaching days. He currently heads the Science section of all branches of "Arihant Academy". He gives direction to our company and is responsible for planning and executing the expansions and diversification of our company. He is result-oriented, focused, visionary, hardworking and provides strategic advice and guidance to the members of the Board to keep them aware of developments to ensure that appropriate policies are developed.</p> <p>Date of Birth: October 06, 1971</p> <p>Nationality: Indian</p> <p>PAN: AAMPK9894Q</p> <p>Residential Address: K/604, Ekta Bhoomi Gardens, Dattapada Road, Borivali (East), Mumbai – 400 066, Maharashtra, India</p> <p>Other Interests: Arihant Academy Ventures Private Limited Team Arihant Carmel Academy LLP Arihant Foundation</p>
2. Mr. Umesh Anand Pangam	
	<p>Mr. Umesh Anand Pangam, aged 51 years, is the Promoter, Chairman and Whole Time Director of our Company. He has completed his Bachelor of Commerce (Financial Accounting and Auditing) from University of Bombay in 1993. He also holds degree in Bachelor of Education from University of Bombay. He is having around twenty-five years of experience in coaching industry. He is well-known as one of the best teachers of History and Political Science during his teaching days. He currently heads the school (SSC & ICSE Boards) and Commerce section of all branches of "Arihant Academy". He works diligently behind the scenes, making optimum use of the resources and skillfully solving problems. He also manages the finances of our company.</p> <p>Date of Birth: April 26, 1971</p> <p>Nationality: Indian</p> <p>PAN: AGXPP7095F</p> <p>Residential Address: B/1002, Gundecha Trillium, Thakur Village Road, Behind Carnival Cinema, Borivali East, Mumbai - 400 066, Maharashtra, India</p> <p>Other Interests: Team Arihant Carmel Academy LLP Arihant Foundation</p>

DECLARATION

1. We confirm that the Permanent Account Number, Bank Account number, Passport number, Driving License number Aadhaar Card number of our Promoters have been submitted to the Stock Exchange at the time of filing of the Draft Prospectus with the Stock Exchange.
2. Our Promoters and the members of our Promoter Group have confirmed that they have not been identified as wilful defaulters or fraudulent borrowers by the RBI or any other governmental authority.
3. Our Promoters have not been declared as a fugitive economic offender under the provisions of section 12 of the Fugitive Economic Offenders Act, 2018.
4. No violations of securities law have been committed by our Promoters or members of our Promoter Group or any Group Companies in the past or is currently pending against them. None of (i) our Promoters and members of our Promoter Group or persons in control of or on the boards of bodies corporate forming part of our Group Companies (ii) the Companies with which any of our Promoters are or were associated as a promoter, director or person in control, are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

CHANGE IN CONTROL OF OUR COMPANY

Except as disclosed in the chapter “*Our Business*” and “*History and Certain Corporate Matters*” on pages 80 and 116 of this Draft prospectus, there has not been any change in the control of our Company in the five years immediately preceding the date of this Draft Prospectus.

EXPERIENCE OF OUR PROMOTERS IN THE BUSINESS OF OUR COMPANY

For details in relation to experience of our Promoters in the business of our Company, please refer the chapter “*Our Management*” beginning on page 120 of this Draft Prospectus.

INTEREST OF OUR PROMOTERS

Our Promoters do not have any interest in our Company except to the extent of compensation payable / paid, rents on properties owned by them or their relatives but used by our company and reimbursement of expenses (if applicable) and to the extent of any equity shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as director, member, partner, and / or trustee, and to the extent of benefits arising out of such shareholding. For further details please see the chapters titled “*Capital Structure*”, “*Restated Financial Statements*” and “*Our Management*” beginning on pages 57, 141 and 120 of this Draft Prospectus.

Except as stated otherwise in this Draft Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company and development rights entered into by our Company other than in the normal course of business. For further details, please see chapter titled “*Restated Financial Statements*” beginning on page 141 of this Draft Prospectus.

Interest of Promoters in the Promotion of our Company

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

Interest of Promoters in the Property of our Company

Except as stated in the heading titled “*Properties*” under the chapter titled “*Our Business*” and “*Restated Financial Statements*” beginning on page 80 and 141 respectively, of this Draft Prospectus, our Promoter has confirmed that she does not have any interest in any property acquired by our Company within three years preceding the date of this Draft Prospectus or proposed to be acquired by our Company as on the date of this Draft Prospectus.

Further, other than as mentioned in the chapter titled “*Our Business*” beginning on page 80 of this Draft Prospectus our Promoters does not have any interest in any transactions in the acquisition of land, construction of any building or supply of any machinery.

Interest in our Company arising out of being a member of a firm or company

Our Promoters are not interested as member of a firm or company, and no sum has been paid or agreed to be paid to them or to such firm or company in cash or shares or otherwise by any person either to induce such person to become, or qualify them as a director, or otherwise for services rendered by him or by such firm or company in connection with the promotion or formation of our Company.

Interest in our Company other than as Promoters

Except as mentioned in this chapter and chapters titled “*Our Business*”, “*History and Certain Corporate Matters*”, “*Our Management*” and “*Restated Financial Statements*” beginning on pages 80, 116, 120 and 141, respectively, our Promoters does not have any other interest in our Company.

COMMON PURSUITS OF OUR PROMOTERS

Except as disclosed above, our Promoters are not involved with any ventures which are in the same line of activity or business as that of our Company.

BUSINESS INTERESTS

Our Promoters are not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to our Promoter or to such firm or company in cash or shares or otherwise by any person for services rendered by it or by such firm or company in connection with the promotion or formation of our Company.

Our Company has not entered into any contract, agreements or arrangements during the preceding two years from the date of filing of this Draft Prospectus or proposes to enter into any such contract in which our Promoters are directly or indirectly interested and no payments have been made to it in respect of the contracts, agreements or arrangements which are proposed to be made with it.

PAYMENTS OR BENEFITS TO THE PROMOTERS OR PROMOTER GROUP DURING THE LAST TWO YEARS

Except as stated in the chapter titled “*Restated Financial Statements*” beginning on page 141 of this Draft Prospectus, there has been no payment of benefits to our Promoter or Promoter Group during the two years preceding the date of this Draft Prospectus.

MATERIAL GUARANTEES

Except as stated in the chapter titled “*History and Certain Corporate Matters*” and “*Restated Financial Statements*” beginning on pages 116 and 141 of this Draft Prospectus, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Draft Prospectus.

OUR PROMOTER GROUP

Apart from our Promoters, as per Regulation 2(1)(pp) of the SEBI ICDR Regulations, the following individuals and entities shall form part of our Promoter Group:

A. Natural Persons who are Part of the Promoter Group

As per Regulation 2(1)(pp)(ii) of the SEBI ICDR Regulations, the following individuals form part of our Promoter Group:

Name of the Promoter	Name of the Relative	Relationship with the Promoter
Mr Anil Suresh Kapasi	Late Suresh Ujamshi Shah	Father
	Ms. Sharda Suresh Shah	Mother
	Ms. Hiral Anil Kapasi	Spouse
	-	Brother
	Ms. Hetal Vijay Shah	Sister

Name of the Promoter	Name of the Relative	Relationship with the Promoter
	Mr. Harsh Anil Kapasi	Son
	-	Daughters
	Mr. Bharat Jivanlal Shah	Spouse's Father
	Ms. Bhanuben Bharat Shah	Spouse's Mother
	Mr. Keyur Bharat Shah	Spouse's Brother
Mr. Umesh Anand Pangam	Ms. Sejal Saurabh Shah	Spouse's Sister
	Mr. Anand Dattaram Pangam	Father
	Ms. Asmita Anand Pangam	Mother
	Ms. Kirti Umesh Pangam	Spouse
	Mr. Aniruddh Anand Pangam	Brother
	Ms. Nandita Ashok More	Sister
	-	Son
	Ms. Rishika Umesh Pangam	Daughters
	Mr. Kamlakant Balkrishna Gawad	Spouse's Father
	Ms. Kalpa Kamlakant Gawad	Spouse's Mother
	Mr. Ninad Kamlakant Gawad	Spouse's Brother
	Ms. Ashwini Manoj Gawad	Spouse's Sister

B. Companies / Corporate Entities Forming Part of the Promoter Group

As per Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations, the following Companies/Trusts/ Partnership firms/HUFs or Sole Proprietorships are forming part of our Promoter Group.

Sr. No.	Name of Promoter Group Entity/Company
1.	Arihant Academy Ventures Private Limited
2.	Team Arihant Carmel Academy LLP
3.	Anil Suresh Kapasi HUF
4.	Arihant Foundation
5.	Alpha Infotech, Proprietorship of Mr. Keyur Bharat Shah

C. All persons whose shareholding is aggregated pursuant to Regulation 2(1)(pp)(v) of the SEBI ICDR Regulations for the purpose of disclosing in the Draft Prospectus under the heading "shareholding of the promoter group"

Sr. No.	Name
1.	Hiral Anil Kapasi
2.	Kirti Umesh Pangam
3.	Harsh Anil Kapasi
4.	Rishika Umesh Pangam
5.	Sharda Suresh Shah

SHAREHOLDING OF THE PROMOTER GROUP IN OUR COMPANY

For details of shareholding of members of our Promoter Group as on the date of this Draft Prospectus, please see the chapter titled "*Capital Structure*" beginning on page 57 of this Draft Prospectus

COMPANIES WITH WHICH THE PROMOTERS HAVE DISASSOCIATED IN THE LAST THREE YEARS

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

OUTSTANDING LITIGATIONS

There is no other outstanding litigation against our Promoters except as disclosed in the section titled "*Risk Factors*" and chapter titled "*Outstanding Litigations and Material Developments*" beginning on pages 22 and 156 respectively of this Draft Prospectus.

OUR GROUP COMPANY

The definition of ‘Group Companies’ as per the SEBI ICDR Regulations, shall include such companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which Financial Statements is disclosed, as covered under the applicable accounting standards, and also other companies as considered material by the board.

In terms of the SEBI ICDR Regulations and in terms of the policy of materiality defined by the Board pursuant to its resolution dated September 25, 2022 our Group Companies includes:

- (i) Those companies disclosed as related parties in accordance with Accounting Standard (“AS 18”) issued by the Institute of Chartered Accountants of India, during the period for which Financial Information is disclosed.
- (ii) All such companies which are deemed to be material by the Board of Directors.

Accordingly, based on the parameters outlined above, as on the date of this Draft Prospectus, our Board has identified **Arihant Academy Ventures Private Limited**, as the group company of our Company (“**Group Company**”).

DETAILS OF OUR GROUP COMPANY

ARIHANT ACADEMY VENTURES PRIVATE LIMITED

Arihant Academy Ventures Private Limited was incorporated on January 03, 2017 under the Companies Act, 2013. The Corporate Identification Number (CIN) of Arihant Academy Ventures Private Limited is U74999MH2017PTC289214 and the registered office is situated at Ground Floor, Triveni Sadan, Opp. Ambe Mata Temple, Carter Road No. 3, Borivali (East), Mumbai – 400 066, Maharashtra, India. Arihant Academy Ventures Private Limited is engaged in the business of providing coaching and training services to students.

Financial Performance

As required under the SEBI ICDR Regulations, Arihant Academy Ventures Private Limited shall host the financial information derived from the audited financial statements for the financial years ended 2022, 2021 and 2020 on the website of our Company since Arihant Academy Ventures Private Limited does not have a separate website. Such financial information is available at <https://arihantacademy.com/>.

OUTSTANDING LITIGATIONS

Other than as disclosed in “*Outstanding Litigations and Material Developments*” on page 156 of this Draft Prospectus, our Group Companies are not party to any litigation which may have material impact on our Company.

NATURE AND EXTENT OF INTEREST OF GROUP COMPANIES

Our Group Company do not have any interest in the promotion of our Company. Our Group Company are not interested in any property acquired by our Company in the three years preceding the filing of this Draft Prospectus or proposed to be acquired by our Company. Our Group Company are not interested in any transactions for acquisition of land, construction of building or supply of machinery.

COMMON PURSUITS BETWEEN OUR GROUP COMPANY AND OUR COMPANY

Our Group Company deals in similar business activities as that of our Company. As a result, conflicts of interests may arise in allocating business opportunities amongst our Company and in circumstances where our respective interests diverge. In addition, some of our directors are also directors on the boards of some of our group companies. These overlapping directorships could create conflicts of interest between us and the Promoters.

RELATED BUSINESS TRANSACTIONS WITHIN THE GROUP AND SIGNIFICANCE ON THE FINANCIAL PERFORMANCE OF OUR COMPANY

Other than the transactions disclosed in “*Annexure J(i), J(ii) & J(iii) - Restated Financial Statements*” beginning on page 141 there are no other business transactions between our Company and the Group Company which are significant to the financial performance of our Company.

BUSINESS INTERESTS OR OTHER INTERESTS

Except as disclosed in “*Annexure J(i), J(ii) & J(iii) - Restated Financial Statements*” beginning on page 141 our Group Company do not have any business interest in our Company.

OTHER CONFIRMATIONS

Our Group Company is not listed on any stock exchange. Our Group Company has not made any public or rights issue of securities in the preceding three years.

DIVIDEND POLICY

Under the Companies Act, 2013, our Company can pay dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders. The shareholders of our Company have the right to decrease, not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

There are no dividends declared by our Company since incorporation.

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion.

SECTION VII – FINANCIAL INFORMATION

RESTATED FINANCIAL STATEMENTS

Sr No.	Particulars	Page No
1.	Restated Consolidated Financial Statements	F-1 to F-28
2.	Restated Standalone Financial Statements	F-1 to F-29

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INDEPENDENT AUDITORS' REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION
(As required by Section 26 of Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014)

To,
The Board of Directors,
Arihant Academy Limited

Dear Sir,

We have examined the attached Restated Consolidated Audited Financial Information of Arihant Academy Limited along with its associated enterprises i.e. Arihant Academy Ventures Private Limited comprising the Restated Consolidated Audited Statement of Assets and Liabilities as at March 31, 2022, March 31, 2021, & March 31, 2020 the Restated Consolidated Audited Statement of Profit & Loss, the Restated Consolidated Audited Cash Flow Statement the financial year ended March 31, 2022, March 31, 2021 & March 31, 2020, the Consolidated Summary statement of Significant Accounting Policies and other explanatory Information (Collectively the Restated Consolidated Financial Information) as approved by the Board of Directors in their meeting held on September 25, 2022 for the purpose of inclusion in the Offer Document, prepared by the Company in connection with its Initial Public Offer of Equity Shares (IPO) and prepared in terms of the requirement of:-

- a) Section 26 & 28 of Part I of Chapter III of the Companies Act, 2013 as amended (the "Act");;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("ICDR Regulations") as amended (ICDR Regulations"); and related amendments / clarifications from time to time issued by the Securities and Exchange Board of India ("SEBI");
- c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India as amended from time to time. ("The Guidance Note").

The Company's Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the offer document to be filed with Stock Exchange, Securities and Exchange Board of India, and Registrar of Companies, Mumbai in connection with the proposed IPO. The Restated Consolidated Financial Information have been prepared by the management of the Company for the Financial year ended on March 31, 2022, March 31, 2021 & March 31, 2020 on the basis of preparation stated in ANNEXURE – D to the Restated Consolidated Financial Information. The Board of Directors of the company's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The board of directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

We have examined such Restated Consolidated Financial Information taking into consideration:

- a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated September 10, 2022 in connection with the proposed IPO of equity shares of the Company;
- b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
- c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and ,
- d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

These Restated Consolidated Financial Information have been compiled by the management from:

- a) Audited Consolidated financial statements of company as at and for the period ended for the financial year ended March 31, 2022, March 31, 2021 & March 31, 2020 prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India.

For the purpose of our examination, we have relied on:

- a) Auditors' Report issued by the statutory Auditor i.e. M/s Bhikhubhai H Shah & Company Dated September 15, 2022, for the Financial Year Ended on 31st March 2022, 31st March 2021 & 31st March 2020 respectively.

b) The audit were conducted by the Company's statutory auditor, and accordingly reliance has been placed on the statement of assets and liabilities and statements of profit and loss, the Significant Accounting Policies, and other explanatory information and (collectively, the Audited Financial Statement") examined by them for the said years.

The modification in restated financials were carried out based on the modified reports, if any, issued by statutory auditor which is giving rise to modifications on the financial statements as at and for the years ended March 31, 2022, March 31, 2021 and March 31, 2020. There is no qualification of statutory auditor for the Financial Statement of March 31, 2022, March 31, 2021 and 2020.

The audit reports on the financial statements were modified and included following matter(s) giving rise to modifications on the financial statements as at and for the period ended on March 31, 2022, March 31, 2021 & 2020.:-

- a) The Restated Consolidated Financial Information or Restated Consolidated Summary Financial Statement have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any;
- b) The Restated Consolidated Financial Information or Restated Consolidated Summary Financial Statement have been made after incorporating adjustments for prior period and other material amounts in the respective financial years/period to which they relate and there are no qualifications which require adjustments;
- c) Extra-ordinary items that needs to be disclosed separately in the accounts has been disclosed wherever required;
- d) There were no qualifications in the Audit Reports issued by M/s Bhikhubhai H Shah & Company for the Financial Year Ended March 31, 2022, March 31, 2021 and 2020 which would require adjustments in this Restated Consolidated Financial Statements of the Company;
- e) Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in ANNEXURE – D to this report;
- f) Adjustments in Restated Consolidated Financial Information or Restated Summary Financial Statement have been made in accordance with the correct accounting policies,
- g) There was no change in accounting policies, which needs to be adjusted in the Restated Consolidated Financial Information or Restated Summary Financial Statement;
- h) There are no revaluation reserves, which need to be disclosed separately in the Restated Consolidated Financial Information or Restated Summary Financial Statement.
- i) The company has not valued its obligation related to gratuity as per Accounting Standard 15, accordingly provision is not made in the Restated Consolidated Financials Statements
- j) The related party transaction for purchase & sales of services entered by the company are at arm's length.
- k) The Company has not paid any dividend since its incorporation.

In accordance with the requirements of Part I of Chapter III of Act including rules made there under, ICDR Regulations, Guidance Note and Engagement Letter, we report that:

- a) The "Restated Consolidated Statement of Assets and Liabilities" as set out in ANNEXURE – A to this report, of the Company as at & Financial Year Ended March 31, 2022, March 31, 2021 and 2020 is prepared by the Company and approved by the Board of Directors. These Restated Consolidated Summary Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Consolidated Significant Accounting Policies and Notes to Accounts as set out in ANNEXURE – D to this Report.

- b) The “Restated Consolidated Statement of Profit and Loss” as set out in ANNEXURE – B to this report, of the Company for Financial Year Ended March 31, 2022, March 31, 2021 and 2020 is prepared by the Company and approved by the Board of Directors. These Restated Consolidated Summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Consolidated Significant Accounting Policies and Notes to Accounts as set out in ANNEXURE – D to this Report.
- c) The “Restated Consolidated Statement of Cash Flow” as set out in ANNEXURE – C to this report, of the Company Financial Year Ended March 31, 2022, March 31, 2021 and 2020 is prepared by the Company and approved by the Board of Directors. These Consolidated Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Consolidated Significant Accounting Policies and Notes to Accounts as set out in ANNEXURE – D to this Report.

Audit for the financial year ended on March 31, 2022, 2021 & 2020 was conducted by Bhikhubhai H Shah & Company & Accordingly reliance has been placed on the financial statement examined by them for the said years. Financial Reports included for said years are solely based on report submitted by them.

We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company Financial Year Ended March 31, 2022, March 31, 2021, and 2020 proposed to be included in the Draft Prospectus / Prospectus (“Offer Document”) for the proposed IPO.

Restated Consolidated Statement of Share Capital, Reserves And Surplus	Annexure – A.1 & Annexure – A.2
Restated Consolidated Statement of Long Term Borrowing	Annexure – A.3
Restated Consolidated Statement of Short Term Borrowing	Annexure – A.4
Restated Consolidated Statement of Trade Payables	Annexure – A.5
Restated Consolidated Statement of Other Current Liabilities And Short Term Provisions	Annexure – A.6 & Annexure – A.7
Restated Consolidated Statement of Fixed Assets	Annexure – A.8
Restated Consolidated Statement of Non Current Investments	Annexure – A.9
Restated Consolidated Statement of Deferred Tax Assets(Liabilities)	Annexure – A.10
Restated Consolidated Statement of Other Non Current Assets	Annexure – A.11
Restated Consolidated Statement of Trade Receivables	Annexure – A.12
Restated Consolidated Statement of Cash & Cash Equivalents	Annexure – A.13
Restated Consolidated Statement of Short Term Loans & Advances	Annexure – A.14
Restated Consolidated Statement of Other Current Assets	Annexure – A.15
Restated Consolidated Statement of Revenue from Operations	Annexure – B.1
Restated Consolidated Statement of Other Income	Annexure – B.2
Restated Consolidated Statement of Employee Benefit Expenses	Annexure - B.3
Restated Consolidated Statement of Finance Cost	Annexure - B.4
Restated Consolidated Statement of Depreciation & Amortisation	Annexure - B.5
Restated Consolidated Statement of Other Expenses	Annexure – B.6
Restated Consolidated Statement of Deferred Tax Asset / Liabilities	Annexure – B.7
Material Adjustment to the Restated Financial	Annexure – E
Restated Consolidated Statement of Tax shelter	Annexure – F
Restated Consolidated Statement of Capitalization	Annexure – G
Restated Consolidated Statement of Contingent Liabilities	Annexure – H
Restated Consolidated Statement of Accounting Ratios	Annexure – I
Restated Consolidated Statement of related party transaction	Annexure – J

In our opinion and to the best of information and explanation provided to us, the Restated Consolidated Financial Information of the Company, read with significant accounting policies and notes to accounts as appearing in ANNEXURE – D are prepared after providing appropriate adjustments and regroupings as considered appropriate.

We, M/s. A Y & Company, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and hold a valid peer review certificate issued by the “Peer Review Board” of the ICAI.

The preparation and presentation of the Consolidated Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.

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.

We have no responsibility to update our report for events and circumstances occurring after the date of the report.

In our opinion, the above Consolidated Financial information contained in ANNEXURE – A to J of this report read with the respective Consolidated Significant Accounting Policies and Notes to Accounts as set out in ANNEXURE – D are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Companies Act, ICDR Regulations, Engagement Letter and Guidance Note.

Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the IPO-SME for Proposed Issue of Equity Shares of the Company and our report should not be used, referred to or distributed for any other purpose without our prior consent in writing.

For, M/s A Y & CO.
Chartered Accountants
Firm Registration Number: - 020829C
Peer Review No. –013225

CA Arpit Gupta
(Partner)
Membership No.421544
UDIN - 22421544AVDPYF6084
Date: 25.09.2022
Place: Jaipur

ARIHANT ACADEMY LIMITED
(FORMERLY KNOWN AS ARIHANT ACADEMY PRIVATE LIMITED)

ANNEXURE – A : RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(Rs. in Lakhs)

Sr. No.	Particulars	Note No.	As at 31st March		
			2022	2021	2020
A.	Equity and Liabilities				
1	Shareholders' Funds				
	Share Capital	A.1	1.00	1.00	1.00
	Reserves & Surplus	A.2	491.59	289.73	177.17
	Share application money pending allotment		-	-	-
2	Non-Current Liabilities				
	Long-Term Borrowings	A.3	7.66	27.58	48.98
	Other Non-Current Liabilities				-
	Long-Term Provisions		-	-	-
	Deferred Tax Liabilities (Net)		-	-	-
3	Current Liabilities				
	Short Term Borrowings	A.4	119.94	21.40	40.40
	Trade Payables :	A.5			
	(A) total outstanding dues of micro enterprises and small enterprises; and		-	-	-
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises.".]	A.5	16.12	12.36	12.78
	Other Current Liabilities	A.6	462.84	476.16	533.97
	Short Term Provisions	A.7	5.11	0.86	-
			604.02	510.79	587.15
			611.67	538.36	636.13
	Total		1,104.26	829.09	814.30
B.	Assets				
1	Non-Current Assets				
	Property, Plant and Equipment				
	Tangible Assets	A.8	267.04	290.66	317.20
	Intangible Assets		-	-	-
	Intangible Assets Under Development		-	-	-
	Non-Current Investments	A.9	0.10	0.10	0.10
	Deferred Tax Assets	A.10	24.31	23.50	21.54
	Long Term Loans & Advances				
	Other Non Current Assets	A.11	207.34	229.46	142.53
2	Current Assets				
	Current Investments		-	-	-
	Inventories		-	-	-
	Trade Receivables	A.12	0.00	72.33	162.57
	Cash and Cash Equivalents	A.13	308.52	53.83	37.01
	Short-Term Loans and Advances	A.14	208.08	98.60	20.74
	Other Current Assets	A.15	88.88	60.62	112.60
			605.47	285.38	332.93
	Total		1104.26	829.09	814.30

Note : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,B & C

ARIHANT ACADEMY LIMITED
(FORMERLY KNOWN AS ARIHANT ACADEMY PRIVATE LIMITED)

ANNEXURE – B : RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(Rs. in Lakhs)

Sr. No	Particulars	Note No.	For The Year Ended 31st March		
			2022	2021	2020
A.	Revenue:				
	Revenue from Operations	B.1	1520.67	1408.03	1920.60
	Other income	B.2	11.30	1.73	0.52
	Total revenue		1531.97	1409.77	1921.12
B.	Expenses:				
	Cost of Material Consumed		0.00	0.00	0.00
	Change in Inventories of WIP, Finished Goods & Stock in Trade		-	-	-
	Employees Benefit Expenses	B.3	366.43	332.94	562.25
	Finance costs	B.4	3.54	6.26	7.70
	Depreciation and Amortization	B.5	53.16	57.79	63.84
	Other expenses	B.6	839.09	861.28	1222.30
	Total Expenses		1262.21	1258.27	1856.09
	Profit before exceptional and extraordinary items and tax		269.76	151.50	65.03
	Exceptional Items		-	-	-
	Profit before extraordinary items and tax		269.76	151.50	65.03
	Extraordinary items		-	-	-
	Profit before tax		269.76	151.50	65.03
	Tax expense :				
	Current tax		68.70	40.90	19.16
	Deferred Tax	B.7	(0.80)	(1.96)	3.77
	Profit (Loss) for the period from continuing operations		201.86	112.56	42.09
	Earning per equity share in Rs.:				
	(1) Basic		4.57	2.55	0.95
	(2) Diluted		4.57	2.55	0.95

Note : The above statements should be read with the significant accounting policies and notes to restated summary, Statement of Balance Sheet and cash flows appearing in Annexure D,A&C.

ARIHANT ACADEMY LIMITED
(FORMERLY KNOWN AS ARIHANT ACADEMY PRIVATE LIMITED)

ANNEXURE – C: RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS

(Rs. in Lakhs)

Particulars	For The Year Ended 31st March		
	2022	2021	2020
A. CASH FLOW FROM OPERATING ACTIVITIES			
Profit/ (Loss) before tax	269.76	151.50	65.03
Adjustments for:			
Depreciation	53.16	57.79	63.84
Finance Cost	3.54	6.26	7.70
Interest Income	(7.84)	(0.78)	-
Operating profit before working capital changes	318.62	214.77	136.57
Movements in working capital :			
(Increase)/Decrease in Inventories	-	-	-
(Increase)/Decrease in Trade Receivables	72.33	90.25	(11.05)
(Increase)/Decrease in Loans & Advances	(109.48)	(77.86)	(4.91)
(Increase)/Decrease in Other Current Assets	(28.26)	51.99	252.88
Increase/(Decrease) in Trade Payables	3.76	(0.42)	(1.95)
Increase/(Decrease) in Other Current Liabilities	(13.33)	(57.81)	(360.88)
Cash generated from operations	243.64	220.92	10.67
Income tax paid during the year	64.45	40.04	19.49
Net cash from operating activities (A)	179.19	180.88	(8.82)
B. CASH FLOW FROM INVESTING ACTIVITIES			
Sale/(Purchase) of Investments	-	-	-
Interest Income	7.84	0.78	-
Purchase of Fixed Assets	(29.54)	(31.25)	(64.96)
Increase in Other Non Current Assets	22.11	(86.93)	(0.14)
Net cash from investing activities (B)	0.41	(117.41)	(65.11)
C. CASH FLOW FROM FINANCING ACTIVITIES			
Interest paid on borrowings	(3.54)	(6.26)	(7.70)
Proceeds/(Repayment) of Borrowings	78.62	(40.40)	(73.37)
Net cash from financing activities (C)	75.08	(46.66)	(81.08)
Net increase in cash and cash equivalents (A+B+C)	254.69	16.82	(155.00)
Cash and cash equivalents at the beginning of the year	53.83	37.01	192.02
Cash and cash equivalents at the end of the year	308.52	53.83	37.01
Cash & Cash Equivalent Comprises			
Cash in Hand	4.93	1.81	1.93
Balance With Bank in Current Accounts	303.58	52.02	35.09
Balance with Bank in Deposits Accounts	0.00	0.00	0.00

Note : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and Statement of Balance Sheet appearing in Annexure C, A & B.

CONSOLIDATED SUMMARY SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS
AS RESTATED

A. COMPANY INFORMATION

Our Company was originally incorporated under the name “*India Tutorials Private Limited*” under the provisions of the Companies Act, 1956 and Certificate of Incorporation was issued by the Registrar of Companies, Mumbai, Maharashtra on October 30, 2007. Subsequently, the name of our Company was changed to “*Arihant Academy Private Limited*” via Shareholders’ Resolution dated September 18, 2012 pursuant to which fresh Certificate of Incorporation dated October 31, 2012 was issued by Registrar of Companies, Mumbai, Maharashtra. Consequently, the status of the Company was changed to public limited and the name of our Company was changed to “*Arihant Academy Limited*” vide Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting of our Company held on September 09, 2022. The fresh certificate of incorporation consequent to conversion was issued on September 19, 2022 by the Registrar of Companies, Mumbai, Maharashtra. The Corporate Identification Number of our Company is U80903MH2007PLC175500.

SIGNIFICANT ACCOUNTING POLICIES

1. Principals of Consolidation:

Following Associate companies have been considered in the preparation of the consolidated financial statement as at reporting date 31.03.2022:

Name of the Entity	Relationship	% of Holding	Voting Power Either Directly or indirectly thought	Reporting date As at
Arihant Academy Ventures Private Limited	Associate	33.33	Directly	31.03.2022

* Our company has made disinvestment in Arihant Academy Ventures Private Limited on 22.09.2022 & same is ceases to be exist as subsidiary company as the date of signing of these Restated Financials

- The Profit of Associated Enterprises is merged directly with the standalone Profit & the value of investment is increased in that proportion
- In case of loss, the same is merged directly with the standalone profit & loss account only upto the value of investment. If the investment become NIL that we don’t recognize further losses of associated enterprises till the networth of the associated enterprises doesn’t become positive.

2. Accounting Convention

The financial statement are prepared under the historical cost convention on the “Accrual Concept” and Going Concern assumption of accountancy in accordance with the accounting principles generally accepted in India and comply with the accounting standards as prescribed by Companies (Accounting Standard) Rules, 2006 and with the relevant provisions of the Companies Act, 2013 and rules made there under.

3. Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities on the date of the financial statement and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in witch results are known/materialized.

4. Property, Plant and Equipment

Property, Plant and Equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises of all expenses incurred to bring the assets to its present location and condition. Borrowing cost directly attributable to the acquisition /construction are included in the cost of fixed assets. Adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

In case of new projects / expansion of existing projects, expenditure incurred during construction / preoperative period including interest and finance charge on specific / general purpose loans, prior to commencement of commercial production are capitalized. The same are allocated to the respective t on completion of construction / erection of the capital project / fixed assets.

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future economic benefits from the existing asset beyond its previously assessed standard of performance.

Capital assets (including expenditure incurred during the construction period) under erection / installation are stated in the Balance Sheet as "Capital Work in Progress."

5. Impairment of Assets

At each balance sheet date, the Company reviews the carrying amount of its fixed assets to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the assets and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the assets.

6. Depreciation

All fixed assets, except capital work in progress, are depreciated on WDV Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Depreciation on additions to / deletions from fixed assets made during the period is provided on pro-rata basis from / up to the date of such addition /deletion as the case may be.

7. Investments

Investments are classified into current investments and non-current investments. Current investments i.e. investments that are readily realizable and intended to be held for not more than a year valued at cost. Any permanent reduction in the carrying amount or any reversals of such, reductions are charged or credited to the Statement of Profit & loss Account.

Non-current investments are stated at cost. Provision for diminution in the value of these investments is made only if such decline is other than temporary, in the opinion of the management.

8. Inventories

The companies is the business of providing Services, so that there are no inventories held during the reporting periods.

9. Revenue Recognition

Revenue from the operations is recognized on generally accepted accounting principal and when it is earned and no significant uncertainty exists as to its ultimate collection and includes taxes, wherever applicable.

The capital gain on sale of investments if any are recognized on completion of transaction. No notional profit/loss are recognized on such investments.

Interest income is recognized on time proportion basis, when it is accrued and due for payment.

10. Borrowing Cost

Borrowing cost that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying assets is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

11. Employee Benefits

Short – term employee benefits are recognized as an expense at the undiscounted amount in the profit & loss account of the year in which the related service is rendered.

Post employment and other long term employee benefits are recognized as an expense in the profit & loss account for the year in which the liabilities are crystallized.

12. Taxes on Income

Income tax expenses for the year comprises of current tax and deferred tax. Current tax provision is determined on the basis of taxable income computed as per the provisions of the Income Tax Act. Deferred tax is recognized for all timing differences that are capable of reversal in one or more subsequent periods subject to conditions of prudence and by applying tax rates that have been substantively enacted by the balance sheet date.

13. Foreign Currency Translation

- a) Transaction denominated in foreign currencies are recorded at the exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the year end are restated at closing rate..
- b) Any exchange difference on account of settlement of foreign currency transaction and restatement of monetary assets and liabilities denominated in foreign currency is recognized in the statement of Profit & loss Account.

14. Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

B. NOTES ON ACCOUNTS

1. The financial statements including financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.

2. Segment Reporting

The Company at present is engaged in providing coaching services and parallel educational support vertical in the western suburbs of Mumbai for Class 8, 9 and 10 for both State Board and ICSE Board; Class 11 and 12 for commerce and science section which constitutes a single business segment. In view of above, primary and secondary reporting disclosures for business/ geographical segment as envisaged in AS –17 are not applicable to the Company.

3. Post Employment Benefits:

Company has not valued its obligation related to Gratuity as per AS-15

4. Provisions, Contingent Liabilities and Contingent Assets (AS 29)

Contingent liabilities and commitments (to the extent not provided for). There are no contingent liabilities as on March 31, 2022, 2021 & 2020 except as mentioned in Annexure-H, for any of the years covered by the statements.

5. Related Party Disclosure (AS 18)

Related party transactions are reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Annexure – J of the enclosed financial statements.

6. Accounting For Deferred Taxes on Income (AS 22)

(Rs. In Lakhs)

Particulars	As at 31st March		
	2022	2021	2020
WDV as per Companies Act, 2013 (A)	267.04	290.66	317.20
WDV as per Income tax Act, 1961 (B)	363.61	384.03	402.79
Difference in WDV (A-B)	(96.57)	(93.37)	(85.59)
Total Timing Difference	(96.57)	(93.37)	(85.59)
Deferred Tax (Asset)/ Liability '(C)	(24.31)	(23.50)	(21.54)
Resated Closing Balance of Deferred Tax (Asset)/ Liability	(24.31)	(23.50)	(21.54)
Deferred Tax (Assets)/ Liability as per Balance sheet of Previous Year	(23.50)	(21.54)	(25.31)
Deferred Tax (Assets)/ Liability charged to Profit & Loss	(0.80)	(1.96)	3.77

7. MATERIAL ADJUSTMENT TO THE RESTATED FINANCIAL STATEMENT

1 Material Regrouping:

Appropriate adjustments have been made in the Restated Financial Statements of Assets and Liabilities, Profit and Losses and Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities in order to bring them in line with the regroupings as per the audited financial statements of the company and the requirements of SEBI Regulations.

2. Material Adjustments:

The Summary of results of restatement made in the Audited Financial Statements for the respective period/years and its impact on the profit/ (loss) of the Company is as follows:

(Rs. In Lakhs)

Particulars	For The Year Ended March 31,		
	2022	2021	2020
(A) Net Profits as per audited financial statements (A)	200.79	112.62	42.81
Add/(Less) : Adjustments on account of -			
1) Difference on Account of Calculation in Provision for Income Tax	0.30	(0.00)	0.00
2) Difference on Account of Calculation in Deferred Tax	0.77	(0.06)	(0.71)
Total Adjustments (B)	1.07	(0.07)	(0.71)
Restated Profit/ (Loss) (A+B)	201.86	112.56	42.09

3. Notes on Material Adjustments pertaining to prior years

(1) Difference on Account of Calculation in Deferred Tax

Deferred tax is calculated on the difference of WDV as per Companies Act & income tax Act in Restated financials but in Audited financials the same has been calculated between difference of Depreciation. Further Deferred Tax has been calculated on Timing difference arises due to Provision for Gratuity which was not considered in Audited Financial Statements.

(2) Change in Provision for Current Tax

Since the Restated profit has been changed so that the Provision for current tax is also got changed.

Reconciliation Statement between Restated Reserve & Surplus affecting Equity due to Adjustment made in Restated Financial Statements:

(Rs. In Lakhs)

Particulars	For The Year Ended March 31,		
	2022	2021	2020
Equity Share Capital & Reserves & Surplus as per Audited financial Statement	492.90	292.11	179.48
Add/(Less) : Adjustments on account of change in Profit/Loss	0.29	(0.78)	(0.71)
Total Adjustments (B)	0.29	(0.78)	(0.71)
Equity Share Capital & Reserves & Surplus as per Restated Financial Statement	493.19	291.33	178.77

8. Trade Payable Ageing Summary

31.03.2022

Particulars	Outstanding for following periods from due date of payment / Invoice date				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	15.40	-	-	0.73	16.12
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-

31.03.2021

Particulars	Outstanding for following periods from due date of payment / Invoice date				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	11.63	-	-	0.73	12.36
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-

31.03.2020

Particulars	Outstanding for following periods from due date of payment / Invoice date				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	10.78	-	2.00	-	12.78
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-

9. Trade Receivable Ageing Summary

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
31.03.2022						
(i) Undisputed Trade Receivable – considered good	-	-	-	-	-	-
(ii) Undisputed Trade Receivable – considered doubtful	-	-	-	-	-	-

(iii) Disputed Trade Receivable – considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivable – considered doubtful	-	-	-	-	-	-
31.03.2021						
(i) Undisputed Trade Receivable – considered good	72.33	-	-	-	-	72.33
(ii) Undisputed Trade Receivable – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable – considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivable – considered doubtful	-	-	-	-	-	-
31.03.2020						
(i) Undisputed Trade Receivable – considered good	162.57	-	-	-	-	162.57
(ii) Undisputed Trade Receivable – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable – considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivable – considered doubtful	-	-	-	-	-	-

10. Restated Statement of Accounting Ratios:

S. No.	Particular	Numerator	March 31, 2022	March 31, 2021	March 31, 2020	Reason for Movements
		Denominator				
(a)	Current Ratio	Current Assets	1.00	0.56	0.57	This Ratio is increased due to increase in Current Assets
		Current Liabilities				
(b)	Debt-Equity Ratio	Debt	0.26	0.17	0.50	This Ratio is decreased in the year 2021 due to Decrease in Borrowings. Further the same has been increased in the year 2022 due to increase in borrowings.
		Equity				
(c)	Return on Equity Ratio	Profit After Tax	51.46%	47.89%	26.74%	This Ratio is increased in the year 2021 due to increase in Profitability.
		Average Shareholders Equity				
(d)	Trade Receivables turnover ratio (in times)	Net Credit Sales	42.05	11.99	12.23	This ratio is increased in the year 2022 due ot NIL Debtors as on 31.03.2022
		Average Trade Receivables				
(e)	Net capital turnover ratio (in times)	Turnover	1042.87	-6.25	-7.56	This Ratio is increased significantly due to increase in working capital during the year 2021-2022
		Total Working Capital				

(f)	Net profit ratio	Profit After Tax	13.27%	7.99%	2.19%	This Ratio is increased in due to increase in Profitability.
		Total Sales				
(g)	Return on Capital employed	Operating Profit	66.27	74.14	76.65	Reason for movement is not required as the movement is not more than 25%
		Total Capital Employed				
(h)	Return on investment.	Profit After Tax	69.43%	63.17%	30.80%	This Ratio is increased in due to increase in Profitability.
		Initial Value of Investments				

ANNEXURE - A.1 : Restated Consolidated Statement of Share Capital

(Rs. In Lakhs)

Particulars	As at 31st March		
	2022	2021	2020
Equity Share Capital			
Authorised Share Capital			
1,00,00,000 Equity Shares of Rs. 10 Each	1000.00	1000.00	1000.00
Total	1000.00	1000.00	1000.00
Issued, Subscribed & Fully Paid Up Share Capital			
10,000 Equity Shares of Rs. 10 Each	1.00	1.00	1.00
Total	1.00	1.00	1.00

Notes :

A.1.1 The Company has raised its Equity Share Capital from 10,000 Equity Shares to 44,20,000 Lakhs by way of Bonus issue in the ratio of 441:1 of 44,10,000 Equity shares of Face Value of Rs. 10 Each on August 23, 2022.

A.1.2 Right, Preferences and Restrictions attached to Shares :

The Company has one class of equity shares having a par value of Rs. 10/- per share. Each Shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion of their shareholding.

A.1.3

Particulars	As at 31st March		
	2022	2021	2020
Equity Shares			
Shares outstanding at the beginning of the year	10,000	10,000	10,000
Shares issued during the year	-	-	-
Share outstanding at the end of the year	10,000	10,000	10,000

ANNEXURE – A.2 : Restated Consolidated Statement of Reserves and Surplus

(Rs. In Lakhs)

Particulars	As at 31st March		
	2022	2021	2020
Reserves & Surplus			
I. Securities Premium			
Balance as at the beginning of the year	-	-	-
Addition during the year	-	-	-
Issued for Bonus Issue	-	-	-
Balance as at the end of the year	-	-	-
Balance in Statement of Profit & Loss			
Balance as at the beginning of the year	289.73	177.17	135.08
Add: Profit for the year	201.86	112.56	42.09
Less: Prior Period Items	-	-	-
Less : Bonus Shares Issued during the year	-	-	-
Balance as at the end of the year	491.59	289.73	177.17
Grand Total	491.59	289.73	177.17

Note A.2.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE – A.3 : Restated Consolidated Statement of Long Term Borrowings

Particulars	As at 31st March		
	2022	2021	2020
Secured:			
From Bank:	7.66	27.58	48.98
Unsecured:			
Loan from Bank/NBFC	-	-	-
Total	7.66	27.58	48.98

Note A.3.1: There were no re-schedulement or default in the repayment of loans taken by the Company.

Note A.3.2 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE – A.4 : Restated Consolidated Statement of Short Term Borrowings

(Rs. In Lakhs)

Particulars	As at 31st March		
	2022	2021	2020
Secured:			
From Bank	100.02	-	3.76
Unsecured			
From Others	0.00	-	17.22
Current Maturities of Long Term Debt	19.92	21.40	19.42
Total	119.94	21.40	40.40

Note A.4.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE – A.5 : Restated Consolidated Statement of Trade Payables

(Rs. In Lakhs)

Particulars	As at 31st March		
	2022	2021	2020
Trade Payables due to			
- Micro and Small Enterprises	-	-	-
- Others	-	-	-
- Promotor/Promotor Group	-	-	-
- Others	16.12	12.36	12.78
Total	16.12	12.36	12.78

Note A.5.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE – A.6 : Restated Consolidated Statement of Other Current Liabilities

(Rs. In Lakhs)

Particulars	As at 31st March		
	2022	2021	2020
Advance Coaching Fees Received	360.85	359.06	500.64
Provision for Expenses	101.99	117.11	33.33
Grand Total	462.84	476.16	533.97

Note A.6.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE – A.7 : Restated Consolidated Statement of Short Term Provisions

(Rs. In Lakhs)

Particulars	As at 31st March		
	2022	2021	2020
Provision for Income Tax	5.11	0.86	-
Grand Total	5.11	0.86	-

Note A.7.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE – A.9 : Restated Consolidated Statement of Non Current Investments

(Rs. In Lakhs)

Particulars	As at 31st March		
	2022	2021	2020
Other Investments	0.10	0.10	0.10
Grand Total	0.10	0.10	0.10

Note A.9.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash

ANNEXURE – A.10: Restated Consolidated Statement of Deferred Tax Assets/(Liabilities) (Net)

(Rs. In Lakhs)

Particulars	As at 31st March		
	2022	2021	2020
Deferred Tax Liability			
Related to Fixed Assets	-	-	-
Loss Carried forward	-	-	-
Total (a)	-	-	-
Deferred Tax Assets			
Related to Fixed Assets & Gratuity	24.31	23.50	21.54
Total (b)	24.31	23.50	21.54
[Net deferred tax asset/(liability)](b)-(a)	24.31	23.50	21.54

Note A.10.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE – A.11 : Restated Consolidated Statement of Other Non Current Assets

(Rs. In Lakhs)

Particulars	As at 31st March		
	2022	2021	2020
Deposits	207.34	229.46	142.53
Grand Total	207.34	229.46	142.53

Note A.11.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE – A.12 : Restated Consolidated Statement of Trade Receivables

(Rs. In Lakhs)

Particulars	As at 31st March		
	2022	2021	2020
Outstanding for a period exceeding six months (Unsecured and considered Good)			
From Directors/Promoters/Promoter Group/Associates/ Relatives of Directors/ Group Companies.	-	-	-
Others	-	-	-
Outstanding for a period not exceeding 6 months (Unsecured and considered Good)			
From Directors/Promoters/Promoter Group/Associates/ Relatives of Directors/ Group Companies.	-	-	-
Others	-	72.33	162.57
Grand Total	-	72.33	162.57

Note A.12.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE – A.13 : Restated Consolidated Statement of Cash and Bank Balances

(Rs. In Lakhs)

Particulars	As at 31st March		
	2022	2021	2020
Cash & Cash Equivalents			
Cash in hand	4.93	1.81	1.93
Balances with Banks:			
In Current Accounts	303.58	52.02	35.09
In Deposit Accounts			
Grand Total	308.52	53.83	37.01

Note A.13.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE – A.14 : Restated Consolidated Statement of Short Term Loans and Advances

(Rs. In Lakhs)

Particulars	As at 31st March		
	2022	2021	2020
Staff Advance	3.94	3.60	12.74
Other Advances	204.14	95.00	8.00
Grand Total	208.08	98.60	20.74

Note A.14.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE – A.15 : Restated Consolidated Statement of Other Current Assets

(Rs. In Lakhs)

Particulars	As at 31st March		
	2022	2021	2020
Prepaid Expenses	88.88	60.62	112.60
Grand Total	88.88	60.62	112.60

Note A.15.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE – B.1: Restated Consolidated Statement of Revenue from Operations

(Rs. In Lakhs)

Particulars	As at 31st March		
	2022	2021	2020
Revenue from operations	1520.67	1408.03	1,920.60
Revenue from operations	1520.67	1408.03	1920.60

Note B.1.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE – B.2 : Restated Consolidated Statement of Other Income

(Rs. In Lakhs)

Particulars	As at 31st March		
	2022	2021	2020
Interest Incomes	7.84	0.78	-
Other Incomes	3.46	0.96	0.52
Grand Total	11.30	1.73	0.52

Note B.2.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE – B.3 : Restated Consolidated Statement of Employee Benefit Expense

(Rs. In Lakhs)

Particulars	As at 31st March		
	2022	2021	2020
Salary Expenses	323.13	288.17	462.13
Staff Welfare	5.49	0.97	1.32
Director Remuneration	37.80	43.80	98.80
Grand Total	366.43	332.94	562.25

Note B.3.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE – B.4 : Restated Consolidated Statement of Finance costs

(Rs. In Lakhs)

Particulars	As at 31st March		
	2022	2020	2019
Interest on Borrowings	3.30	5.31	7.31
Bank Charges	0.24	0.95	0.39
Grand Total	3.54	6.26	7.70

Note B.4.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE – B.5 : Restated Consolidated Statement of Depreciation & Amortization

(Rs. In Lakhs)

Particulars	As at 31st March		
	2022	2020	2019
Depreciation	53.16	57.79	63.84
Grand Total	53.16	57.79	63.84

Note B.5.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE – B.6 : Restated Consolidated Statement of Other Expenses

(Rs. In Lakhs)

Particulars	As at 31st March		
	2022	2020	2019
Advertisement Expenses	30.83	29.78	39.93
Auditors Remuneration	3.00	3.00	3.00
Computer Expenses	20.85	8.78	6.29
Cowevance & Transport Expenses	3.94	2.23	4.87
Electricity Expenses	24.50	14.09	66.25
Entertainment Expenses	0.71	-	4.22
Examination Expenses	-	-	3.15
Housekeeping charges	2.29	1.65	2.15
Insurance charges	2.14	5.41	7.48
Internet Expenses	1.59	1.40	0.65
Legal Charges	7.81	19.64	3.61
Office Expenses	0.16	1.47	-
Paper Correction Expenses	11.85	8.58	17.80
Postage & Courier Charges	9.48	0.02	0.01
Printing & Stationary Expenses	11.08	26.93	18.59
Professional Charges	9.48	12.91	3.29
Professional Charges to Teachers	361.80	336.58	624.86
Repairs & Maintenance	19.69	47.62	14.67
Seminars & Function	3.17	2.65	6.78
Student ID Card	-	-	1.29
Student Bags	-	16.00	0.69
Student Books & Notes	87.55	88.95	66.49
Subject Coordination Expenses	2.10	1.95	1.10
Sundry Expenses	3.96	1.65	6.74
Supervision Charges	6.67	2.42	11.89
Telephone Expenses	3.96	4.78	5.84
Water Expenses	1.45	1.71	0.93
Zoom App Expenses	9.93	11.15	-
Rent Expenses	206.35	209.80	299.50
GST Demand	1.93	-	-
GST on Reverse Charge	-	-	0.20
Interest on Statutory Liabilities	0.30	0.11	0.00
Professional Tax	0.03	0.03	0.03
Grand Total	839.09	861.28	1,222.30

Note B.6.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE – B.7 : Restated Consolidated Statement of Deferred Tax (Assets)/Liabilities

(Rs. In Lakhs)

Particulars	As at 31st March		
	2022	2021	2020
WDV as per Companies Act, 2013 (A)	267.04	290.66	317.20
WDV as per Income tax Act, 1961 (B)	363.61	384.03	402.79
Difference in WDV (A-B)	(96.57)	(93.37)	(85.59)
Total Timing Difference	(96.57)	(93.37)	(85.59)
Deferred Tax (Asset)/ Liability (C)	(24.31)	(23.50)	(21.54)
Restated Closing Balance of Deferred Tax (Asset)/ Liability	(24.31)	(23.50)	(21.54)
Deferred Tax (Assets)/ Liability as per Balance sheet of Previous Year	(23.50)	(21.54)	(25.31)
Deferred Tax (Assets)/ Liability charged to Profit & Loss	(0.80)	(1.96)	3.77

Note B.7.1 : The above statements should be read with the significant accounting policies and notes to restated summary, statement of assets and

ANNEXURE – A.8 : Restated Consolidated Statement of Property, Plant and Equipment

As At 31.03.2022

Particulars	Gross Block			Accumulated Depreciation				Net Block		
	Balance as at 01st Apr 2021	Additions	Deletion/Sale	Balance as at 31st March 2022	Balance as at 01st Apr 2021	Depreciation charge for the period	Deletion-Sale/Loss	Balance as at 31st March 2022	Balance as at 01st Apr 2021	Balance as at 31st March 2022
A. Property Plant & Equipment										
Electrical Equipments	147.25	2.87	-	150.12	87.03	8.47	-	95.51	60.22	54.61
Furniture & Fixtures	536.00	5.45	-	541.45	344.12	34.79	-	378.92	191.87	162.53
Computers	58.48	18.28	-	76.75	48.22	5.68	-	53.90	10.25	22.85
Scooter	1.70	-	-	1.70	1.11	0.15	-	1.26	0.59	0.44
Projectors	6.97	0.76	-	7.72	4.45	0.40	-	4.86	2.52	2.87
Office Equipments	39.67	0.62	-	40.29	24.67	2.12	-	26.80	15.00	13.49
Mobile	15.24	1.57	-	16.81	5.03	1.53	-	6.57	10.21	10.25
Total (A)	805.31	29.54	-	834.85	514.65	53.16	-	567.80	290.66	267.04

As At 31.03.2021

Particulars	Gross Block			Accumulated Depreciation				Net Block		
	Balance as at 01st Apr 2020	Additions	Deletion/Sale	Balance as at 31 March 2021	Balance as at 01st Apr 2020	Depreciation charge for the period	Deletion-Sale/Loss	Balance as at 31 March 2021	Balance as at 01st Apr 2020	Balance as at 31 March 2021
A. Property Plant & Equipment										
Electrical Equipments	146.43	0.82	-	147.25	77.39	9.65	-	87.03	69.05	60.22
Furniture & Fixtures	514.18	21.82	-	536.00	305.45	38.68	-	344.12	208.73	191.87
Computers	55.49	2.98	-	58.48	42.85	5.38	-	48.22	12.65	10.25
Scooter	1.70	-	-	1.70	0.90	0.21	-	1.11	0.79	0.59
Projectors	6.97	-	-	6.97	4.05	0.41	-	4.45	2.92	2.52
Office Equipments	38.82	0.85	-	39.67	22.31	2.36	-	24.67	16.50	15.00
Mobile	10.47	4.78	-	15.24	3.92	1.11	-	5.03	6.55	10.21
Total (A)	774.05	31.25	-	805.31	456.86	57.79	-	514.65	317.20	290.66

As At 31.03.2020

Particulars	Gross Block			Accumulated Depreciation				Net Block		
	Balance as at 01st Apr 2019	Additions	Deletion/Sale	Balance as at 31 March 2020	Balance as at 01st Apr 2019	Depreciation charge for the period	Deletion-Sale/Loss	Balance as at 31 March 2020	Balance as at 01st Apr 2019	Balance as at 31 March 2020
A. Property Plant & Equipment										
Electrical Equipments	134.09	12.34	-	146.43	66.50	10.89	-	77.39	67.59	69.05
Furniture & Fixtures	476.74	37.44	-	514.18	262.40	43.05	-	305.45	214.34	208.73
Computers	46.22	9.28	-	55.49	37.15	5.70	-	42.85	9.07	12.65
Scooter	1.11	0.59	-	1.70	0.65	0.26	-	0.90	0.46	0.79
Projectors	6.84	0.13	-	6.97	3.58	0.47	-	4.05	3.26	2.92
Office Equipments	34.75	4.06	-	38.82	19.81	2.51	-	22.31	14.95	16.50
Mobile	9.35	1.12	-	10.47	2.94	0.98	-	3.92	6.41	6.55
Total (A)	709.09	64.96	-	774.05	393.02	63.84	-	456.86	316.07	317.20

A.1.4 Details of Shareholding more than 5% of the aggregate shares in the company

Name of Shareholder	31-Mar-22		31-Mar-21		31-Mar-20	
	Nos	% of Holding	Nos	% of Holding	Nos	% of Holding
Mr. Anil Kapasi	3,581	35.81%	3,581	35.81%	3,581	35.81%
Mr. Umesh Pangam	3,457	34.57%	3,457	34.57%	3,457	34.57%
Mr. Amit Mehrotra	-	0.00%	2,962	29.62%	2,962	29.62%
Mrs. Hiral Kapasi	1,204	12.04%	-	0.00%	-	0.00%
Mrs. Kirti Pangam	1,204	12.04%	-	0.00%	-	0.00%
Mr. Bhavesh Parmar	554	5.54%	-	0.00%	-	0.00%
Total	10000	100.00%	10000	100.00%	10000	100.00%

Note : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure A,B,C,D.

A.1.5 Shareholding of Promotors						
Name of Shareholder	31-Mar-22		31-Mar-21		31-Mar-20	
	Nos	% of Holding	Nos	% of Holding	Nos	% of Holding
Mr. Anil Kapasi	3,581	35.81%	3,581	35.81%	3,581	35.81%
Mr. Umesh Pangam	3,457	34.57%	3,457	34.57%	3,457	34.57%
Mr. Amit Mehrotra	-	0.00%	2,962	29.62%	2,962	29.62%

Note : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure

A.1.6 Change in Shareholding of Promotors						
Name of Shareholder	31-Mar-22		31-Mar-21		31-Mar-20	
	Nos	% of Holding	Nos	% of Holding	Nos	% of Holding
Mr. Anil Kapasi	-	-	-	-	-	-
Mr. Umesh Pangam	-	-	-	-	-	-
Mr. Amit Mehrotra	2,962	100	-	-	-	-

Note : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure

ANNEXURE – A.3.2 & A.3.5							
CONSOLIDATED STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS (Amount in Lacs)							
Name of Lender	Purpose	Sanctioned Amount	Securities offered	Rate of Interest	Re-Payment Schedule	Moratorium	Outstanding amount as on (as per Books) 31.03.2022
Kotak Mahindra Bank Limited	Term Loan	0.87	1. Flat no 604, 6th floor, Wing K, EktaBhoomi Garden 2, Rajendra Nagar, Off. Dattapada Road, Borivali east, Magathane, Mumbai 400066.Owned By Mr. Anil Suresh Kapasi, Mrs. Hiral Anil Kapasi and Mrs. Sharada Suresh Shah. 2. Flat no 605, 6th floor, Wing K, EktaBhoomi Garden 2 CHSL, Rajendra Nagar, Off. Dattapada Road, CTS No. 78A/1 to 12 of Village Magathane, Borivali (E), Mumbai - 400066 ,Owned By Mr. Anil Suresh Kapasi, Mrs. Hiral Anil Kapasi.3 Flat no 706, 7th floor, Wing B, Building No 4, Dheeraj Enclave, Siddharth Nagar, Off WE Hiihghway, Magathane, Borivali east, Mumbai 400101.owned By Mr. Umesh AnandPangam and Mrs. Kirti Umesh Pangam	RPRR+4.15%	Repayable in 6 EMI of Rs 16040	NIL	0.57
Kotak Mahindra Bank Limited	Term Loan	30.40	1. Flat no 604, 6th floor, Wing K, EktaBhoomi Garden 2, Rajendra Nagar, Off. Dattapada Road, Borivali east, Magathane, Mumbai 400066.Owned By Mr. Anil Suresh Kapasi, Mrs. Hiral Anil Kapasi and Mrs. Sharada Suresh Shah. 2. Flat no 605, 6th floor, Wing K, EktaBhoomi Garden 2 CHSL, Rajendra Nagar, Off. Dattapada Road, CTS No. 78A/1 to 12 of Village Magathane, Borivali (E), Mumbai - 400066 ,Owned By Mr. Anil Suresh Kapasi, Mrs. Hiral Anil Kapasi.3 Flat no 706, 7th floor, Wing B, Building No 4, Dheeraj Enclave, Siddharth Nagar, Off WE Hiihghway, Magathane, Borivali east, Mumbai 400101.owned By Mr. Umesh AnandPangam and Mrs. Kirti Umesh Pangam	RPRR+4.15%	Repayable in 17 EMI of Rs 188782.	NIL	27.01
Kotak Mahindra Bank Limited	Overdraft Limit	120.00	1. Flat no 604, 6th floor, Wing K, EktaBhoomi Garden 2, Rajendra Nagar, Off. Dattapada Road, Borivali east, Magathane, Mumbai 400066.Owned By Mr. Anil Suresh Kapasi, Mrs. Hiral Anil Kapasi and Mrs. Sharada Suresh Shah. 2. Flat no 605, 6th floor, Wing K, EktaBhoomi Garden 2 CHSL, Rajendra Nagar, Off. Dattapada Road, CTS No. 78A/1 to 12 of Village Magathane, Borivali (E), Mumbai - 400066 ,Owned By Mr. Anil Suresh Kapasi, Mrs. Hiral Anil Kapasi.3 Flat no 706, 7th floor, Wing B, Building No 4, Dheeraj Enclave, Siddharth Nagar, Off WE Hiihghway, Magathane, Borivali east, Mumbai 400101.owned By Mr. Umesh AnandPangam and Mrs. Kirti Umesh Pangam	RPRR+4.60%	Repayable/Renewable after 1 year	NIL	100.02
Total		151.27					127.60

Note : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE – E : STATEMENT OF MATERIAL ADJUSTMENT TO THE RESTATED CONSOLIDATED FINANCIAL STATEMENT

1 Material Regrouping

Appropriate adjustments have been made in the Restated Standalone Financial Statements of Assets and Liabilities, Profit and Losses and Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities in order to bring them in line with the regroupings as per the audited financial statements of the company and the requirements of SEBI Regulations.

2. Material Adjustments :

The Summary of results of restatement made in the Audited Financial Statements for the respective years and its impact on the profit/(loss) of the Company is as follows:

Particulars	For The Year Ended March 31,		
	2022	2021	2020
(A) Net Profits as per audited financial statements (A)	200.79	112.62	42.81
Add/(Less) : Adjustments on account of -			
1) Difference on Account of Calculation in Provision for Income Tax	0.30	(0.00)	0.00
2) Difference on Account of Calculation in Deferred Tax	0.77	(0.06)	(0.71)
Total Adjustments (B)	1.07	(0.07)	(0.71)
Restated Profit/ (Loss) (A+B)	201.86	112.56	42.09

3. Notes on Material Adjustments pertaining to prior years

(1) Difference on Account of Calculation in Deferred Tax

Deferred tax is calculated on the difference of WDV as per Companies Act & income tax Act in Restated financials but in Audited financials the same has been calculated between difference of Depreciation. Further Deferred Tax has been calculated on Timing difference arises due to Provision for Gratuity which was not considered in Audited Financial Statements

(2) Change in Provision for Current Tax

Since the Restated profit has been changed so that the Provision for current tax is also got changed

Reconciliation Statement between Restated Reserve & Surplus affecting Equity due to Adjustment made in Restated Financial Statement

Particulars	For The Year Ended March 31,		
	2022	2021	2020
Equity Share Capital & Reserves & Surplus as per Audited financial Statement	492.30	291.51	178.88
Add/(Less) : Adjustments on account of change in Profit/Loss	0.29	(0.78)	(0.71)
Total Adjustments (B)	0.29	(0.78)	(0.71)
Equity Share Capital & Reserves & Surplus as per Restated Financial Statement	492.59	290.73	178.17

ANNEXURE - F : RESTATED CONSOLIDATED STATEMENT OF TAX SHELTERS

Sr. No	Particulars	As at 31st March		
		2022	2021	2020
A	Restated Profit before tax	269.76	151.50	65.03
	Short Term Capital Gain at special rate	-	-	-
	Normal Corporate Tax Rates (%)	25.17%	25.17%	26.00%
	Short Term Capital Gain at special rate	-	-	-
	MAT Tax Rates (%)	15.60%	19.24%	19.24%
B	Tax thereon (including surcharge and education cess)			
	Tax on normal profits	67.90	38.13	16.91
	Short Term Capital Gain at special rate	-	-	-
	Total	67.90	38.13	16.91
	Adjustments:			
C	Permanent Differences			
	Deduction allowed under Income Tax Act	-	-	-
	Exempt Income	-	-	-
	Allowance of Expenses under the Income Tax Act Section 35	-	-	-
	Disallowance of Income under the Income Tax Act	-	-	-
	Disallowance of Expenses under the Income Tax Act	-	-	-
	Total Permanent Differences	-	-	-
D	Timing Differences			
	Difference between Depreciation as per Income tax, 1961 and Companies Act 2013	3.19	7.78	8.68
	Provision for Gratuity disallowed	-	-	-
	Expense disallowed u/s 43B	-	-	-
	Total Timing Differences	3.19	7.78	8.68
E	Net Adjustments E= (C+D)	3.19	7.78	8.68
F	Tax expense/(saving) thereon	0.80	1.96	2.26
G	Total Income/(loss) (A+E)	272.95	159.28	73.70
	Taxable Income/ (Loss) as per MAT	269.76	151.50	65.03
I	Income Tax as per normal provision	68.70	40.09	19.16
J	Income Tax under Minimum Alternative Tax under Section 115 JB of the Income Tax Act	42.08	29.15	12.51
	Net Tax Expenses (Higher of I,J)	68.70	40.09	19.16
K	Relief u/s 90/91		-	-
	Total Current Tax Expenses	68.70	40.09	19.16
L	Adjustment for Interest on income tax/ others	-	0.81	
	Total Current Tax Expenses	68.70	40.90	19.16

Note : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE - G : RESTATED CONSOLIDATED STATEMENT OF CAPITALISATION

(Rs. In Lakhs)

Sr. No	Particulars	Pre issue	Post issue
	Debts		
A	Long Term Debt*	7.66	7.66
B	Short Term Debt*	119.94	119.94
C	Total Debt	127.60	127.60
	Equity Shareholders Funds		
	Equity Share Capital#	1.00	**
	Reserves and Surplus	491.59	**
D	Total Equity	492.59	**
	Long Term Debt/ Equity Ratio (A/D)	0.02	**
	Total Debt/ Equity Ratio (C/D)	0.26	**
Notes :			
* The amounts are consider as outstanding as on 31.03.2022			
** Post Issue figures are not availabe since Issue Price is not yet finalized			

ANNEXURE - H : RESTATED STANDALONE STATEMENT OF CONTINGENT LIABILITIES
(Rs. In Lakhs)

Particulars	As at 31st March		
	2022	2021	2020
1. Bank Guarantee/ LC Discounting for which FDR margin money has been given to the bank as Security			
2. Capital Commitment	-	-	-
3. Income Tax Demand	31.54	-	-
4. TDS Demands	-	-	-
5. ESIC Demand	-	-	-
Total	31.54	-	-

ANNEXURE - I : RESTATED STANDALONE STATEMENT OF ACCOUNTING RATIOS

Particulars	As at 31st March		
	2022	2021	2020
Restated PAT as per P& L Account (Rs. in Lakhs)	201.86	112.56	42.09
EBITDA	326.46	215.55	136.57
Actual No. of Equity Shares outstanding at the end of the period	10,000	10,000	10,000
Weighted Average Number of Equity Shares at the end of the Period (Note -2)	44,20,000	44,20,000	44,20,000
Net Worth	492.59	290.73	178.17
Current Assets	605.47	285.38	332.93
Current Liabilities	604.02	510.79	587.15
Earnings Per Share			
Basic EPS (Pre Bonus)	2,018.61	1,125.56	420.94
Eps (Post Bonus)	4.57	2.55	0.95
			-
Return on Net Worth (%)	40.98%	38.72%	23.63%
Net Asset Value Per Share			
Pre Bonus	4925.89	2907.28	1781.71
Post Bonus	11.14	6.58	4.03
Current Ratio	1.00	0.56	0.57
EBITDA	326.46	215.55	136.57
Nominal Value per Equity share(Rs.)	10	10	10

* The Company does not have any diluted potential Equity Shares. Consequently the basic and diluted profit/earning per share of the company remain the same.

Notes :

- 1) The ratios have been calculated as below:
 - a) Basic Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Equity Shares outstanding during the year.
 - b) Diluted Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Diluted Potential Equity Shares outstanding during the year.
 - c) Return on Net Worth (%) = Restated PAT attributable to Equity Shareholders/ Net Worth X 100
 - d) Restated Net Asset Value per equity share (Rs.) = Restated Net Worth as at the end of the year/ Total Number of Equity Shares outstanding during the year.
- 2) Weighted Average Number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. Further, number of shares are after considering impact of the bonus shares issued on August 23, 2022
- 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) Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss)
- 5) The figures disclosed above are based on the Restated Financial Statements of the Company.

ANNEXURE - J(i) : RESTATED CONSOLIDATED STATEMENT OF RELATED PARTY DISCLOSURES

As required under Accounting Standard 18 "Related Party Disclosures" as notified pursuant to Company (Accounting Standard) Rules 2006, following are details of transactions during the year with related parties of the company as defined in AS 18.

i. List of Related Parties and Nature of Relationship :

Particulars	Name of Related Parties
a) Key Management Personnel's	Anil Suresh Kapasi
	Umesh Anand Pangam
	Harsh Anil Kapasi
	Amit Mehrotra
	Shirish Pandurang Kumbhar
b) Relative to KMP	Hiral Kapasi
	Harsh Kapasi
	Sejal Shah
	Anand Pangam
	Kirti Pangam
	Bharat Shah
	Sharda Shah
	Rishika Pangam
	Priyanka Mehrotra
	Asmita Pangam
Anushka Mehrotra	
c) Associate Entepersies	Arihant Academy Ventures Private Limited
	Team Arihan Carmel LLP
Note 1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.	

ANNEXURE - J(ii) - Transactions carried out with related parties referred to in (i) above, in ordinary course of business:

(Rs. In Lakhs)

Nature of Transactions	Name of Related Parties	As at March 31		
		2022	2021	2020
1. Director Remuneration	Amit Mehrotra	-	12.00	32.03
	Anil Suresh Kapasi	18.00	18.00	30.67
	Umesh Anand Pangam	19.80	13.80	36.11
Total		37.80	43.80	98.80
2. Salary	Hiral Kapasi	12.00	7.00	15.60
	Bharat Shah	-	-	6.00
	Sejal Shah	6.00	5.40	5.40
	Sharda Shah	-	-	9.00
	Anand pangam	4.20	4.20	4.20
	Asmita Pangam	-	-	1.44
	Rishika Pangam	3.00	-	-
	Priyanka Mehrotra	-	6.00	3.75
	Anushka Mehrotra	-	-	4.00
	Harsh Anil Kapasi	9.00	4.75	-
	Shirish Pandurang Kumbhar	7.11	4.87	9.11
3. Professional Fees	Kirti Pangam	7.20	6.00	12.00
4. Loans & Advances	Arihant Academy Ventures Private Limited			
	Opening Balance	72.33	70.84	58.17
	Add: Loan Granted During the Year	7.48	1.49	12.67
	Less: Load Received During the year	-	-	-
	Closing Balance	79.81	72.33	70.84
	Team Arihant Carmel Academy LLP			
	Opening Balance	-	0.22	-
	Add: Loan Granted During the Year	3.20	-	0.22
	Less: Load Received During the year	-	0.22	-
	Closing Balance	3.20	-	0.22

Note : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE - J(iii) - Outstanding Balance as at the end of the year				
(Rs. In Lakhs)				
	Particulars	31.03.2022	31.03.2021	31.03.2020
1. Receivables	Arihant Academy Ventures Private Limited	79.81	72.33	70.84
	Team Arihant Carmel Academy LLP	3.20	-	0.22
Total		83.00	72.33	71.06

Note : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

INDEPENDENT AUDITORS' REPORT ON RESTATED STANDALONE FINANCIAL INFORMATION
(As required by Section 26 of Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014)

To,
The Board of Directors,
Arihant Academy Limited

Dear Sir,

We have examined the attached Restated Standalone Audited Financial Information of Arihant Academy Limited comprising the Restated Standalone Audited Statement of Assets and Liabilities as at September 30, 2022, March 31, 2022, March 31, 2021, & March 31, 2020 the Restated Standalone Audited Statement of Profit & Loss, the Restated Standalone Audited Cash Flow Statement for the stub period ended on September 30, 2022 & financial year ended March 31, 2022, March 31, 2021 & March 31, 2020, the Standalone Summary statement of Significant Accounting Policies and other explanatory Information (Collectively the Restated Standalone Financial Information) as approved by the Board of Directors in their meeting held on November 26, 2022 for the purpose of inclusion in the Offer Document, prepared by the Company in connection with its Initial Public Offer of Equity Shares (IPO) and prepared in terms of the requirement of:-

- a) Section 26 & 28 of Part I of Chapter III of the Companies Act, 2013 as amended (the "Act");;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("ICDR Regulations") as amended (ICDR Regulations"); and related amendments / clarifications from time to time issued by the Securities and Exchange Board of India ("SEBI");
- c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India as amended from time to time. ("The Guidance Note").

The Company's Board of Directors is responsible for the preparation of the Restated Standalone Financial Information for the purpose of inclusion in the offer document to be filed with Stock Exchange, Securities and Exchange Board of India, and Registrar of Companies, Mumbai in connection with the proposed IPO. The Restated Standalone Financial Information have been prepared by the management of the Company for the stub period ended on September 30, 2022 & Financial year ended on March 31, 2022, March 31, 2021 & March 31, 2020 on the basis of preparation stated in ANNEXURE – D to the Restated Standalone Financial Information. The Board of Directors of the company's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Standalone Financial Information. The board of directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

We have examined such Restated Standalone Financial Information taking into consideration:

- a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated September 10, 2022 in connection with the proposed IPO of equity shares of the Company;
- b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
- c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and ,
- d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

These Restated Standalone Financial Information have been compiled by the management from:

- a) Audited Standalone financial statements of company as at and for the stub period ended on September 30, 2022 & for the financial year ended March 31, 2022, March 31, 2021 & March 31, 2020 prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India.

For the purpose of our examination, we have relied on:

a) Auditors' Report issued by the statutory Auditor i.e. M/s Bhikhubhai H Shah & Company Dated November 24, 2022, August 23, 2022, November 19, 2021 & December 13, 2020 for the stub period ended on September 30, 2022 & Financial Year Ended on 31st March 2022, 31st March 2021 & 31st March 2020 respectively.

b) The audit were conducted by the Company's statutory auditor, and accordingly reliance has been placed on the statement of assets and liabilities and statements of profit and loss, the Significant Accounting Policies, and other explanatory information and (collectively, the Audited Financial Statement") examined by them for the said years.

The modification in restated financials were carried out based on the modified reports, if any, issued by statutory auditor which is giving rise to modifications on the financial statements as at and for the stub period ended on September 30, 2022 & financial years ended March 31, 2022, March 31, 2021 and March 31, 2020. There is no qualification of statutory auditor for the Financial Statement of March 31, 2022, March 31, 2021 and 2020.

The audit reports on the financial statements were modified and included following matter(s) giving rise to modifications on the financial statements as at and for the period ended on September 30, 2022, March 31, 2022, March 31, 2021 & 2020.:-

- a) The Restated Standalone Financial Information or Restated Standalone Summary Financial Statement have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any;
- b) The Restated Standalone Financial Information or Restated Standalone Summary Financial Statement have been made after incorporating adjustments for prior period and other material amounts in the respective financial years/period to which they relate and there are no qualifications which require adjustments;
- c) Extra-ordinary items that needs to be disclosed separately in the accounts has been disclosed wherever required;
- d) There were no qualifications in the Audit Reports issued by M/s Bhikhubhai H Shah & Company for the Stub Period Ended on September 30, 2022 & Financial Year Ended March 31, 2022, March 31, 2021 and 2020 which would require adjustments in this Restated Standalone Financial Statements of the Company;
- e) Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in ANNEXURE – D to this report;
- f) Adjustments in Restated Standalone Financial Information or Restated Summary Financial Statement have been made in accordance with the correct accounting policies,
- g) There was no change in accounting policies, which needs to be adjusted in the Restated Standalone Financial Information or Restated Summary Financial Statement;
- h) There are no revaluation reserves, which need to be disclosed separately in the Restated Standalone Financial Information or Restated Summary Financial Statement.
- i) The company has not valued its obligation related to gratuity as per Accounting Standard 15, accordingly provision is not made in the Restated Standalone Financials Statements
- j) The related party transaction for purchase & sales of services entered by the company are at arm's length.
- k) The Company has not paid any dividend since its incorporation.

In accordance with the requirements of Part I of Chapter III of Act including rules made there under, ICDR Regulations, Guidance Note and Engagement Letter, we report that:

- a) The "Restated Standalone Statement of Assets and Liabilities" as set out in ANNEXURE – A to this report, of the Company as at sub period ended on September 30, 2022 & Financial Year Ended March 31, 2022, March 31, 2021 and 2020 is prepared by the Company and approved by the Board of Directors. These Restated Standalone Summary Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual

financial statements of the Company, as in our opinion were appropriate and more fully described in Standalone Significant Accounting Policies and Notes to Accounts as set out in ANNEXURE – D to this Report.

- b) The “Restated Standalone Statement of Profit and Loss” as set out in ANNEXURE – B to this report, of the Company for sub period ended on September 30, 2022 & Financial Year Ended March 31, 2022, March 31, 2021 and 2020 is prepared by the Company and approved by the Board of Directors. These Restated Standalone Summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Standalone Significant Accounting Policies and Notes to Accounts as set out in ANNEXURE – D to this Report.
- c) The “Restated Standalone Statement of Cash Flow” as set out in ANNEXURE – C to this report, of the Company as at sub period ended on September 30, 2022 & Financial Year Ended March 31, 2022, March 31, 2021 and 2020 is prepared by the Company and approved by the Board of Directors. These Standalone Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Standalone Significant Accounting Policies and Notes to Accounts as set out in ANNEXURE – D to this Report.

Audit for the stub period ended on September 30, 2022 & financial year ended on March 31, 2022, 2021 & 2020 was conducted by Bhikhubhai H Shah & Company & Accordingly reliance has been placed on the financial statement examined by them for the said years. Financial Reports included for said years are solely based on report submitted by them.

We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the sub period ended on September 30, 2022 & Financial Year Ended March 31, 2022, March 31, 2021, and 2020 proposed to be included in the Draft Prospectus / Prospectus (“Offer Document”) for the proposed IPO.

Restated Standalone Statement of Share Capital, Reserves And Surplus	Annexure – A.1 & Annexure – A.2
Restated Standalone Statement of Long Term Borrowing	Annexure – A.3
Restated Standalone Statement of Short Term Borrowing	Annexure – A.4
Restated Standalone Statement of Trade Payables	Annexure – A.5
Restated Standalone Statement of Other Current Liabilities And Short Term Provisions	Annexure – A.6 & Annexure – A.7
Restated Standalone Statement of Fixed Assets	Annexure – A.8
Restated Standalone Statement of Non Current Investments	Annexure – A.9
Restated Standalone Statement of Deferred Tax Assets(Liabilities)	Annexure – A.10
Restated Standalone Statement of Other Non Current Assets	Annexure – A.11
Restated Standalone Statement of Trade Receivables	Annexure – A.12
Restated Standalone Statement of Cash & Cash Equivalents	Annexure – A.13
Restated Standalone Statement of Short Term Loans & Advances	Annexure – A.14
Restated Standalone Statement of Other Current Assets	Annexure – A.15
Restated Standalone Statement of Revenue from Operations	Annexure – B.1
Restated Standalone Statement of Other Income	Annexure – B.2
Restated Standalone Statement of Employee Benefit Expenses	Annexure - B.3
Restated Standalone Statement of Finance Cost	Annexure - B.4
Restated Standalone Statement of Depreciation & Amortisation	Annexure - B.5
Restated Standalone Statement of Other Expenses	Annexure – B.6
Restated Standalone Statement of Deferred Tax Asset / Liabilities	Annexure – B.7
Material Adjustment to the Restated Financial	Annexure – E
Restated Standalone Statement of Tax shelter	Annexure – F
Restated Standalone Statement of Capitalization	Annexure – G
Restated Standalone Statement of Contingent Liabilities	Annexure – H
Restated Standalone Statement of Accounting Ratios	Annexure – I
Restated Standalone Statement of related party transaction	Annexure – J

In our opinion and to the best of information and explanation provided to us, the Restated Standalone Financial Information of the Company, read with significant accounting policies and notes to accounts as appearing in ANNEXURE – D are prepared after providing appropriate adjustments and regroupings as considered appropriate.

We, M/s. A Y & Company, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and hold a valid peer review certificate issued by the “Peer Review Board” of the ICAI.

The preparation and presentation of the Standalone Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.

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.

We have no responsibility to update our report for events and circumstances occurring after the date of the report.

In our opinion, the above Standalone Financial information contained in ANNEXURE – A to J of this report read with the respective Standalone Significant Accounting Policies and Notes to Accounts as set out in ANNEXURE – D are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Companies Act, ICDR Regulations, Engagement Letter and Guidance Note.

Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the IPO-SME for Proposed Issue of Equity Shares of the Company and our report should not be used, referred to or distributed for any other purpose without our prior consent in writing.

For, M/s A Y & CO.
Chartered Accountants
Firm Registration Number: - 020829C
Peer Review No. –013225

CA Arpit Gupta
(Partner)
Membership No.421544
UDIN - 22421544BEFQSW3919
Date: 26.11.2022
Place: Mumbai

ARIHANT ACADEMY LIMITED
(FORMERLY KNOWN AS ARIHANT ACADEMY PRIVATE LIMITED)

ANNEXURE – A : RESTATED STANDALONE STATEMENT OF ASSETS AND LIABILITIES

(Rs. in Lakhs)

Sr. No.	Particulars	Note No.	As At	As at 31st March		
			30.09.2022	2022	2021	2020
A.	Equity and Liabilities					
1	Shareholders' Funds					
	Share Capital	A.1	442.00	1.00	1.00	1.00
	Reserves & Surplus	A.2	193.64	492.19	290.33	177.77
	Share application money pending allotment		-	-	-	-
2	Non-Current Liabilities					
	Long-Term Borrowings	A.3	-	7.66	27.58	48.98
	Other Non-Current Liabilities					-
	Long-Term Provisions		-	-	-	-
	Deferred Tax Liabilities (Net)		-	-	-	-
3	Current Liabilities					
	Short Term Borrowings	A.4	66.60	119.94	21.40	40.40
	Trade Payables :	A.5				
	(A) total outstanding dues of micro enterprises and small enterprises; and		-	-	-	-
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises.".]	A.5	22.95	16.12	12.36	12.78
	Other Current Liabilities	A.6	516.47	462.84	476.16	533.97
	Short Term Provisions	A.7	2.89	5.11	0.86	-
	Total		1,244.55	1,104.86	829.69	814.90
B.	Assets					
1	Non-Current Assets					
	Property, Plant and Equipment					
	Tangible Assets	A.8	316.28	267.04	290.66	317.20
	Intangible Assets		-	-	-	-
	Intangible Assets Under Development					
	Non-Current Investments	A.9	-	0.70	0.70	0.70
	Deferred Tax Assets	A.10	24.83	24.31	23.50	21.54
	Long Term Loans & Advances					
	Other Non Current Assets	A.11	192.82	207.34	229.46	142.53
2	Current Assets					
	Current Investments		-	-	-	-
	Inventories		-	-	-	-
	Trade Receivables	A.12	0.00	0.00	72.33	162.57
	Cash and Cash Equivalents	A.13	284.60	308.52	53.83	37.01
	Short-Term Loans and Advances	A.14	328.19	208.08	98.60	20.74
	Other Current Assets	A.15	97.83	88.88	60.62	112.60
	Total		1244.55	1104.86	829.69	814.90

Note : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,B & C

ARIHANT ACADEMY LIMITED
(FORMERLY KNOWN AS ARIHANT ACADEMY PRIVATE LIMITED)

ANNEXURE – B : RESTATED STANDALONE STATEMENT OF PROFIT AND LOSS

(Rs. in Lakhs)

Sr. No	Particulars	Note No.	For the Stub period Ended on	For The Year Ended 31st March		
			30.09.2022	2022	2021	2020
A.	Revenue:					
	Revenue from Operations	B.1	1297.14	1520.67	1408.03	1920.60
	Other income	B.2	4.11	11.30	1.73	0.52
	Total revenue		1301.25	1531.97	1409.77	1921.12
B.	Expenses:					
	Cost of Material Consumed		0.00	0.00	0.00	0.00
	Change in Inventories of WIP, Finished Goods & Stock in Trade		-	-	-	-
	Employees Benefit Expenses	B.3	227.21	366.43	332.94	562.25
	Finance costs	B.4	1.36	3.54	6.26	7.70
	Depreciation and Amortization	B.5	30.44	53.16	57.79	63.84
	Other expenses	B.6	851.88	839.09	861.28	1222.30
	Total Expenses		1110.89	1262.21	1258.27	1856.09
	Profit before exceptional and extraordinary items and tax		190.36	269.76	151.50	65.03
	Exceptional Items		-	-	-	-
	Profit before extraordinary items and tax		190.36	269.76	151.50	65.03
	Extraordinary items		-	-	-	-
	Profit before tax		190.36	269.76	151.50	65.03
	Tax expense :					
	Current tax		48.43	68.70	40.90	19.16
	Deferred Tax	B.7	(0.52)	(0.80)	(1.96)	3.77
	Profit (Loss) for the period from continuing operations		142.45	201.86	112.56	42.09
	Earning per equity share in Rs.:					
	(1) Basic		3.22	4.57	2.55	0.95
	(2) Diluted		3.22	4.57	2.55	0.95

Note : The above statements should be read with the significant accounting policies and notes to restated summary, Statement of Balance Sheet and cash flows appearing in Annexure D,A&C.

ARIHANT ACADEMY LIMITED
(FORMERLY KNOWN AS ARIHANT ACADEMY PRIVATE LIMITED)

ANNEXURE – C: RESTATED STANDALONE STATEMENT OF CASH FLOWS

(Rs. in Lakhs)

Particulars	For the Stub period Ended on	For The Year Ended 31st March		
	30.09.2022	2022	2021	2020
A. CASH FLOW FROM OPERATING ACTIVITIES				
Profit/ (Loss) before tax	190.36	269.76	151.50	65.03
Adjustments for:				
Depreciation	30.44	53.16	57.79	63.84
Finance Cost	1.36	3.54	6.26	7.70
Interest Income	(3.65)	(7.84)	(0.78)	-
Operating profit before working capital changes	218.51	318.62	214.77	136.57
Movements in working capital :				
(Increase)/Decrease in Inventories	-	-	-	-
(Increase)/Decrease in Trade Receivables	-	72.33	90.25	(11.05)
(Increase)/Decrease in Loans & Advances	(120.11)	(109.48)	(77.86)	(4.91)
(Increase)/Decrease in Other Current Assets	(8.95)	(28.26)	51.99	252.88
Increase/(Decrease) in Trade Payables	6.83	3.76	(0.42)	(1.95)
Increase/(Decrease) in Other Current Liabilities	53.63	(13.33)	(57.81)	(360.88)
Cash generated from operations	149.91	243.64	220.92	10.67
Income tax paid during the year	50.66	64.45	40.04	19.49
Net cash from operating activities (A)	99.25	179.19	180.88	(8.82)
B. CASH FLOW FROM INVESTING ACTIVITIES				
Sale/(Purchase) of Investments	0.70	-	-	-
Interest Income	3.65	7.84	0.78	-
Purchase of Fixed Assets	(79.68)	(29.54)	(31.25)	(64.96)
Increase in Other Non Current Assets	14.52	22.11	(86.93)	(0.14)
Net cash from investing activities (B)	(60.81)	0.41	(117.41)	(65.11)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Interest paid on borrowings	(1.36)	(3.54)	(6.26)	(7.70)
Proceeds/(Repayment) of Borrowings	(61.00)	78.62	(40.40)	(73.37)
Net cash from financing activities (C)	(62.36)	75.08	(46.66)	(81.08)
Net increase in cash and cash equivalents (A+B+C)	(23.92)	254.69	16.82	(155.00)
Cash and cash equivalents at the beginning of the year	308.52	53.83	37.01	192.02
Cash and cash equivalents at the end of the year	284.60	308.52	53.83	37.01
Cash & Cash Equivalent Comprises				
Cash in Hand	69.19	4.93	1.81	1.93
Balance With Bank in Current Accounts	215.41	303.58	52.02	35.09
Balance with Bank in Deposits Accounts	0.00	0.00	0.00	0.00

Note : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and Statement of Balance Sheet appearing in Annexure C, A & B.

ANNEXURE – D

STANDALONE SUMMARY SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS AS RESTATED

A. COMPANY INFORMATION

Our Company was originally incorporated under the name “*India Tutorials Private Limited*” under the provisions of the Companies Act, 1956 and Certificate of Incorporation was issued by the Registrar of Companies, Mumbai, Maharashtra on October 30, 2007. Subsequently, the name of our Company was changed to “*Arihant Academy Private Limited*” via Shareholders’ Resolution dated September 18, 2012 pursuant to which fresh Certificate of Incorporation dated October 31, 2012 was issued by Registrar of Companies, Mumbai, Maharashtra. Consequently, the status of the Company was changed to public limited and the name of our Company was changed to “*Arihant Academy Limited*” vide Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting of our Company held on September 09, 2022. The fresh certificate of incorporation consequent to conversion was issued on September 19, 2022 by the Registrar of Companies, Mumbai, Maharashtra. The Corporate Identification Number of our Company is U80903MH2007PLC175500.

SIGNIFICANT ACCOUNTING POLICIES

1. Accounting Convention

The financial statement are prepared under the historical cost convention on the “Accrual Concept” and Going Concern assumption of accountancy in accordance with the accounting principles generally accepted in India and comply with the accounting standards as prescribed by Companies (Accounting Standard) Rules, 2006 and with the relevant provisions of the Companies Act, 2013 and rules made there under.

2. Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities on the date of the financial statement and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which results are known/materialized.

3. Property, Plant and Equipment

Property, Plant and Equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises of all expenses incurred to bring the assets to its present location and condition. Borrowing cost directly attributable to the acquisition /construction are included in the cost of fixed assets. Adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

In case of new projects / expansion of existing projects, expenditure incurred during construction / preoperative period including interest and finance charge on specific / general purpose loans, prior to commencement of commercial production are capitalized. The same are allocated to the respective t on completion of construction / erection of the capital project / fixed assets.

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future economic benefits from the existing asset beyond its previously assessed standard of performance.

Capital assets (including expenditure incurred during the construction period) under erection / installation are stated in the Balance Sheet as “Capital Work in Progress.”

4. Impairment of Assets

At each balance sheet date, the Company reviews the carrying amount of its fixed assets to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset’s net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the assets and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the assets.

5. Depreciation

All fixed assets, except capital work in progress, are depreciated on WDV Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Depreciation on additions to / deletions from fixed assets made during the period is provided on pro-rata basis from / up to the date of such addition /deletion as the case may be.

6. Investments

Investments are classified into current investments and non-current investments. Current investments i.e. investments that are readily realizable and intended to be held for not more than a year valued at cost. Any permanent reduction in the carrying amount or any reversals of such, reductions are charged or credited to the Statement of Profit & loss Account.

Non-current investments are stated at cost. Provision for diminution in the value of these investments is made only if such decline is other than temporary, in the opinion of the management.

7. Inventories

The companies is the business of providing Services, so that there are no inventories held during the reporting periods.

8. Revenue Recognition

Revenue from the operations is recognized on generally accepted accounting principal and when it is earned and no significant uncertainty exists as to its ultimate collection and includes taxes, wherever applicable.

The capital gain on sale of investments if any are recognized on completion of transaction. No notional profit/loss are recognized on such investments.

Interest income is recognized on time proportion basis, when it is accrued and due for payment.

9. Borrowing Cost

Borrowing cost that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying assets is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

10. Employee Benefits

Short – term employee benefits are recognized as an expense at the undiscounted amount in the profit & loss account of the year in which the related service is rendered.

Post employment and other long term employee benefits are recognized as an expense in the profit & loss account for the year in which the liabilities are crystallized.

11. Taxes on Income

Income tax expenses for the year comprises of current tax and deferred tax. Current tax provision is determined on the basis of taxable income computed as per the provisions of the Income Tax Act. Deferred tax is recognized for all timing differences that are capable of reversal in one or more subsequent periods subject to conditions of prudence and by applying tax rates that have been substantively enacted by the balance sheet date.

12. Foreign Currency Translation

- a) Transaction denominated in foreign currencies are recorded at the exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the year end are restated at closing rate..

- b) Any exchange difference on account of settlement of foreign currency transaction and restatement of monetary assets and liabilities denominated in foreign currency is recognized in the statement of Profit & loss Account.

13. Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

B. NOTES ON ACCOUNTS

1. The financial statements including financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.

2. Segment Reporting

The Company at present is engaged in providing coaching services and parallel educational support vertical in the western suburbs of Mumbai for Class 8, 9 and 10 for both State Board and ICSE Board; Class 11 and 12 for commerce and science section which constitutes a single business segment. In view of above, primary and secondary reporting disclosures for business/ geographical segment as envisaged in AS –17 are not applicable to the Company.

3. Post Employment Benefits:

Company has not valued its obligation related to Gratuity as per AS-15

4. Provisions, Contingent Liabilities and Contingent Assets (AS 29)

Contingent liabilities and commitments (to the extent not provided for). There are no contingent liabilities as on September 30, 2022, March 31, 2022, 2021 & 2020 except as mentioned in Annexure-H, for any of the years covered by the statements.

5. Related Party Disclosure (AS 18)

Related party transactions are reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Annexure – J of the enclosed financial statements.

6. Accounting For Deferred Taxes on Income (AS 22)

(Rs. In Lakhs)

Particulars	For the Stub period Ended on	As at 31st March		
	30.09.2022	2022	2021	2020
WDV as per Companies Act, 2013 (A)	316.28	267.04	290.66	317.20
WDV as per Income tax Act, 1961 (B)	414.92	363.61	384.03	402.79
Difference in WDV (A-B)	(98.64)	(96.57)	(93.37)	(85.59)
Total Timing Difference	(98.64)	(96.57)	(93.37)	(85.59)
Deferred Tax (Asset)/ Liability '(C)	(24.83)	(24.31)	(23.50)	(21.54)
Resated Closing Balance of Deferred Tax (Asset)/ Liability	(24.83)	(24.31)	(23.50)	(21.54)
Deferred Tax (Assets)/ Liability as per Balance sheet of Previous Year	(24.31)	(23.50)	(21.54)	(25.31)
Deferred Tax (Assets)/ Liability charged to Profit & Loss	(0.52)	(0.80)	(1.96)	3.77

7. MATERIAL ADJUSTMENT TO THE RESTATED FINANCIAL STATEMENT

1 Material Regrouping:

Appropriate adjustments have been made in the Restated Financial Statements of Assets and Liabilities, Profit and Losses and Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities in order to bring them in line with the regroupings as per the audited financial statements of the company and the requirements of SEBI Regulations.

2. Material Adjustments:

The Summary of results of restatement made in the Audited Financial Statements for the respective period/years and its impact on the profit/ (loss) of the Company is as follows:

(Rs. In Lakhs)

Particulars	For the Period Ended on	For The Year Ended March 31,		
	30.09.2022	2022	2021	2020
(A) Net Profits as per audited financial statements (A)	142.45	200.79	112.62	42.81
Add/(Less) : Adjustments on account of -				
1) Difference on Account of Calculation in Provision for Income Tax	(0.00)	0.30	(0.00)	0.00
2) Difference on Account of Calculation in Deferred Tax	0.00	0.77	(0.06)	(0.71)
Total Adjustments (B)	(0.00)	1.07	(0.07)	(0.71)
Restated Profit/ (Loss) (A+B)	142.45	201.86	112.56	42.09

3. Notes on Material Adjustments pertaining to prior years

(1) Difference on Account of Calculation in Deferred Tax

Deferred tax is calculated on the difference of WDV as per Companies Act & income tax Act in Restated financials but in Audited financials the same has been calculated between difference of Depreciation. Further Deferred Tax has been calculated on Timing difference arises due to Provision for Gratuity which was not considered in Audited Financial Statements.

(2) Change in Provision for Current Tax

Since the Restated profit has been changed so that the Provision for current tax is also got changed.

Reconciliation Statement between Restated Reserve & Surplus affecting Equity due to Adjustment made in Restated Financial Statements:

(Rs. In Lakhs)

Particulars	For the Period Ended on	For The Year Ended March 31,		
	30.09.2022	2022	2021	2020
Equity Share Capital & Reserves & Surplus as per Audited financial Statement	635.35	492.90	292.11	179.48
Add/(Less) : Adjustments on account of change in Profit/Loss	0.29	0.29	(0.78)	(0.71)
Total Adjustments (B)	0.29	0.29	(0.78)	(0.71)
Equity Share Capital & Reserves & Surplus as per Restated Financial Statement	635.64	493.19	291.33	178.77

8. Trade Payable Ageing Summary

30.09.2022

Particulars	Outstanding for following periods from due date of payment / Invoice date				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	22.16			0.79	22.95
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-

31.03.2022

Particulars	Outstanding for following periods from due date of payment / Invoice date				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	15.40			0.73	16.12
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-

31.03.2021

Particulars	Outstanding for following periods from due date of payment / Invoice date				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	11.63	-	-	0.73	12.36
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-

31.03.2020

Particulars	Outstanding for following periods from due date of payment / Invoice date				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	10.78	-	2.00	-	12.78
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-

9. Trade Receivable Ageing Summary

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
30.09.2022						
(i) Undisputed Trade Receivable – considered good	-	-	-	-	-	-

(ii) Undisputed Trade Receivable – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable – considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivable – considered doubtful	-	-	-	-	-	-
31.03.2022						
(i) Undisputed Trade Receivable – considered good	-	-	-	-	-	-
(ii) Undisputed Trade Receivable – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable – considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivable – considered doubtful	-	-	-	-	-	-
31.03.2021						
(i) Undisputed Trade Receivable – considered good	72.33	-	-	-	-	72.33
(ii) Undisputed Trade Receivable – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable – considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivable – considered doubtful	-	-	-	-	-	-
31.03.2020						
(i) Undisputed Trade Receivable – considered good	162.57	-	-	-	-	162.57
(ii) Undisputed Trade Receivable – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable – considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivable – considered doubtful	-	-	-	-	-	-

10. Restated Statement of Accounting Ratios:

S. No.	Particular	Numerator	September 30	March 31,	March 31,	March 31,	Reason for Movements
		Denominator	2022	2022	2021	2020	
(a)	Current Ratio	Current Assets	1.17	1.00	0.56	0.57	This Ratio is increased due to increase in Current Assets
		Current Liabilities					
(b)	Debt-Equity Ratio	Debt	0.10	0.26	0.17	0.50	This Ratio is decreased in the year 2021 due to Decrease in Borrowings. Further the same has been increased in the year 2022 due to increase in borrowings. The ratio has been decreased as
		Equity					

							on 30.09.2022 due to repayment of debts
(c)	Return on Equity Ratio	Profit After Tax	25.24%	51.46%	47.89%	26.69%	This Ratio is increased in the year 2021 due to increase in Profitability. & the same has been decreased as on 30.09.2022 due to decreased profits with higher Equity
		Average Shareholders Equity					
(d)	Trade Receivables turnover ratio (in times)	Net Credit Sales	0.00	42.05	11.99	12.23	This ratio is increased in the year 2022 due to NIL Debtors as on 31.03.2022
		Average Trade Receivables					
(e)	Net capital turnover ratio (in times)	Turnover	12.75	1042.87	-6.25	-7.56	This Ratio is increased significantly due to increase in working capital during the year 2021-2022 & the same has been decreased as on 30.09.2022 due to increased Working Capital
		Total Working Capital					
(f)	Net profit ratio	Profit After Tax	10.98%	13.27%	7.99%	2.19%	This Ratio is increased in due to increase in Profitability. Further the same has been decreased as on 30.09.2022 due to lower profits
		Total Sales					
(g)	Return on Capital employed	Operating Profit	34.95	66.19	73.99	76.39	Reason for movement is not required as the movement is not more than 25%. Further the same has been decreased as on 30.09.2022 due to lower profits
		Total Capital Employed					
(h)	Return on investment.	Profit After Tax	28.88%	69.29%	62.96%	30.80%	This Ratio is increased in due to increase in Profitability. Further the same has been decreased as on 30.09.2022 due to lower profits
		Initial Value of Investments					

ANNEXURE - A.1 : Restated Standalone Statement of Share Capital
(Rs. In Lakhs)

Particulars	As At	As at 31st March		
	30.09.2022	2022	2021	2020
Equity Share Capital				
Authorised Share Capital				
1,00,00,000 Equity Shares of Rs. 10 Each	1000.00	1000.00	1000.00	1000.00
Total	1000.00	1000.00	1000.00	1000.00
Issued, Subscribed & Fully Paid Up Share Capital				
10,000 Equity Shares of Rs. 10 Each	442.00	1.00	1.00	1.00
Total	442.00	1.00	1.00	1.00

Notes :

A.1.1 The Company has raised its Equity Share Capital from 10,000 Equity Shares to 44,20,000 Lakhs by way of Bonus issue in the ratio of 441:1 of 44,10,000 Equity shares of Face Value of Rs. 10 Each on August 23, 2022.

A.1.2 Right, Preferences and Restrictions attached to Shares :

The Company has one class of equity shares having a par value of Rs. 10/- per share. Each Shareholder is eligible for on vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion of their shareholding.

A.1.3

Particulars	As At	As at 31st March		
	30.09.2022	2022	2021	2020
Equity Shares				
Shares outstanding at the beginning of the year	10,000	10,000	10,000	10,000
Shares issued during the year	4410000	-	-	-
Share outstanding at the end of the year	44,20,000	10,000	10,000	10,000

ANNEXURE – A.2 : Restated Standalone Statement of Reserves and Surplus
(Rs. In Lakhs)

Particulars	As At	As at 31st March		
	30.09.2022	2022	2021	2020
Reserves & Surplus				
I. Securities Premium				
Balance as at the beginning of the year		-	-	-
Addition during the year		-	-	-
Issued for Bonus Issue				
Balance as at the end of the year		-	-	-
Balance in Statement of Profit & Loss				
Balance as at the beginning of the year	492.19	290.33	177.77	135.68
Add: Profit for the year	142.45	201.86	112.56	42.09
Less: Prior Period Items	-	-	-	-
Less : Bonus Shares Issued during the year	441.00	-	-	-
Balance as at the end of the year	193.64	492.19	290.33	177.77
Grand Total	193.64	492.19	290.33	177.77

Note A.2.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D.A.B.C.

ANNEXURE – A.3 : Restated Standalone Statement of Long Term Borrowings

Particulars	As At	As at 31st March		
	30.09.2022	2022	2021	2020
Secured:				
From Bank:	-	7.66	27.58	48.98
Unsecured:				
Loan from Bank/NBFC	-	-	-	-
Total	-	7.66	27.58	48.98

Note A.3.1: There were no re-schedulement or default in the repayment of loans taken by the Company.

Note A.3.2 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D.A.B.C.

ANNEXURE – A.4 : Restated Standalone Statement of Short Term Borrowings

(Rs. In Lakhs)

Particulars	As At	As at 31st March		
	30.09.2022	2022	2021	2020
Secured:				
From Bank	49.98	100.02	-	3.76
Unsecured				
From Others	0.00	0.00	-	17.22
Current Maturities of Long Term Debt	16.62	19.92	21.40	19.42
Total	66.60	119.94	21.40	40.40

Note A.4.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE – A.5 : Restated Standalone Statement of Trade Payables

(Rs. In Lakhs)

Particulars	As At	As at 31st March		
	30.09.2022	2022	2021	2020
Trade Payables due to				
- Micro and Small Enterprises		-	-	-
- Others				
- Promotor/Promotor Group		-	-	-
- Others	22.95	16.12	12.36	12.78
Total	22.95	16.12	12.36	12.78

Note A.5.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE – A.6 : Restated Standalone Statement of Other Current Liabilities

(Rs. In Lakhs)

Particulars	As At	As at 31st March		
	30.09.2022	2022	2021	2020
Advance Coaching Fees Received	413.86	360.85	359.06	500.64
Provision for Expenses	102.61	101.99	117.11	33.33
Grand Total	516.47	462.84	476.16	533.97

Note A.6.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE – A.7 : Restated Standalone Statement of Short Term Provisions

(Rs. In Lakhs)

Particulars	As At	As at 31st March		
	30.09.2022	2022	2021	2020
Provision for Income Tax	2.89	5.11	0.86	-
Grand Total	2.89	5.11	0.86	-

Note A.7.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE – A.9 : Restated Standalone Statement of Non Current Investments

(Rs. In Lakhs)

Particulars	As At	As at 31st March		
	30.09.2022	2022	2021	2020
Investment in Associates	-	0.60	0.60	0.60
Other Investments	-	0.10	0.10	0.10
Grand Total	-	0.70	0.70	0.70

Note A.9.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure

ANNEXURE – A.10: Restated Standalone Statement of Deferred Tax Assets/(Liabilities) (Net)

(Rs. In Lakhs)

Particulars	As At	As at 31st March		
	30.09.2022	2022	2021	2020
Deferred Tax Liability				
Related to Fixed Assets		-	-	-
Loss Carried forward		-	-	-
<i>Total (a)</i>		-	-	-
Deferred Tax Assets				
Related to Fixed Assets & Gratuity	24.83	24.31	23.50	21.54
<i>Total (b)</i>	24.83	24.31	23.50	21.54
<i>Net deferred tax asset/(liability){(b)-(a)}</i>	24.83	24.31	23.50	21.54

Note A.10.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE – A.11 : Restated Standalone Statement of Other Non Current Assets

(Rs. In Lakhs)

Particulars	As At	As at 31st March		
	30.09.2022	2022	2021	2020
Deposits	192.82	207.34	229.46	142.53
Grand Total	192.82	207.34	229.46	142.53

Note A.11.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE – A.12 : Restated Standalone Statement of Trade Receivables

(Rs. In Lakhs)

Particulars	As At	As at 31st March		
	30.09.2022	2022	2021	2020
Outstanding for a period exceeding six months (Unsecured and considered Good)				
From Directors/Promoters/Promoter Group/Associates/ Relatives of Directors/ Group Companies.		-	-	-
Others		-	-	-
Outstanding for a period not exceeding 6 months (Unsecured and considered Good)				
From Directors/Promoters/Promoter Group/Associates/ Relatives of Directors/ Group Companies.	-	-	-	-
Others	-	-	72.33	162.57
Grand Total	-	-	72.33	162.57

Note A.12.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE – A.13 : Restated Standalone Statement of Cash and Bank Balances
(Rs. In Lakhs)

Particulars	As At	As at 31st March		
	30.09.2022	2022	2021	2020
Cash & Cash Equivalents				
Cash in hand	69.19	4.93	1.81	1.93
Balances with Banks:				
In Current Accounts	215.41	303.58	52.02	35.09
In Deposit Accounts				
Grand Total	284.60	308.52	53.83	37.01

Note A.13.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D.A.B.C..

ANNEXURE – A.14 : Restated Standalone Statement of Short Term Loans and Advances
(Rs. In Lakhs)

Particulars	As At	As at 31st March		
	30.09.2022	2022	2021	2020
Staff Advance	4.55	3.94	3.60	12.74
Other Advances	323.64	204.14	95.00	8.00
Grand Total	328.19	208.08	98.60	20.74

Note A.14.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D.A.B.C..

ANNEXURE – A.15 : Restated Standalone Statement of Other Current Assets
(Rs. In Lakhs)

Particulars	As At	As at 31st March		
	30.09.2022	2022	2021	2020
Prepaid Expenses	97.83	88.88	60.62	112.60
Grand Total	97.83	88.88	60.62	112.60

Note A.15.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D.A.B.C..

ANNEXURE – B.1: Restated Standalone Statement of Revenue from Operations
(Rs. In Lakhs)

Particulars	For the Stub period Ended on	As at 31st March		
	30.09.2022	2022	2021	2020
Revenue from operations	1297.14	1520.67	1408.03	1,920.60
Revenue from operations	1297.14	1520.67	1408.03	1920.60

Note B.1.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D.A.B.C..

ANNEXURE – B.2 : Restated Standalone Statement of Other Income
(Rs. In Lakhs)

Particulars	For the Stub period Ended on	As at 31st March		
	30.09.2022	2022	2021	2020
Interest Incomes	3.65	7.84	0.78	-
Other Incomes	0.44	3.46	0.96	0.52
Profit on Sale of Investments	0.02	-	-	-
Grand Total	4.11	11.30	1.73	0.52

Note B.2.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D.A.B.C..

ANNEXURE – B.3 : Restated Standalone Statement of Employee Benefit Expense
(Rs. In Lakhs)

Particulars	For the Stub period Ended on		As at 31st March	
	30.09.2022	2022	2021	2020
Salary Expenses	197.88	323.13	288.17	462.13
Staff Welfare	1.73	5.49	0.97	1.32
Director Remuneration	27.60	37.80	43.80	98.80
Grand Total	227.21	366.43	332.94	562.25

Note B.3.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D.A.B.C.

ANNEXURE – B.4 : Restated Standalone Statement of Finance costs
(Rs. In Lakhs)

Particulars	For the Stub period Ended on		As at 31st March	
	30.09.2022	2022	2020	2019
Interest on Borrowings	1.08	3.30	5.31	7.31
Bank Charges	0.28	0.24	0.95	0.39
Grand Total	1.36	3.54	6.26	7.70

Note B.4.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D.A.B.C.

ANNEXURE – B.5 : Restated Standalone Statement of Depreciation & Amortization
(Rs. In Lakhs)

Particulars	For the Stub period Ended on		As at 31st March	
	30.09.2022	2022	2020	2019
Depreciation	30.44	53.16	57.79	63.84
Grand Total	30.44	53.16	57.79	63.84

Note B.5.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D.A.B.C.

ANNEXURE – B.6 : Restated Standalone Statement of Other Expenses
(Rs. In Lakhs)

Particulars	For the Stub period Ended on		As at 31st March	
	30.09.2022	2022	2020	2019
Advertisement Expenses	43.57	30.83	29.78	39.93
Auditors Remuneration	1.00	3.00	3.00	3.00
Brokerage & Commission	2.85	-	-	-
Computer Expenses	15.09	20.85	8.78	6.29
Coveyance & Transport Expenses	3.12	3.94	2.23	4.87
Electricity Expenses	33.74	24.50	14.09	66.25
Entertainment Expenses	35.16	0.71	-	4.22
Examination Expenses	-	-	-	3.15
Housekeeping charges	2.23	2.29	1.65	2.15
Insurance charges	0.02	2.14	5.41	7.48
Internet Expenses	1.24	1.59	1.40	0.65
Legal Charges	3.95	7.81	19.64	3.61
Office Expenses	0.97	0.16	1.47	-
Paper Correction Expenses	4.65	11.85	8.58	17.80
Postage & Courier Charges	-	-	0.02	0.01
Printing & Stationary Expenses	11.93	11.08	26.93	18.59
Professional Charges	0.22	9.48	12.91	3.29
Professional Charges to Teachers	371.95	361.80	336.58	624.86
Repairs & Maintenance	26.24	19.69	47.62	14.67
Seminars & Function	26.45	3.17	2.65	6.78
Student ID Card	-	-	-	1.29
Student Bags	8.56	-	16.00	0.69
Student Books & Notes	83.70	87.55	88.95	66.49
Subject Cordination Expenses	0.35	2.10	1.95	1.10
Sundry Expenses	3.54	3.96	1.65	6.74
Supervision Charges	4.58	6.67	2.42	11.89
Telephone Expenses	2.14	3.96	4.78	5.84
Water Expenses	1.59	1.45	1.71	0.93
Zoom App Expenses	4.41	9.93	11.15	-
Rent Expenses	158.03	206.35	209.80	299.50
GST Demand	0.52	1.93	-	-
GST on Reverse Charge	-	-	-	0.20
Interest on Statutory Liabilities	0.04	0.30	0.11	0.00
Professional Tax	0.03	0.03	0.03	0.03
Grand Total	851.88	839.09	861.28	1,222.30

Note B.6.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D.A.B.C.

ANNEXURE – B.7 : Restated Standalone Statement of Deferred Tax (Assets)/Liabilities
(Rs. In Lakhs)

Particulars	For the Stub period Ended on		As at 31st March	
	30.09.2022	2022	2021	2020
WDV as per Companies Act, 2013 (A)	316.28	267.04	290.66	317.20
WDV as per Income tax Act, 1961 (B)	414.92	363.61	384.03	402.79
Difference in WDV (A-B)	(98.64)	(96.57)	(93.37)	(85.59)
Total Timing Difference	(98.64)	(96.57)	(93.37)	(85.59)
Deferred Tax (Asset)/ Liability (C)	(24.83)	(24.31)	(23.50)	(21.54)
Resated Closing Balance of Deferred Tax (Asset)/ Liability	(24.83)	(24.31)	(23.50)	(21.54)
Deferred Tax (Assets)/ Liability as per Balance sheet of Previous Year	(24.31)	(23.50)	(21.54)	(25.31)
Deferred Tax (Assets)/ Liability charged to Profit & Loss	(0.52)	(0.80)	(1.96)	3.77

Note B.7.1 : The above statements should be read with the significant accounting policies and notes to restated summary, statement of assets and liabilities, profits and losses and

ANNEXURE – A.8 : Restated Standalone Statement of Property, Plant and Equipment

As At 30.09.2022

Particulars	Gross Block			Accumulated Depreciation				Net Block		
	Balance as at 01st Apr 2022	Additions	Deletion/Sale	Balance as at 30th September 2022	Balance as at 01st Apr 2022	Depreciation charge for the period	Deletion-Sale/Loss	Balance as at 30th September 2022	Balance as at 01st Apr 2022	Balance as at 30th September 2022
A. Property Plant & Equipment										
Electrical Equipments	150.12	11.22	-	161.34	95.51	4.43	-	99.94	54.61	61.40
Furniture & Fixtures	541.45	55.99	-	597.44	378.92	18.33	-	397.25	162.53	200.19
Computers	76.75	6.76	-	83.51	53.90	5.53	-	59.43	22.85	24.08
Scooter	1.70	-	-	1.70	1.26	0.06	-	1.32	0.44	0.38
Projectors	7.72	1.38	-	9.10	4.86	0.25	-	5.11	2.87	4.00
Office Equipments	40.29	1.66	-	41.95	26.80	1.01	-	27.80	13.49	14.15
Mobile	16.81	2.67	-	19.48	6.57	0.84	-	7.40	10.25	12.08
Total (A)	834.85	79.68	-	914.53	567.80	30.44	-	598.25	267.04	316.28

As At 31.03.2022

Particulars	Gross Block			Accumulated Depreciation				Net Block		
	Balance as at 01st Apr 2021	Additions	Deletion/Sale	Balance as at 31st March 2022	Balance as at 01st Apr 2021	Depreciation charge for the period	Deletion-Sale/Loss	Balance as at 31st March 2022	Balance as at 01st Apr 2021	Balance as at 31st March 2022
A. Property Plant & Equipment										
Electrical Equipments	147.25	2.87	-	150.12	87.03	8.47	-	95.51	60.22	54.61
Furniture & Fixtures	536.00	5.45	-	541.45	344.12	34.79	-	378.92	191.87	162.53
Computers	58.48	18.28	-	76.75	48.22	5.68	-	53.90	10.25	22.85
Scooter	1.70	-	-	1.70	1.11	0.15	-	1.26	0.59	0.44
Projectors	6.97	0.76	-	7.72	4.45	0.40	-	4.86	2.52	2.87
Office Equipments	39.67	0.62	-	40.29	24.67	2.12	-	26.80	15.00	13.49
Mobile	15.24	1.57	-	16.81	5.03	1.53	-	6.57	10.21	10.25
Total (A)	805.31	29.54	-	834.85	514.65	53.16	-	567.80	290.66	267.04

As At 31.03.2021

Particulars	Gross Block			Accumulated Depreciation				Net Block		
	Balance as at 01st Apr 2020	Additions	Deletion/Sale	Balance as at 31 March 2021	Balance as at 01st Apr 2020	Depreciation charge for the period	Deletion-Sale/Loss	Balance as at 31 March 2021	Balance as at 01st Apr 2020	Balance as at 31 March 2021
A. Property Plant & Equipment										
Electrical Equipments	146.43	0.82	-	147.25	77.39	9.65	-	87.03	69.05	60.22
Furniture & Fixtures	514.18	21.82	-	536.00	305.45	38.68	-	344.12	208.73	191.87
Computers	55.49	2.98	-	58.48	42.85	5.38	-	48.22	12.65	10.25
Scooter	1.70	-	-	1.70	0.90	0.21	-	1.11	0.79	0.59
Projectors	6.97	-	-	6.97	4.05	0.41	-	4.45	2.92	2.52
Office Equipments	38.82	0.85	-	39.67	22.31	2.36	-	24.67	16.50	15.00
Mobile	10.47	4.78	-	15.24	3.92	1.11	-	5.03	6.55	10.21
Total (A)	774.05	31.25	-	805.31	456.86	57.79	-	514.65	317.20	290.66

As At 31.03.2020

Particulars	Gross Block			Accumulated Depreciation				Net Block		
	Balance as at 01st Apr 2019	Additions	Deletion/Sale	Balance as at 31 March 2020	Balance as at 01st Apr 2019	Depreciation charge for the period	Deletion-Sale/Loss	Balance as at 31 March 2020	Balance as at 01st Apr 2019	Balance as at 31 March 2020
A. Property Plant & Equipment										
Electrical Equipments	134.09	12.34	-	146.43	66.50	10.89	-	77.39	67.59	69.05
Furniture & Fixtures	476.74	37.44	-	514.18	262.40	43.05	-	305.45	214.34	208.73
Computers	46.22	9.28	-	55.49	37.15	5.70	-	42.85	9.07	12.65
Scooter	1.11	0.59	-	1.70	0.65	0.26	-	0.90	0.46	0.79
Projectors	6.84	0.13	-	6.97	3.58	0.47	-	4.05	3.26	2.92
Office Equipments	34.75	4.06	-	38.82	19.81	2.51	-	22.31	14.95	16.50
Mobile	9.35	1.12	-	10.47	2.94	0.98	-	3.92	6.41	6.55
Total (A)	709.09	64.96	-	774.05	393.02	63.84	-	456.86	316.07	317.20

A.1.4 Details of Shareholding more than 5% of the aggregate shares in the company

Name of Shareholder	30-Sep-22		31-Mar-22		31-Mar-21		31-Mar-20	
	Nos	% of Holding	Nos	% of Holding	Nos	% of Holding	Nos	% of Holding
Mr. Anil Kapasi	15,82,801	35.81%	3,581	35.81%	3,581	35.81%	3,581	35.81%
Mr. Umesh Pangam	15,27,994	34.57%	3,457	34.57%	3,457	34.57%	3,457	34.57%
Mr. Amit Mehrotra	-	0.00%	-	0.00%	2,962	29.62%	2,962	29.62%
Mrs. Hiral Kapasi	5,88,302	13.31%	1,204	12.04%	-	0.00%	-	0.00%
Mrs. Kirti Pangam	5,88,302	13.31%	1,204	12.04%	-	0.00%	-	0.00%
Mr. Bhavesh Parmar	-	0.00%	554	5.54%	-	0.00%	-	0.00%
Total	4287399	97.00%	10000	100.00%	10000	100.00%	10000	100.00%

Note : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure A,B,C,D.

A.1.5 Shareholding of Promoters								
Name of Shareholder	30-Sep-22		31-Mar-22		31-Mar-21		31-Mar-20	
	Nos	% of Holding						
Mr. Anil Kapasi	15,82,801	35.81%	3,581	35.81%	3,581	35.81%	3,581	35.81%
Mr. Umesh Pangam	15,27,994	34.57%	3,457	34.57%	3,457	34.57%	3,457	34.57%

Note : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure A,B,C,D.

A.1.6 Change in Shareholding of Promoters								
Name of Shareholder	30-Sep-22		31-Mar-22		31-Mar-21		31-Mar-20	
	Nos	% of Holding						
Mr. Anil Kapasi	15,79,220	44.10%	-	-	-	-	-	-
Mr. Umesh Pangam	15,24,537	44.10%	-	-	-	-	-	-

Note : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure A,B,C,D.

ANNEXURE – A.3.2 & A.3.5							
STANDALONE STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS (Amount in Lacs)							
Name of Lender	Purpose	Sanctioned Amount	Securities offered	Rate of Interest	Re-Payment Schedule	Moratorium	Outstanding amount as on (as per Books) 30.09.2022
Kotak Mahindra Bank Limited	Term Loan	30.40	1. Flat no 604, 6th floor, Wing K, EktaBhoomi Garden 2, Rajendra Nagar, Off. Dattapada Road, Borivali east, Magathane, Mumbai 400066, Owned By Mr. Anil Suresh Kapasi, Mrs. Hiral Anil Kapasi and Mrs. Sharada Suresh Shah. 2. Flat no 605, 6th floor, Wing K, EktaBhoomi Garden 2 CHSL, Rajendra Nagar, Off. Dattapada Road, CTS No. 78A/1 to 12 of Village Magathane, Borivali (E), Mumbai - 400066 ,Owned By Mr. Anil Suresh Kapasi, Mrs. Hiral Anil Kapasi.3 Flat no 706, 7th floor, Wing B, Building No 4, Dheeraj Enclave, Siddharth Nagar, Off WE Highway, Magathane, Borivali east, Mumbai 400101.owned By Mr. Umesh AnandPangam and Mrs. Kirti Umesh Pangam	RPRR+4.15%	Repayable in 17 EMI of Rs 188782.	NIL	16.62
Kotak Mahindra Bank Limited	Overdraft Limit	120.00	1. Flat no 604, 6th floor, Wing K, EktaBhoomi Garden 2, Rajendra Nagar, Off. Dattapada Road, Borivali east, Magathane, Mumbai 400066, Owned By Mr. Anil Suresh Kapasi, Mrs. Hiral Anil Kapasi and Mrs. Sharada Suresh Shah. 2. Flat no 605, 6th floor, Wing K, EktaBhoomi Garden 2 CHSL, Rajendra Nagar, Off. Dattapada Road, CTS No. 78A/1 to 12 of Village Magathane, Borivali (E), Mumbai - 400066 ,Owned By Mr. Anil Suresh Kapasi, Mrs. Hiral Anil Kapasi.3 Flat no 706, 7th floor, Wing B, Building No 4, Dheeraj Enclave, Siddharth Nagar, Off WE Highway, Magathane, Borivali east, Mumbai 400101.owned By Mr. Umesh AnandPangam and Mrs. Kirti Umesh Pangam	RPRR+4.60%	Repayable/Renewable after 1 year	NIL	49.98
Total		150.40					66.60

Note : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE – E : STATEMENT OF MATERIAL ADJUSTMENT TO THE RESTATED STANDALONE FINANCIAL STATEMENT

1 Material Regrouping

Appropriate adjustments have been made in the Restated Standalone Financial Statements of Assets and Liabilities, Profit and Losses and Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities in order to bring them in line with the regroupings as per the audited financial statements of the company and the requirements of SEBI Regulations.

2. Material Adjustments :

The Summary of results of restatement made in the Audited Financial Statements for the respective years and its impact on the profit/(loss) of the Company is as follows:

Particulars	For the Period Ended on	For The Year Ended March 31,		
	30.09.2022	2022	2021	2020
(A) Net Profits as per audited financial statements (A)	142.45	200.79	112.62	42.81
Add/(Less) : Adjustments on account of -				
1) Difference on Account of Calculation in Provision for Income Tax	(0.00)	0.30	(0.00)	0.00
2) Difference on Account of Calculation in Deferred Tax	0.00	0.77	(0.06)	(0.71)
Total Adjustments (B)	(0.00)	1.07	(0.07)	(0.71)
Restated Profit/ (Loss) (A+B)	142.45	201.86	112.56	42.09

3. Notes on Material Adjustments pertaining to prior years

(1) Difference on Account of Calculation in Deferred Tax

Deferred tax is calculated on the difference of WDV as per Companies Act & income tax Act in Restated financials but in Audited financials the same has been calculated between difference of Depreciation. Further Deferred Tax has been calculated on Timing difference arises due to Provision for Gratuity which was not considered in Audited Financial Statements

(2) Change in Provision for Current Tax

Since the Restated profit has been changed so that the Provision for current tax is also got changed

Reconciliation Statement between Restated Reserve & Surplus affecting Equity due to Adjustment made in Restated Financial Statements:

Particulars	For the Period Ended on	For The Year Ended March 31,		
	30.09.2022	2022	2021	2020
Equity Share Capital & Reserves & Surplus as per Audited financial Statement	635.35	492.90	292.11	179.48
Add/(Less) : Adjustments on account of change in Profit/Loss	0.29	0.29	(0.78)	(0.71)
Total Adjustments (B)	0.29	0.29	(0.78)	(0.71)
Equity Share Capital & Reserves & Surplus as per Restated Financial Statement	635.64	493.19	291.33	178.77

ANNEXURE - F : RESTATED STANDALONE STATEMENT OF TAX SHELTERS

Sr. No	Particulars	As At	As at 31st March		
		30.09.2022	2022	2021	2020
A	Restated Profit before tax	190.36	269.76	151.50	65.03
	Short Term Capital Gain at special rate		-	-	-
	Normal Corporate Tax Rates (%)	25.17%	25.17%	25.17%	26.00%
	Short Term Capital Gain at special rate		-	-	-
	MAT Tax Rates (%)	15.60%	15.60%	19.24%	19.24%
B	Tax thereon (including surcharge and education cess)				
	Tax on normal profits	47.91	67.90	38.13	16.91
	Short Term Capital Gain at special rate		-	-	-
	Total	47.91	67.90	38.13	16.91
	Adjustments:				
C	Permanent Differences				
	Deduction allowed under Income Tax Act	-	-	-	-
	Exempt Income	-	-	-	-
	Allowance of Expenses under the Income Tax Act Section 35	-	-	-	-
	Disallowance of Income under the Income Tax Act	-	-	-	-
	Disallowance of Expenses under the Income Tax Act	-	-	-	-
	Total Permanent Differences	-	-	-	-
D	Timing Differences				
	Difference between Depreciation as per Income tax, 1961 and Companies Act 2013	2.07	3.19	7.78	8.68
	Provision for Gratuity disallowed	-	-	-	-
	Expense disallowed u/s 43B	-	-	-	-
	Total Timing Differences	2.07	3.19	7.78	8.68
E	Net Adjustments E= (C+D)	2.07	3.19	7.78	8.68
F	Tax expense/(saving) thereon	0.52	0.80	1.96	2.26
G	Total Income/(loss) (A+E)	192.43	272.95	159.28	73.70
	Taxable Income/ (Loss) as per MAT	190.36	269.76	151.50	65.03
I	Income Tax as per normal provision	48.43	68.70	40.09	19.16
J	Income Tax under Minimum Alternative Tax under Section 115 JB of the Income Tax Act	29.70	42.08	29.15	12.51
	Net Tax Expenses (Higher of I,J)	48.43	68.70	40.09	19.16
K	Relief u/s 90/91			-	-
	Total Current Tax Expenses	48.43	68.70	40.09	19.16
L	Adjustment for Interest on income tax/ others	-	-	0.81	
	Total Current Tax Expenses	48.43	68.70	40.90	19.16

Note : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE - G : RESTATED STANDALONE STATEMENT OF CAPITALISATION

(Rs. In Lakhs)

Sr. No	Particulars	Pre issue	Post issue
	Debts		
A	Long Term Debt*	-	-
B	Short Term Debt*	66.60	66.60
C	Total Debt	66.60	66.60
	Equity Shareholders Funds		
	Equity Share Capital#	442.00	-
	Reserves and Surplus	193.64	
D	Total Equity	635.64	-
	Long Term Debt/ Equity Ratio (A/D)	-	-
	Total Debt/ Equity Ratio (C/D)	0.10	-
Notes :			
* The amounts are consider as outstanding as on 30.09.2022			
Post Issue Figures are not available since issue price is not yet finalized			

ANNEXURE - H : RESTATED STANDALONE STATEMENT OF CONTINGENT LIABILITIES
(Rs. In Lakhs)

Particulars	As at	As at 31st March		
	30.09.2022	2022	2021	2020
1. Bank Guarantee/ LC Discounting for which FDR margin money has been given to the bank as Security	-			
2. Capital Commitment	-	-	-	-
3. Income Tax Demand	4.41	31.54	-	-
4. TDS Demands	-	-	-	-
5. ESIC Demand	-	-	-	-
Total	4.41	31.54	-	-

ANNEXURE - I : RESTATED STANDALONE STATEMENT OF ACCOUNTING RATIOS

Particulars	As at	As at 31st March		
	30.09.2022	2022	2021	2020
Restated PAT as per P& L Account (Rs. in Lakhs)	142.45	201.86	112.56	42.09
EBITDA	222.16	326.46	215.55	136.57
Actual No. of Equity Shares outstanding at the end of the period	44,20,000	10,000	10,000	10,000
Weighted Average Number of Equity Shares at the end of the Period (Note -2)	44,20,000	44,20,000	44,20,000	44,20,000
Net Worth	635.64	493.19	291.33	178.77
Current Assets	710.62	605.47	285.38	332.93
Current Liabilities	608.91	604.02	510.79	587.15
Earnings Per Share				
Basic EPS (Pre Bonus)	3.22	2,018.61	1,125.56	420.94
Eps (Post Bonus)	3.22	4.57	2.55	0.95
				-
Return on Net Worth (%)	22.41%	40.93%	38.64%	23.55%
Net Asset Value Per Share				
Pre Bonus	14.38	4931.89	2913.28	1787.71
Post Bonus	14.38	11.16	6.59	4.04
Current Ratio	1.17	1.00	0.56	0.57
EBITDA	222.16	326.46	215.55	136.57
Nominal Value per Equity share(Rs.)	10	10	10	10

* The Company does not have any diluted potential Equity Shares. Consequently the basic and diluted profit/earning per share of the company remain the same.

Notes :

- 1) The ratios have been calculated as below:
 - a) Basic Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Equity Shares outstanding during the year.
 - b) Diluted Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Diluted Potential Equity Shares outstanding during the year.
 - c) Return on Net Worth (%) = Restated PAT attributable to Equity Shareholders/ Net Worth X 100
 - d) Restated Net Asset Value per equity share (Rs.) = Restated Net Worth as at the end of the year/ Total Number of Equity Shares outstanding during the year.
- 2) Weighted Average Number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. Further, number of shares are after considering impact of the bonus shares issued on August 23, 2022
- 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) Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss)
- 5) The figures disclosed above are based on the Restated Financial Statements of the Company.

ANNEXURE - J(i) : RESTATED STANDALONE STATEMENT OF RELATED PARTY DISCLOSURES

As required under Accounting Standard 18 "Related Party Disclosures" as notified pursuant to Company (Accounting Standard) Rules 2006, following are details of transactions during the year with related parties of the company as defined in AS 18.

i. List of Related Parties and Nature of Relationship :

Particulars	Name of Related Parties
a) Key Management Personnel's	Anil Suresh Kapasi
	Umesh Anand Pangam
	Harsh Anil Kapasi
	Amit Mehrotra
	Deeksha Tiwari
	Shirish Pandurang Kumbhar
b) Relative to KMP	Hiral Kapasi
	Harsh Kapasi
	Sejal Shah
	Anand Pangam
	Kirti Pangam
	Bharat Shah
	Sharda Shah
	Rishika Pangam
	Priyanka Mehrotra
	Asmita Pangam
Anushka Mehrotra	
c) Associate Entepersies	Arihant Academy Ventures Private Limited
	Team Arihan Carmel Academy LLP
Note 1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.	

ANNEXURE - J(ii) - Transactions carried out with related parties referred to in (i) above, in ordinary course of business:

(Rs. In Lakhs)

Nature of Transactions	Name of Related Parties	As At	As at March 31		
		30.09.2022	2022	2021	2020
1. Director Remuneration	Amit Mehrotra	-	-	12.00	32.03
	Anil Suresh Kapasi	12.00	18.00	18.00	30.67
	Umesh Anand Pangam	15.60	19.80	13.80	36.11
	Total	27.60	37.80	43.80	98.80
2. Salary	Hiral Kapasi	7.50	12.00	7.00	15.60
	Bharat Shah	-	-	-	6.00
	Sejal Shah	3.00	6.00	5.40	5.40
	Sharda Shah	-	-	-	9.00
	Anand pangam	2.10	4.20	4.20	4.20
	Asmita Pangam	-	-	-	1.44
	Rishika Pangam	1.80	3.00	-	-
	Priyanka Mehrotra	-	-	6.00	3.75
	Anushka Mehrotra	-	-	-	4.00
	Harsh Anil Kapasi	6.00	9.00	4.75	-
	Kirti Pangam	0.75	-	-	-
	Deeksha Tiwari	0.15	-	-	-
	Shirish Pandurang Kumbhar	4.13	7.11	4.87	9.11
3. Professional Fees	Kirti Pangam	4.50	7.20	6.00	12.00
4. Loans & Advances	Arihant Academy Ventures Private Limited				
	Opening Balance	79.81	72.33	70.94	58.17
	Add: Loan Granted During the Year	6.37	7.48	1.39	12.67
	Less: Load Received During the year	-	-	-	-
	Closing Balance	86.17	79.81	72.33	70.84
	Team Arihant Carmel Academy LLP				
	Opening Balance	3.20	-	0.22	-
	Add: Loan Granted During the Year	2.20	3.20	-	0.22
	Less: Load Received During the year	4.46	-	0.22	-
	Closing Balance	0.94	3.20	-	0.22

Note : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D.A.B.C.

ANNEXURE - J(iii) - Outstanding Balance as at the end of the year					
(Rs. In Lakhs)					
	Particulars	30.09.2022	31.03.2022	31.03.2021	31.03.2020
1. Receivables	Arihant Academy Ventures Private Limited	86.17	79.81	72.33	70.84
	Team Arihant Carmel Academy LLP	0.94	3.20	-	0.22
	Total	87.11	83.00	72.33	71.06

Note : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

OTHER FINANCIAL INFORMATION

RESTATED CONSOLIDATED STATEMENT OF ACCOUNTING RATIOS

Particulars	As at 31st March		
	2022	2021	2020
Restated PAT as per P& L Account (Rs. in Lakhs)	201.86	112.56	42.09
EBITDA	326.46	215.55	136.57
Actual No. of Equity Shares outstanding at the end of the period	10,000	10,000	10,000
Weighted Average Number of Equity Shares at the end of the Period (Note -2)	4,420,000	4,420,000	4,420,000
Net Worth	492.59	290.73	178.17
Current Assets	605.47	285.38	332.93
Current Liabilities	604.02	510.79	587.15
Earnings Per Share			
Basic EPS (Pre Bonus)	2,018.61	1,125.56	420.94
Eps (Post Bonus)	4.57	2.55	0.95
Return on Net Worth (%)	40.98%	38.72%	23.63%
Net Asset Value Per Share			
Pre Bonus	4925.89	2907.28	1781.71
Post Bonus	11.14	6.58	4.03
Current Ratio	1.00	0.56	0.57
EBITDA	326.46	215.55	136.57
Nominal Value per Equity share(Rs.)	10.00	10.00	10.00

* The Company does not have any diluted potential Equity Shares. Consequently, the basic and diluted profit/earning per share of the company remain the same.

Notes:

1) The ratios have been calculated as below:

a) Basic Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Equity Shares outstanding during the year.

b) Diluted Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Diluted Potential Equity Shares outstanding during the year.

c) Return on Net Worth (%) = Restated PAT attributable to Equity Shareholders/ Net Worth X 100

d) Restated Net Asset Value per equity share (Rs.) = Restated Net Worth as at the end of the year/ Total Number of Equity Shares outstanding during the year.

2) Weighted Average Number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. Further, number of shares are after considering impact of the bonus shares issued on August 23, 2022.

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) Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss)

5) The figures disclosed above are based on the Restated Financial Statements of the Company.

RESTATED STANDALONE STATEMENT OF ACCOUNTING RATIOS

Particulars	As at September 30, 2022	As at 31st March		
		2022	2021	2020
Restated PAT as per P& L Account (Rs. in Lakhs)	142.45	201.86	112.56	42.09
EBITDA	222.16	326.46	215.55	136.57
Actual No. of Equity Shares outstanding at the end of the period	44,20,000	10,000	10,000	10,000
Weighted Average Number of Equity Shares at the end of the Period (Note -2)	44,20,000	44,20,000	44,20,000	44,20,000
Net Worth	635.64	493.19	291.33	178.77
Current Assets	710.62	605.47	285.38	332.93
Current Liabilities	608.91	604.02	510.79	587.15
Earnings Per Share				
Basic EPS (Pre Bonus)	3.22	2,018.61	1,125.56	420.94
Eps (Post Bonus)	3.22	4.57	2.55	0.95
Return on Net Worth (%)	22.41%	40.93%	38.64%	23.55%
Net Asset Value Per Share				
Pre Bonus	14.38	4931.89	2913.28	1787.71
Post Bonus	14.38	11.16	6.59	4.04
Current Ratio	1.17	1.00	0.56	0.57

* The Company does not have any diluted potential Equity Shares. Consequently, the basic and diluted profit/earning per share of the company remain the same.

Notes:

1) The ratios have been calculated as below:

a) Basic Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Equity Shares outstanding during the year.

b) Diluted Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Diluted Potential Equity Shares outstanding during the year.

c) Return on Net Worth (%) = Restated PAT attributable to Equity Shareholders/ Net Worth X 100

d) Restated Net Asset Value per equity share (Rs.) = Restated Net Worth as at the end of the year/ Total Number of Equity Shares outstanding during the year.

2) Weighted Average Number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. Further, number of shares are after considering impact of the bonus shares issued on August 23, 2022.

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) Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss)

5) The figures disclosed above are based on the Restated Financial Statements of the Company.

CAPITALISATION STATEMENT

RESTATED CONSOLIDATED STATEMENT OF CAPITALISATION			
Sr. No	Particulars	(Rs. In Lakhs)	
		Pre issue	Post issue
	Debts		
A	Long Term Debt*	7.66	7.66
B	Short Term Debt*	119.94	119.94
C	Total Debt	127.60	127.60
	Equity Shareholders Funds		
	Equity Share Capital	1.00	**
	Reserves and Surplus	491.59	**
D	Total Equity	492.59	**
	Long Term Debt/ Equity Ratio (A/D)	0.02	**
	Total Debt/ Equity Ratio (C/D)	0.26	**
Notes:			
* The amounts are considered as outstanding as on 31.03.2022			
** Post Issue figures are not available since Issue Price is not yet finalized			

RESTATED STANDALONE STATEMENT OF CAPITALISATION			
Sr. No	Particulars	(Rs. In Lakhs)	
		Pre issue	Post issue
	Debts		
A	Long Term Debt*	-	-
B	Short Term Debt*	66.60	66.60
C	Total Debt	66.60	66.60
	Equity Shareholders Funds		
	Equity Share Capital	442.00	**
	Reserves and Surplus	193.64	**
D	Total Equity	635.64	**
	Long Term Debt/ Equity Ratio (A/D)	-	**
	Total Debt/ Equity Ratio (C/D)	0.10	**
Notes:			
* The amounts are considered as outstanding as on 30.09.2022			
** Post Issue figures are not available since Issue Price is not yet finalized			

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 September 30, 2022:

Details of Secured Borrowings

Name of Lender	Sanction Date	Nature of the Facility	Amount Sanctioned (₹ In Lakhs)	Amount outstanding as on September 30, 2022 (₹ In Lakhs)	Terms and conditions
Kotak Mahindra Bank Limited	February 01, 2022	Term Loans and Overdraft	151.27	66.60	Refer Note 1

Note 1:

Details of Terms and Conditions for Credit facilities sanctioned: -

(Rs. In lakhs)

Sr. No	Credit Facility	Currency	Limits (In Lakhs)	Interest Rate (Percentage per annum) (Fixed / Floating - Linked to EBLR/ LIBOR/ Commission)	Margi n	Max Tenor	Revol ving / Non-Rev ol ving	Security
1.	Term Loan	INR	30.40	RPRR+4.15%	Nil	Balance tenor of 17 Months, Maturity July 2023	Non - Revol ving	1. Flat no 604, 6th floor, Wing K, EktaBhoomi Garden 2, Rajendra Nagar, Off. Dattapada Road, Borivali east, Magathane, Mumbai 400066, Owned by Mr. Anil Suresh Kapasi, Mrs. Hiral Anil Kapasi and Mrs. Sharada Suresh Shah. 2. Flat no 605, 6th floor, Wing K, EktaBhoomi Garden 2 CHSL, Rajendra Nagar, Off. Dattapada Road, CTS No. 78A/1 to 12 of Village Magathane, Borivali (E), Mumbai - 400066, Owned By Mr. Anil Suresh Kapasi, Mrs. Hiral Anil Kapasi. 3. Flat no 706, 7th floor, Wing B, Building No 4, Dheeraj Enclave, Siddharth Nagar, Off WE Hiighway, Magathane, Borivali east, Mumbai 400101.owned By Mr. Umesh Anand Pangam and Mrs. Kirti Umesh Pangam
2.	Term Loan	INR	0.87	RPRR+4.15%	Nil	Balance tenor of 6 Months, Maturity July 2022	Non - Revol ving	
3.	Overdr aft	INR	120.00	RPRR+4.60%	Nil	1 year	Revol ving	
Total Limits			151.27					

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 period ended on September 30, 2022 and for the financial years ended on 2022, 2021, and 2020 is based on, and should be read in conjunction with, our Restated Standalone Financial Statements, including the schedules, notes and significant accounting policies thereto, included in the chapter titled "Restated Financial Statements" beginning on page 141 of this Draft Prospectus. Our Restated Standalone 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 standalone financial statements included in this Draft Prospectus. You should also read the section titled "Risk Factors" beginning on page 22 of this Draft 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 Arihant Academy Limited, our Company. Unless otherwise indicated, financial information included herein are based on our "Restated Standalone Financial Statements" for the period ended September 30, 2022 and for the financial years ended on 2022, 2021, and 2020 included in this Draft Prospectus beginning on page 141 of this Draft 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

Our Company is engaged in providing coaching services and parallel educational support vertical in the western suburbs of Mumbai, Maharashtra for Class 8, 9 and 10 for both State Board and ICSE Board; Class 11 and 12 for commerce and science section; tutoring students in science field for entrance exams such as JEE (Main), JEE (Advanced) and MHT- CET (State level), NEET (National Level), MHT- CET (State Level, Maharashtra) and preparing students for professional exams such as CS and CA for entry level and second level exam, in the commerce section. We offer hybrid model of teaching services through classroom-based coaching under traditional Chalk & Talk concept and digital and distance learning, which supplement our classroom courses and allow students to engage in self-paced learning. Our Company operates under the brand name "Arihant Academy".

For further details, please refer chapter titled "Our Business" on page 80 of this Draft Prospectus.

For the period ended September 30, 2022 and the financial year ended March 31, 2022, 2021 and 2020, our revenue from operations was ₹1,297.14 Lakhs, ₹1,520.67 Lakhs, ₹1,408.03 Lakhs and ₹1,920.60 Lakhs, respectively. Our EBITDA (earnings before interest, depreciation and tax excluding other income) for period ended September 30, 2022 and for the financial year ended March 31, 2022, 2021 and 2020 was ₹218.05 Lakhs, ₹315.15 Lakhs, ₹213.81 lakhs and ₹136.05 Lakhs, respectively, while our profit after tax the period ended September 30, 2022 and for the financial year ended March 31, 2022, 2021 and 2020 was ₹142.45 Lakhs, ₹201.86 Lakhs, ₹112.56 Lakhs and ₹42.09 Lakhs, respectively.

SIGNIFICANT DEVELOPMENTS AFTER SEPTEMBER 30, 2022

In the opinion of the Board of Directors of our Company, since the date of the stub period as disclosed in this Draft 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.

1. The Board of our Company has approved to raise funds through Initial Public Offering in the board meeting held on November 17, 2022.
2. The members of our Company approved proposal of Board of Directors to raise funds through initial public offering in the AGM held on November 21, 2022.

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 22 beginning of this Draft Prospectus.

Our Company’s future results of operations could be affected potentially by the following factors:

- Our ability to successfully implement our growth strategy and expansion plans, and to successfully launch and implement various projects;
- Our failure to keep pace with rapid changes in technology;
- Changes in laws and regulations relating to the Sector in which we operate;
- Loss of key employees including teaching staffs;
- Significant developments in India’s economic liberalization and deregulation policies, and the fiscal regime;
- Occurrence of natural disasters or calamities affecting the areas in which we have operations; and
- Volatility in the Indian and global securities markets.

SIGNIFICANT ACCOUNTING POLICIES

Our significant accounting policies are described in the section entitled “*Restated Financial Statements*” on page 141 of this Draft Prospectus.

COMPONENTS OF INCOME AND EXPENDITURE

Total Revenue

Our total revenue is divided into revenue from operations and other income. Revenue from operations consists revenue from coaching fees received from students.

Our other income consists of interest income and other income.

Total Expenses

Our total expenses comprise of employee benefits expenses, finance costs, depreciation and amortization expenses, and other expenses.

Employee benefits expenses

Employee benefit expenses comprises of (i) salaries (ii) staff welfare and (iii) director remuneration.

Finance costs

Finance cost includes interest on borrowings and bank charges.

Depreciation and Amortization Expenses

Depreciation and amortization expenses primarily include depreciation expenses on our tangible assets, in the nature of electrical equipment, furniture & fixtures, computers, scooter, projectors, office equipment and mobile.

Other Expenses

Other expenses majorly comprise of insurance charges, legal charges, office expenses, printing & stationary expenses repairs & maintenance expenses, student bags and rent expenses, etc.

RESULTS OF OPERATIONS

The following discussion on results of operations should be read in conjunction with the Restated Standalone Financial Statements of our Company for the period ended September 30, 2022 and for the financial years ended on 2022, 2021 and 2020:

(₹ in Lakhs)

Particulars	For the period ended on September 30, 2022	% of Total Revenue	For the Year ended on March 31, 2022	% of Total Revenue	For the Year ended on March 31, 2021	% of Total Revenue	For the Year ended on March 31, 2020	% of Total Revenue
Revenue from Operations	1,297.14	99.68	1,520.67	99.26	1,408.03	99.88	1,920.60	99.97
Other income	4.11	0.32	11.30	0.74	1.73	0.12	0.52	0.03
Total revenue	1,301.25	100.00	1,531.97	100.00	1,409.77	100.00	1,921.12	100.00
Employees Benefit Expenses	227.21	17.46	366.43	23.92	332.94	23.62	562.25	29.27
Finance Costs	1.36	0.10	3.54	0.23	6.26	0.44	7.70	0.40
Depreciation and Amortization	30.44	2.34	53.16	3.47	57.79	4.10	63.84	3.32
Other expenses	851.88	65.47	839.09	54.77	861.28	61.09	1,222.30	63.62
Total Expenses	1,110.89	85.37	1,262.21	82.39	1,258.27	89.25	1,856.09	96.61
Profit before exceptional and extraordinary items and tax	190.36	14.63	269.76	17.61	151.50	10.75	65.03	3.39
Exceptional Items	-	-	-	-	-	-	-	-
Profit before extraordinary items and tax	190.36	14.63	269.76	17.61	151.50	10.75	65.03	3.39
Extraordinary Items	-	-	-	-	-	-	-	-
Profit before tax	190.36	14.63	269.76	17.61	151.50	10.75	65.03	3.39
Current tax	48.43	3.72	68.70	4.48	40.90	2.90	19.16	1.00
Deferred Tax	(0.52)	(0.04)	(0.80)	(0.05)	(1.96)	(0.14)	3.77	0.20
Profit/ (Loss) for the period from continuing operations	142.45	10.95	201.86	13.18	112.56	7.98	42.09	2.19

REVIEW OF OPERATIONS FOR THE PERIOD ENDED SEPTEMBER 30, 2022

Income

Revenue from Operations

The total income from operations for the period ended on September 30, 2022 was ₹1,301.25 Lakhs which is about 100.00% of the total revenue comprising of sales of services from our coaching centers.

Other Income

Other income for the period ended September 30, 2022 was ₹4.11 Lakhs which is 0.32% of the total revenue, total other income comprises of interest incomes and other income.

Expenditure

Employee Benefit Expenses

The Employee Benefit Expenses for the period ended on September 30, 2022 was ₹227.21 Lakhs which is 17.46% of the total revenue comprising of Salary expenses of ₹197.88 Lakhs, Staff welfare expenses of ₹1.73 Lakhs and director remuneration of ₹27.60 Lakhs.

Finance Costs

Finance cost for the period ended September 30, 2022 is ₹1.36 Lakhs which is about 0.10% of the total revenue comprising of interest on borrowings of ₹1.08 Lakhs and bank charges of ₹0.28 Lakhs.

Depreciation and Amortization Expenses

Depreciation and Amortization for the period ended on September 30, 2022 was ₹30.44 Lakhs which is 2.34% of the total revenue consisting depreciation on Tangible Assets for ₹30.44 Lakhs.

Other Expenses

Other Expenses for the period ended on September 30, 2022 was ₹851.88 Lakhs which is 65.47% of the total revenue majorly comprising of advertisement expenses of ₹43.57 Lakhs, computer expenses of ₹15.09 Lakhs, electricity expenses of ₹33.74 Lakhs, entertainment expenses of ₹35.16 Lakhs, printing and stationary expenses of ₹11.93 Lakhs, professional charges to teachers of ₹371.95 Lakhs, Repairs and maintenance of ₹26.24 Lakhs, seminars & functions of ₹26.45 Lakhs, student bags of ₹8.56 Lakhs, Student books & notes of ₹83.70 Lakhs, and rent expenses of ₹158.03 Lakhs.

Profit before Tax

Profit before tax for the period ended on September 30, 2022 amounted to ₹190.36 Lakhs which is 14.63% of total revenue.

Tax Expenses

Tax expenses for the period ended on September 30, 2022 amounted to ₹47.91 Lakhs which is 3.68% of total revenue. Total tax comprises of current tax of ₹48.43 Lakhs and Deferred Tax of ₹ (0.52) Lakhs.

Profit after Tax

Profit after tax for the period ended on September 30, 2022 amounted to ₹142.45 Lakhs which is 10.95% of total revenue.

COMPARISON OF FINANCIAL YEAR ENDED 2022 TO FINANCIAL YEAR ENDED 2021

Income

Total Revenue: Our total revenue increased by 8.67% to ₹ 1,531.97 Lakhs for the FY 2022 from ₹ 1,409.77 Lakhs for the FY 2021 due to the factors described below:

Revenue from Operations

Our revenue from operations was increased by 8 % to ₹ 1,520.67 Lakhs for the FY 2022 from ₹ 1408.03 Lakhs for the FY 2021 due to increase in number of students consequently increase in fees received from them by ₹ 112.64 Lakhs in the FY 2022.

Other Income

Other income increased by 552.18 % to ₹ 11.30 Lakhs in FY 2022 from ₹ 1.73 Lakhs in FY 2021 due to increase in interest income by ₹ 7.06 Lakhs and increase in other incomes by ₹ 2.50 Lakhs in the FY 2022.

Expenditure

Total Expenses: Our total expenses increased by 0.31% to ₹ 1262.21 Lakhs for the FY 2022 from ₹ 1258.27 Lakhs for the FY 2021 due to the factors described below:

Employee Benefit Expenses

The Employee Benefit Expenses increased by 10.06% to ₹ 366.43 Lakhs in FY 2022 from ₹ 332.94 Lakhs in FY 2021. This increase was mainly due to increase in salary expenses by ₹ 34.96 Lakhs, increase in staff welfare expenses by ₹ 4.52 Lakhs and decrease in director remuneration by ₹ 6.00 Lakhs in the FY 2022.

Finance Costs

The Financial costs decreased by 43.40% to ₹ 3.54 Lakhs in FY 2022 from ₹ 6.26 Lakhs in FY 2021. This decrease was mainly due to decrease in interest on borrowings by ₹ 2.01 Lakhs and decrease in bank charges by ₹ 0.70 Lakhs in the FY 2022.

Depreciation and Amortization Expenses

The Depreciation and Amortization expenses decreased by 8.02% to ₹ 53.16 Lakhs in FY 2022 from ₹ 57.79 Lakhs in FY 2021. The decrease was mainly on account of increase in Fixed Assets of ₹ 29.54 Lakhs in the FY 2022.

Other Expenses

The Other expenses decreased by 2.58% to ₹ 839.09 Lakhs in FY 2022 from ₹ 861.28 Lakhs in FY 2021 majorly due to decrease in insurance charges by ₹ 3.3 Lakhs, decrease in legal charges by ₹ 11.8 Lakhs, decrease in office expenses by ₹ 1.3 Lakhs, decrease in printing & stationery expenses by ₹ 15.9 Lakhs, decrease in repairs & maintenance expenses by ₹ 27.9 Lakhs, decrease in expenses on student bags by ₹ 16.00 Lakhs and decrease in rent expenses by ₹ 3.50 Lakhs.

Profit before Tax

Our profit before tax increased by 78.06% to ₹ 269.76 Lakhs for the FY 2022 from ₹ 151.50 Lakhs for the FY 2021. The increase was mainly due to the factors described above.

Tax Expenses

Our total tax expense also accordingly increased by 74.34% to ₹ 67.90 Lakhs in FY 2022 from ₹ 38.95 Lakhs in the FY 2021 on account of increase in current tax by ₹ 27.80 Lakhs and increase in deferred tax by ₹ 1.2 Lakhs.

Profit after Tax

After accounting for taxes at applicable rates, our Profit after Tax increased by 79.34% to ₹ 201.86 Lakhs in FY 2022 from ₹ 112.56 Lakhs in FY 2021.

COMPARISON OF FINANCIAL YEAR ENDED 2021 TO FINANCIAL YEAR ENDED 2020

Income

Total Revenue: Our total revenue decreased by 26.62% to ₹ 1,409.77 Lakhs for the FY 2021 from ₹ 1,921.12 Lakhs for the FY 2020 due to the factors described below:

Revenue from Operations

Our revenue from operations was decreased by 26.69% to ₹ 1408.03 Lakhs for the FY 2021 from ₹ 1920.60 Lakhs for the FY 2020 due to decrease in number of students consequently decrease in fees received from them by ₹ 512.56 Lakhs in the year FY 2021.

Other Income

Other income increased by 233.27 % to ₹ 1.73 Lakhs in FY 2021 from ₹ 0.52 Lakhs in FY 2020 due to increase in interest income by ₹ 0.78 Lakhs and increase in other incomes by ₹ 0.44 Lakhs in the FY 2021.

Expenditure

Total Expenses: Our total expenses decreased by 32.21% to ₹ 1258.27 Lakhs for the FY 2021 from ₹ 1856.09 Lakhs for the FY 2020 due to the factors described below:

Employee Benefit Expenses

The Employee Benefit Expenses decreased by 40.78% to ₹ 332.94 Lakhs in FY 2021 from ₹ 562.25 Lakhs in FY 2020. This decrease was mainly due to decrease in salary expenses by ₹ 173.96 Lakhs, decrease in staff welfare expenses by ₹ 0.35 Lakhs and decrease in director remuneration by ₹ 55.00 Lakhs in the FY 2021.

Finance Costs

The Financial costs decreased by 18.78% to ₹ 6.26 Lakhs in FY 2021 from ₹ 7.70 Lakhs in FY 2020. This decrease was mainly due to decrease in interest on borrowings by ₹ 2.00 Lakhs and increase in bank charges by ₹ 0.55 Lakhs in the FY 2021.

Depreciation and Amortization Expenses

The Depreciation and Amortization expenses decreased by 9.48% to ₹ 57.79 Lakhs in FY 2021 from ₹ 63.84 Lakhs in FY 2020. The decrease was mainly on account of increase in Fixed Assets of ₹ 31.25 Lakhs in the FY 2021.

Other Expenses

The Other expenses decreased by 29.54% to ₹ 861.28 Lakhs in FY 2021 from ₹ 1222.30 Lakhs in FY 2020 majorly due to decrease in insurance charges by ₹ 2.06 Lakhs, increase in legal charges by ₹ 16.03 Lakhs, increase in office expenses by ₹ 1.47 Lakhs, increase in printing & stationary expenses by ₹ 8.34 Lakhs, increase in repairs & maintenance expenses by ₹ 32.95 Lakhs, increase in expenses on student bags by ₹ 15.31 Lakhs and decrease in rent expenses by ₹ 89.70 Lakhs.

Profit before Tax

Our profit before tax increased by 132.98% to ₹ 151.50 Lakhs for the FY 2021 from ₹ 65.03 Lakhs for the FY 2020. The increase was mainly due to the factors described above.

Tax Expenses

Our total tax expense also accordingly increased by 69.82% to ₹ 38.95 Lakhs in FY 2021 from ₹ 22.93 Lakhs in the FY 2020 on account of increase in current tax by ₹ 21.74 Lakhs and decrease in deferred tax by ₹ 5.73 Lakhs.

Profit after Tax

After accounting for taxes at applicable rates, our Profit after Tax increased by 167.39% to ₹ 112.56 Lakhs in FY 2021 from ₹ 42.09 Lakhs in FY 2020.

OTHER KEY RATIOS

The table below summarizes key ratios in our Restated Standalone Financial Statements for the period ended September 30, 2022 and for the financial years ended on 2022, 2021, and 2020:

Particulars	For the period ended September 30, 2022	For the Financial Year ended		
		2022	2021	2020
Fixed Assets Turnover Ratio	4.10	5.69	4.84	6.05
Current Ratio	1.17	1.00	0.56	0.57
Debt-Equity Ratio	0.10	0.26	0.17	0.50

Fixed Asset Turnover Ratio: This is defined as revenue from operations divided by total fixed assets based on Restated Financial Statements.

Current Ratio: This is defined as current assets divided by current liabilities, based on Restated Financial Statements.

Debt Equity Ratio: This is defined as total debt divided by total shareholder funds. Total debt is the sum of long-term borrowings, short-term borrowings and current maturities of long-term debt, based on Restated Financial Statements.

CASH FLOWS

The table below is our cash flows for the period ended September 30, 2022 and for the financial years ended on 2022, 2021, and 2020:

(₹ in Lakhs)

Particulars	For the period ended September 30, 2022	For the financial year ended on		
		2022	2021	2020
Net cash (used)/from operating activities	99.25	179.19	180.88	(8.82)
Net cash (used)/from investing activities	(60.81)	0.41	(117.41)	(65.11)
Net cash (used)/from financing activities	(62.36)	75.08	(46.66)	(81.08)

Particulars	For the period ended September 30, 2022	For the financial year ended on		
		2022	2021	2020
Cash and Cash equivalents at the beginning of the year	308.52	53.83	37.01	192.02
Cash and Cash equivalents at the end of the year	284.60	308.52	53.83	37.01

Cash Flows from Operating Activities

For the period ended on September 30, 2022

Our net cash generated from operating activities was ₹99.25 Lakhs for the period ended September 30, 2022. Our operating profit before working capital changes was ₹218.51 Lakhs for the period ended September 30, 2022 which was primarily adjusted against income tax of ₹50.66 Lakhs, increase in loans and advances by ₹120.11 Lakhs, increase in other current assets by ₹8.95 Lakhs, increase in trade payables by ₹6.83 Lakhs and increase in other current liabilities by ₹53.63 Lakhs.

For the year ended on March 31, 2022

Our net cash generated from operating activities was ₹179.19 Lakhs for the financial year ended March 31, 2022. Our operating profit before working capital changes was ₹318.62 Lakhs for the financial year ended March 31, 2022 which was primarily adjusted against income tax of ₹64.45 Lakhs, decrease in trade receivables by ₹72.33 Lakhs, increase in loans and advances by ₹109.48 Lakhs, increase in other current assets by ₹28.26 Lakhs, increase in trade payables by ₹3.76 Lakhs and increase in other current liabilities by ₹13.33 Lakhs.

For the year ended on March 31, 2021

Our net cash generated from operating activities was ₹180.88 Lakhs for the financial year ended March 31, 2021. Our operating profit before working capital changes was ₹214.77 Lakhs for the financial year ended March 31, 2021 which was primarily adjusted against income tax of ₹40.04 Lakhs, decrease in trade receivables by ₹90.25 Lakhs, increase in loans and advances of ₹77.86 Lakhs, decrease in other current assets of ₹51.99 Lakhs, decrease in trade payables by ₹0.42 Lakhs and decrease in other current liabilities by ₹57.81 Lakhs.

For the year ended on March 31, 2020

Our net cash used in operating activities was ₹8.82 Lakhs for the financial year ended March 31, 2020. Our operating profit before working capital changes was ₹136.57 Lakhs for the financial year ended March 31, 2020 which was primarily adjusted against income tax of ₹19.49 Lakhs, increase in trade receivables by ₹11.05 Lakhs, increase in loans and advances of ₹4.91 Lakhs, decrease in other current assets of ₹252.88 Lakhs, decrease in trade payables by ₹1.95 Lakhs and decrease in other current liabilities of ₹360.88 Lakhs.

Cash Flows from Investing Activities

For the period ended on September 30, 2022

Net cash flow used from investing activities for the period ended September 30, 2022 was ₹60.81 Lakhs. This was primarily on account of sale of investments of ₹0.70 Lakhs, purchase of fixed assets of ₹79.68 Lakhs, interest income of ₹3.65 Lakhs and decrease in other non-current assets by ₹14.52 Lakhs.

For the year ended on March 31, 2022

Net cash flow generated from investing activities for the year ended March 31, 2022 was ₹0.41 Lakhs. This was primarily on account of purchase of fixed assets of ₹29.54 Lakhs, interest income of ₹7.84 Lakhs and decrease in other non-current assets by ₹22.11 Lakhs.

For the year ended on March 31, 2021

Net cash flow used in investing activities for the year ended March 31, 2021 was ₹117.41 Lakhs. This was primarily on account of purchase of fixed assets of ₹31.25 Lakhs, interest income of ₹0.78 Lakhs and increase in other non-current assets by ₹86.93 Lakhs.

For the year ended on March 31, 2020

Net cash flow used in investing activities for the year ended March 31, 2020 was ₹65.11 Lakhs. This was primarily on account of purchase of fixed assets of ₹64.96 Lakhs and increase in other non-current assets by ₹0.14 Lakhs.

Cash Flows from Financing Activities

For the period ended on September 30, 2022

Net cash flow used from financing activities for the period ended September 30, 2022 was ₹62.36 Lakhs. This was primarily on account of repayment of borrowings of ₹61.00 Lakhs and payment of interest of ₹1.36 Lakhs.

For the year ended March 31, 2022

Net cash flow generated from financing activities for the year ended March 31, 2022 was ₹75.08 Lakhs. This was primarily on account of proceeds of borrowings of ₹78.62 Lakhs and payment of interest of ₹3.54 Lakhs.

For the year ended March 31, 2021

Net cash flow used in financing activities for the year ended March 31, 2021 was ₹46.66 Lakhs. This was mainly on account of repayment of borrowings of ₹40.40 Lakhs and payment of interest of ₹6.26 Lakhs.

For the year ended March 31, 2020

Net cash flow used in financing activities for the year ended March 31, 2020 was ₹81.08 Lakhs. This was mainly on account of repayment of borrowings of ₹73.37 Lakhs and payment of interest of ₹7.70 Lakhs.

RELATED PARTY TRANSACTIONS

Related party transactions with certain of our promoters, 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 141 of this Draft 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

There are no qualifications in the audit report that require adjustments 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

In line with changing inflation rates, we may 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 141 of this Draft 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 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 22 of this Draft 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 22 and 144 of this Draft Prospectus respectively to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our company from continuing operations.

Future relationship between Costs and Income

Other than as described in the section titled “*Risk Factors*” beginning on page 22 of this Draft Prospectus, to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances.

The extent to which material increases in revenue or income from operations are due to increased volume, introduction of new products or services or increased prices

Changes in revenue in the last three financial years are as explained in the part “*Financial Year 2021-22 compared with financial year 2020-21 and Financial Year 2020-21 Compared with Financial Year 2019-20*” above.

Any significant dependence on a single or few suppliers or customers.

There is no significant dependence on a single or few suppliers or customers.

Status of any publicly announced new products or business segments

Please refer to the chapter titled “*Our Business*” beginning on page 80 of this Draft Prospectus for new products or business segments.

The extent to which the business is seasonal

Our business and revenues fluctuate based on the academic cycle of our courses and timelines of the entrance examinations, which are cyclical in nature and dependent on the dates of the board/entrance examinations as well as the release of the examination results. Depending on the timing of examinations and examination results, our Long-Term Courses generally commence in phases starting in April, with repeater courses (which represent a significant portion of our revenue)

commencing in phases starting in May. Similarly, our courses generally end in phases in the fourth quarter, depending on the timing of examinations. In terms of our expenses, many of them are fixed in nature and we incur them throughout the year, though some are concentrated or increase in the first quarter, including salary increments for faculty, advertising and publicity expenses to recruit students for courses in the new academic year, and expenses for new centers that have opened but that are not yet conducting courses. As our revenue and expenses can fluctuate quarter-to-quarter, this may result in our Company being more profitable in some quarters, generally the first and second quarters, and less profitable or even loss-making in the third and fourth quarters. Given the factors discussed above, investors are cautioned that any comparison of our results of operations between different periods in a year is not meaningful and should not be relied upon as an indicator of our future business prospects of financial performance and our results of operations for any particular quarter may not be indicative of our results of operations over longer time periods, such as a full fiscal year. Changes in revenue may vary between the same quarter in different years for various reasons, including due to differences arising from changes in dates, patterns or delays of any examinations or counselling schedules. Accordingly, any comparison of quarterly growth of our Company over successive financial years may not accurately reflect our financial position and results of operation.

Competitive Conditions

We operate in a competitive atmosphere. Some of our competitors may have greater resources than those available to us. While product quality, brand value, distribution network, etc are key factors in client decisions among competitors, however, price is the deciding factor in most cases. We face fair competition from both organized and unorganized players in the market. We believe that our experience in this business and quality assurance will be key to overcome competition posed by such organized and unorganized players. Although, a competitive market, there are not enough number of competitors offering services similar to us. We believe that we are able to compete effectively in the market with our quality of services and our reputation. We believe that the principal factors affecting competition in our business include client relationships, reputation, and the relative quality and price of the services. For details, please refer to the section titled “*Risk Factors*” beginning on page 22 of this Draft Prospectus.

SECTION VIII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated below there is no (i) pending criminal litigation involving our Company, Directors, Promoters or Group Companies; (ii) actions taken by statutory or regulatory authorities involving our Company, Directors, Promoters or Group Companies; (iii) outstanding claims involving our Company, Directors, Promoters or Group Companies for any direct and indirect tax liabilities; (iv) outstanding proceedings initiated against our Company for economic offences; (v) defaults or non-payment of statutory dues by our Company; (vi) material fraud against our Company in the last five years immediately preceding the year of this Draft Prospectus; (vii) inquiry, inspection or investigation initiated or conducted under the Companies Act 2013 or any previous companies law against our Company during the last five years immediately preceding the year of this Draft Prospectus and if there were prosecutions filed (whether pending or not); (viii) fines imposed or compounding of offences for our Company in the last five years immediately preceding the year of this Draft Prospectus; (ix) litigation or legal action against our Promoters by any ministry or Government department or statutory authority during the last five years immediately preceding the year of this Draft Prospectus; (x) pending litigations involving our Company, Directors, Promoters, Group Companies or any other person, as determined to be material by the Company's Board of Directors in accordance with the SEBI ICDR Regulations; or (xi) outstanding dues to creditors of our Company as determined to be material by our Company's Board of Directors in accordance with the SEBI ICDR Regulations and dues to small scale undertakings and other creditors.

For the purpose of material litigation in (x) above, our Board in its meeting held on September 25, 2022 has considered and adopted the following policy on materiality with regard to outstanding litigations to be disclosed by our Company in this Draft Prospectus:

- a) All criminal proceedings, statutory or regulatory actions and taxation matters, involving our Company, Promoters, Directors, or Group Companies, as the case may be shall be deemed to be material;*
- b) All pending litigation involving our Company, Promoter, Directors, or Group Companies as the case may be, other than criminal proceedings, statutory or regulatory actions and taxation matters, would be considered 'material' (a) the monetary amount of claim by or against the entity or person in any such pending matter(s) is in excess of 10% of the revenue of the Company for the most recent audited fiscal period;*
- c) Notices received by our Company, Promoter, Directors, or Group Companies, as the case may be, from third parties (excluding statutory/regulatory authorities or notices threatening criminal action) shall, in any event, not be evaluated for materiality until such time that the Company / Directors / Promoter / Group Companies, as the case may be, are impleaded as parties in proceedings before any judicial forum.*
- d) As per the materiality policy adopted by the Board of our Company in its meeting held on September 25, 2022, creditors of our Company The outstanding dues to creditors in excess of 10% of the trade payables of our company as per the audited previous full year financial statements will be considered material. Details of outstanding dues to creditors (including micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006) as required under the SEBI Regulations have been disclosed on our website at www.arhantacademy.com.*

Our Company, our Promoters and/or our Directors, have not been declared as wilful defaulters or fraudulent borrower by the RBI or any governmental authority, have not been debarred from dealing in securities and/or accessing capital markets by the SEBI and no disciplinary action has been taken by the SEBI or any stock exchanges against our Company, our Promoter or our Directors, that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.

OUTSTANDING TAXATION MATTERS INVOLVING OUR COMPANY, DIRECTORS, PROMOTERS, SUBSIDIARIES, GROUP COMPANIES

PART 1: LITIGATION RELATING TO OUR COMPANY

A. FILED AGAINST OUR COMPANY

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Disciplinary Actions by Authorities

NIL

4) Litigation involving Tax Liability

Indirect Tax:

NIL

Direct Tax:

A.Y. 2012-13

As per details available on the website of the Income Tax Department M/s. Arihant Academy Private Limited (hereinafter referred to as the “Assessee”) have been issued with a demand notice u/s. 143(3) of the Income Tax Act, 1961, bearing no. 2014201210013624295C dated 25.03.2015, for an amount of Rs. 1,83,180/- and an interest of Rs. 2,57,670/- for A.Y. 2012-13. The demand has been disputed by the Assessee and the Assessee have submitted grievance dated 19.09.2022 which have been resolved and the department is yet to issue a rectification order in the matter.

Pending Demands/ Defaults of TDS

As per details available on the TRACES an aggregate outstanding amount of Rs. 85,670/- from F.Y. 2007-08 till 2021-22 is pending against M/s. Arihant Academy Private Limited (hereinafter referred to as the “Assessee”) as default on account of late filing of returns, late deposit of taxes and mismatch of PAN details. Although no action in respect of recovery of same has been taken by the department till date, except for issue of communication notices, the department may at any time issue recovery notices in which event the same shall become payable.

5) Other Pending Litigation based on Materiality Policy of our Company

NIL

B. CASES FILED BY OUR COMPANY

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Disciplinary Actions by Authorities

NIL

4) Litigation involving Tax Liability

NIL

5) Other Pending Litigation based on Materiality Policy of our Company

NIL

PART 2: LITIGATION RELATING TO OUR DIRECTORS AND PROMOTERS OF THE COMPANY

A. LITIGATION AGAINST OUR DIRECTORS AND PROMOTERS

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Disciplinary Actions by Authorities

NIL

4) Litigation involving Tax Liability

Direct Tax:

Mr. Anil Suresh Kapasi

As per details available on the website of Income Tax Department, a defective notice u/s. 139(9) bearing no. CPC/1819/G5/1885510055 dated 05.04.2019 had been issued against the Mr. Anil Suresh Kapasi (hereinafter referred to as the Assessee) for effecting corrections in the Income tax Return filed by the Assessee for A.Y. 2018-19 and the return for the period is pending for processing.

Indirect Tax:

NIL

5) Other Pending Litigation based on Materiality Policy of our Company

NIL

B. LITIGATION FILED BY OUR DIRECTORS AND PROMOTERS

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Disciplinary Actions by Authorities

NIL

4) Litigation involving Tax Liability

Direct Tax:

NIL

Indirect Tax:

NIL

5) Other Pending Litigation based on Materiality Policy of our Company

NIL

PART 3: LITIGATION RELATING TO OUR SUBSIDIARIES

As on date of this Draft Prospectus, our Company does not have a subsidiary.

PART 4: LITIGATION RELATING TO OUR GROUP COMPANIES

A. LITIGATION AGAINST OUR GROUP COMPANIES

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Disciplinary\ Actions by Authorities

NIL

4) Litigation involving Tax Liability

Direct Tax:

Arihant Academy Ventures Private Limited

As per details available on the TRACES an aggregate outstanding amount of Rs. 13,005/- for F.Y. 2021-22 is pending against M/s. Arihant Academy Ventures Private Limited (hereinafter referred to as the “Assessee”) as default on account of late filing of returns, late deposit of taxes and mismatch of PAN details. Although no action in respect of recovery of same has been taken by the department till date, except for issue of communication notices, the department may at any time issue recovery notices in which event the same shall become payable.

Indirect Tax:

NIL

5) Other Pending Litigation based on Materiality Policy of our Company

NIL

B. LITIGATION FILED BY OUR GROUP COMPANIES

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Disciplinary Actions by Authorities

NIL

4) Litigation involving Tax Liability

Direct Tax:

NIL

Indirect Tax:

NIL

5) Other Pending Litigation based on Materiality Policy of our Company

NIL

DISCIPLINARY ACTION INCLUDING PENALTY IMPOSED BY SEBI OR STOCK EXCHANGES AGAINST THE PROMOTER, DIRECTORS, GROUP COMPANIES AND PROMOTER GROUP DURING THE LAST 5 FINANCIAL YEARS

There are no disciplinary actions including penalty imposed by SEBI or Stock Exchanges against the Promoters, Directors or Group Companies during the last 5 financial years including outstanding actions except as disclosed above.

PAST INQUIRIES, INSPECTIONS OR INVESTIGATIONS

There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous company law in the last five years immediately preceding the year of this Draft Prospectus in the case of our Company, Promoters, Directors. Other than as described above, there have been no prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last five years immediately preceding the year of the Draft Prospectus.

OUTSTANDING LITIGATION AGAINST OTHER PERSONS AND COMPANIES WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY

As on the date of the Draft Prospectus, there is no outstanding litigation against other persons and companies whose outcome could have a material adverse effect on our Company.

PROCEEDINGS INITIATED AGAINST OUR COMPANY FOR ECONOMIC OFFENCES

There are no proceedings initiated against our Company for any economic offences.

NON-PAYMENT OF STATUTORY DUES

Except as disclosed above, as on the date of the Draft Prospectus there have been no (i) instances of non-payment or defaults in payment of statutory dues by our Company, (ii) over dues to companies or financial institutions by our Company, (iii) defaults against companies or financial institutions by our Company, or (iv) contingent liabilities not paid for.

MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE

Except as disclosed in Chapter titled “*Management’s Discussion and Analysis of Financial Condition & Results of Operations*” beginning on page 144 there have been no material developments that have occurred after the Last Balance Sheet Date.

OUTSTANDING DUES TO CREDITORS

There are no disputes with such entities in relation to payments to be made to our Creditors. The details pertaining to amounts due towards such creditors are available on the website of our Company.

Below are the details of the Creditors where outstanding amount as on September 30, 2022:

Name	Amount (₹ in Lakhs)
Total Outstanding dues to Micro and Small & Medium Enterprises	-
Total Outstanding dues to Creditors other than Micro and Small & Medium Enterprises	22.95

GOVERNMENT AND OTHER STATUTORY APPROVALS

We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business (as applicable on date of this Draft Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business.

In view of the approvals listed below, we can undertake this Issue and our current/proposed business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Prospectus.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities. The following are the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business.

APPROVALS IN RELATION TO OUR COMPANY'S INCORPORATION

1. Certificate of Incorporation dated 30.10.2007 from the Registrar of Companies, Mumbai, under the Companies Act, 1956 as "INDIA TUTORIALS PRIVATE LIMITED" (Company registration no. U80903MH2007PTC175500).
2. Fresh Certificate of Incorporation dated 13.10.2012 pursuant to Change of the Name of the Company from "INDIA TUTORIALS PRIVATE LIMITED" to "ARIHANT ACADEMY PRIVATE LIMITED", bearing registration no. U80903MH2007PTC175500 issued by the Registrar of Companies, Mumbai.
3. Certificate of Incorporation dated 19.09.2022 from the Registrar of Companies, Mumbai, consequent to conversion of the Company "ARIHANT ACADEMY PRIVATE LIMITED" to "ARIHANT ACADEMY LIMITED" (Corporate Identification No. - U80903MH2007PLC175500)

APPROVALS IN RELATION TO THE ISSUE

Corporate Approvals

1. Our Board of Directors has, pursuant to resolutions passed at its meeting held on November 17, 2022 authorized the issue, subject to the approval by the shareholders of our Company under section 62(1) (c) of the Companies Act, 2013.
2. Our shareholders have, pursuant to a resolution dated November 21, 2022 under Section 62(1) (c) of the Companies Act, 2013, authorized the issue.
3. Our Board of Directors has, pursuant to a resolution dated November 28, 2022 and [●] authorized our Company to take necessary action for filing the Draft Prospectus and Prospectus respectively with NSE Emerge.

Approvals from Stock Exchange

Our Company has received in- principle listing approval from the NSE Emerge dated [●] for listing of Equity Shares issued pursuant to the Issue.

Other Approvals

1. The Company has entered into a tripartite agreement dated September 21, 2022 with the Central Depository Services (India) Limited (CDSL) and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited, for the dematerialization of its shares.
2. The Company has entered into an agreement dated September 23, 2022 with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited, for the dematerialization of its shares.

APPROVALS / LICENSES / PERMISSIONS IN RELATION TO OUR BUSINESS

Tax Related Approvals

S. No	Description	Address of Place of Business / Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
1.	Permanent Account Number (PAN)	NA	AABCI7846J	Income Tax Department	--	Valid till Cancelled
2.	Tax Deduction Account Number (TAN)	NA	MUMI08049G	Income Tax Department	--	Valid till Cancelled
3.	GST Registration Certificate	Arihant Academy Private Limited, Ground Floor, Trivani Sadan, Carter Road No.3, Opp Ambe Mata Mandir, Borivali-East, Mumbai Suburban, Maharashtra-400066	27AABCI7846J1Z6	Goods and Services Tax department	19.07.2018	Valid till Cancelled
4.	Professions Tax Registration certificate (P.T.R.C.)	India Tutorials PVT LTD, 3rd Floor, Shraddha Old Nagardas Road, Andheri (E), City-Mumbai-400069, Maharashtra	27065217545P	Profession Tax Officer (13) Mumbai	29.06.2009	Valid till Cancelled

Registrations related to Labour Laws

S. No.	Description	Address	License Number	Issuing Authority	Date of issue	Date of Expiry
1.	MSME	Arihant Academy Private Limited, Ground Floor, Trivani Sadan, Carter Road No.3, Opp Ambe Mata Mandir, Borivali-East, Mumbai Suburban, Maharashtra-400066	UDYAM-MH-0065003	Ministry of Micro Small & Medium Enterprises	02.05.2021	Valid till Cancelled
2.	Registration under the Employees Provident fund (EPF)	India Tutorials Private Limited, Ground Floor, Trivani Kripa Building, Opp Ambe ji Ashram, Road No.3, Borivali-East, Mumbai Suburban, Maharashtra-400066	MH-212406	Regional Provident Fund Commissioner, Maharashtra	01.04.2009	Valid till Cancelled

Business Related Approvals

S. No.	Description	Address of Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
1.	Registration under Maharashtra Shops &	Arihant Acadmey Private Limited, Gr Flr, Trivani Sadan, 3rd Carter Road, Opp Ambaji Temple,	820250426 / RC Ward /COMMERCIAL II	Maharashtra Shops & Establishments (Regulations of	18.10.2022	Valid till Cancelled

S. No.	Description	Address of Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
	Establishments Act	Borivali East, Mumbai-400066		Employment and Conditions of Service) Act, 2017		
2.	Registration under Maharashtra Shops & Establishments Act	B-501, 5th Floor, Pratik C.H.S Ltd., Main J.P Road, Opp. Dhake Colony D.N. nagar, Andheri (West), Mumbai-53	890649807 / KW Ward / COMMERCIAL II	Maharashtra Shops & Establishments (Regulations of Employment and Conditions of Service) Act, 2017	17.10.2022	
3.	Registration under Maharashtra Shops & Establishments Act	B-301, 3rd Floor, Pratik C.H.S Ltd., Main J.P Road, Opp. Dhake Colony D.N. nagar, Andheri (West), Mumbai-53	890649807 / KW Ward / COMMERCIAL II	Maharashtra Shops & Establishments (Regulations of Employment and Conditions of Service) Act, 2017	17.10.2022	
4.	Registration under Maharashtra Shops & Establishments Act	Plot No.153, Flat 101-102 (Part A), Pritam Apartments, Sher-e-Punjab CHS Ltd., Off. Mahakali Caves Road, Near Tolani College, Andheri (East), Mumbai-400093	890649910 / KE Ward / COMMERCIAL II	Maharashtra Shops & Establishments (Regulations of Employment and Conditions of Service) Act, 2017	18.10.2022	
5.	Registration under Maharashtra Shops & Establishments Act	Plot No.153, Flat 103 (Part B), Pritam Apartments, Share-e-Punjab CHS Ltd., Off. Mahakali Caves Road, Near Tolani College, Andheri (East), Mumbai-400093	890649910 / KE Ward / COMMERCIAL II	Maharashtra Shops & Establishments (Regulations of Employment and Conditions of Service) Act, 2017	18.10.2022	
6.	Registration under Maharashtra Shops & Establishments Act	A-102 Mitha Nagar 'Sneh Sagar' CHSL, Ground. Flr., M.G.Road, Down of Axis Bank, Opp. Shabri Hotel, Goregaon (West), Mumbai-400104	890649920 / PS Ward / COMMERCIAL II	Maharashtra Shops & Establishments (Regulations of Employment and Conditions of Service) Act, 2017	18.10.2022	
7.	Registration under Maharashtra Shops & Establishments Act	201, 2nd floor, Kesar Plaza, Charkop Market, Kandivali (West), Mumbai-400067	890649709 / RS Ward / COMMERCIAL II	Maharashtra Shops & Establishments (Regulations of Employment and Conditions of Service) Act, 2017	17.10.2022	

S. No.	Description	Address of Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
8.	Registration under Maharashtra Shops & Establishments Act	208, 2nd floor, Kesar Plaza, Charkop Market, Kandivali (West), Mumbai-400 067	890649709 / RS Ward / COMMERCIAL II	Maharashtra Shops & Establishments (Regulations of Employment and Conditions of Service) Act, 2017	17.10.2022	
9.	Registration under Maharashtra Shops & Establishments Act	303, 3RD floor, Kesar Plaza, Charkop Market, Kandivali (West), Mumbai-400 067	890649709 / RS Ward / COMMERCIAL II	Maharashtra Shops & Establishments (Regulations of Employment and Conditions of Service) Act, 2017	17.10.2022	
10.	Registration under Maharashtra Shops & Establishments Act	304, 3RD floor, Kesar Plaza, Charkop Market, Kandivali (West), Mumbai-400 067	890649709 / RS Ward / COMMERCIAL II	Maharashtra Shops & Establishments (Regulations of Employment and Conditions of Service) Act, 2017	17.10.2022	
11.	Registration under Maharashtra Shops & Establishments Act	305, 3RD floor, Kesar Plaza, Charkop Market, Kandivali (West), Mumbai-400 067	890649709 / RS Ward / COMMERCIAL II	Maharashtra Shops & Establishments (Regulations of Employment and Conditions of Service) Act, 2017	17.10.2022	
12.	Registration under Maharashtra Shops & Establishments Act	307, 3RD floor, Kesar Plaza, Charkop Market, Kandivali (West), Mumbai-400 067	890662158 / RS Ward / COMMERCIAL II	Maharashtra Shops & Establishments (Regulations of Employment and Conditions of Service) Act, 2017	23.11.2022	
13.	Registration under Maharashtra Shops & Establishments Act	205, 2nd floor, Kesar Plaza, Charkop Market, Kandivali (West), Mumbai-400 067	890227575 / RS Ward / COMMERCIAL II	Maharashtra Shops & Establishments (Regulations of Employment and Conditions of Service) Act, 2017	19.07.2019	
14.	Registration under Maharashtra Shops &	2nd and 3rd Floor, White House Bldg., Junction of M.G.Road & Laxminarayan Lane,	890649934 / RS Ward / COMMERCIAL II	Maharashtra Shops & Establishments (Regulations of	18.10.2022	

S. No.	Description	Address of Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
	Establishments Act	Kandivli (W), Mumbai – 400067		Employment and Conditions of Service) Act, 2017		
15.	Registration under Maharashtra Shops & Establishments Act	Bungalow No.11, Vaishnav Villa CHSL, Next to Hotel Avenue, Main Thakur Complex, Kandivali E, Mumbai - 400 101	890649922 / RS Ward / COMMERCIAL II	Maharashtra Shops & Establishments (Regulations of Employment and Conditions of Service) Act, 2017	18.10.2022	
16.	Registration under Maharashtra Shops & Establishments Act	2nd Flr., Laxmi Villa, Bungalow No.12-13, Above Saraswat Bank, Vaishnav Villa CHSL, Next To Hotel Avenue, Main Thakur Complex, Kandivali E, Mumbai - 400 101	890649898 / RS Ward / COMMERCIAL II	Maharashtra Shops & Establishments (Regulations of Employment and Conditions of Service) Act, 2017	18.10.2022	
17.	Registration under Maharashtra Shops & Establishments Act	Star Trade Centre, N.S.V.Road, Sodawala Lane, Next to Prabodhankar Thakrey Hall, Borivali (West), Mumbai-400 092	890649939 / RN Ward / COMMERCIAL II	Maharashtra Shops & Establishments (Regulations of Employment and Conditions of Service) Act, 2017	18.10.2022	
18.	Registration under Maharashtra Shops & Establishments Act	Unit No.5, First Floor, Prabhu Udhog Bhavan, I.C.Colony, Opp. Union Bank of India, Borivali (W), Mumbai-400103	890649925 / RN Ward / COMMERCIAL II	Maharashtra Shops & Establishments (Regulations of Employment and Conditions of Service) Act, 2017	18.10.2022	
19.	Registration under Maharashtra Shops & Establishments Act	Unit No.6, First Floor, Prabhu Udhog Bhavan, I.C.Colony, Opp. Union Bank of India, Borivali (W), Mumbai-400103	890649756 / RN Ward / COMMERCIAL II	Maharashtra Shops & Establishments (Regulations of Employment and Conditions of Service) Act, 2017	17.10.2022	
20.	Registration under Maharashtra Shops & Establishments Act	UNIT NO. 119, 3rd floor 'A' Wing, Shree Vallabh Shopping Complex, Above Pantaloons & Zamkudi Showroom, S.V.Road, Mumbai 400092	890649924 / RN Ward / COMMERCIAL II	Maharashtra Shops & Establishments (Regulations of Employment and Conditions of Service) Act, 2017	18.10.2022	

S. No.	Description	Address of Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
21.	Registration under Maharashtra Shops & Establishments Act	UNIT NO. 4, 3rd floor' 'A' Wing, Shree Vallabh Shopping Complex, Above Pantaloons & Zamkudi Showroom, S.V.Road, Mumbai – 400092	890649924 / RN Ward / COMMERCIAL II	Maharashtra Shops & Establishments (Regulations of Employment and Conditions of Service) Act, 2017	18.10.2022	
22.	Registration under Maharashtra Shops & Establishments Act	Unit No. A-103, 1st Floor, Trigun CHSL., Eksar Rd, Borivali (West), Mumbai - 400 092	890649759 / RC Ward / COMMERCIAL II	Maharashtra Shops & Establishments (Regulations of Employment and Conditions of Service) Act, 2017	17.10.2022	
23.	Registration under Maharashtra Shops & Establishments Act	Office No.1, "Noorjahan Geejay CHS", Saibaba Nagar, Opp. Saibaba Temple, Borivali (West), Mumbai – 92	890649777 / RC Ward / COMMERCIAL II	Maharashtra Shops & Establishments (Regulations of Employment and Conditions of Service) Act, 2017	17.10.2022	
24.	Registration under Maharashtra Shops & Establishments Act	Near Girirath Building, Jaimuddin Compound, 3rd Carter Road, Borivali East, Mumbai- 400 066	890649930 / RC Ward / COMMERCIAL II	Maharashtra Shops & Establishments (Regulations of Employment and Conditions of Service) Act, 2017	18.10.2022	
25.	Registration under Maharashtra Shops & Establishments Act	Laxmi Niwas, 1st Floor, Carter Road No.3, Opp. Amba Mata Temple, Borivali (East), Mumbai-400 066	890650004 / RC Ward / COMMERCIAL II	Maharashtra Shops & Establishments (Regulations of Employment and Conditions of Service) Act, 2017	18.10.2022	
26.	Registration under Maharashtra Shops & Establishments Act	1st Floor, 1, Shree Om Sai Krupa CPS, Shiv Vallabh Road, Off.Gokul Anand Hotel, Opp. W.E. Highway, Ashokvan, Dahisar East, Mumbai – 68	890649933 / RN Ward / COMMERCIAL II	Maharashtra Shops & Establishments (Regulations of Employment and Conditions of Service) Act, 2017	18.10.2022	
27.	Registration under Maharashtra Shops &	2nd Flr., 202, Shree Om Sai Krupa CPS, Shiv Vallabh Road, Off. Gokul Anand Hotel, Opp. W.E.	890649938 / RN Ward / COMMERCIAL II	Maharashtra Shops & Establishments (Regulations of	18.10.2022	

S. No.	Description	Address of Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
	Establishments Act	Highway, Ashokvan, Dahisar(E), Mumbai – 68		Employment and Conditions of Service) Act, 2017		
28.	Registration under Maharashtra Shops & Establishments Act	Shop No. 4 , Shree Om Sai Kripa Co-op. Premises Society Ltd., Ground Floor, Shiv Vallabh Road, Opp. Gokul Anand Hotel, Off. W. E. Highway, Dahisar (East), Mumbai-400 068	890649938 / RN Ward / COMMERCIAL II	Maharashtra Shops & Establishments (Regulations of Employment and Conditions of Service) Act, 2017	18.10.2022	
29.	Registration under Maharashtra Shops & Establishments Act	Shop No. 5, Shree Om Sai Kripa Co-op. Premises Society Ltd., Ground Floor, Shiv Vallabh Road, Opp. Gokul Anand Hotel, Off. W.E.Highway, Dahisar (East), Mumbai – 400 068	890649938 / RN Ward / COMMERCIAL II	Maharashtra Shops & Establishments (Regulations of Employment and Conditions of Service) Act, 2017	18.10.2022	
30.	Registration under Maharashtra Shops & Establishments Act	Shop No. 6, Shree Om Sai Kripa Co-op. Premises Society Ltd., Ground Floor, Shiv Vallabh Road, Opp. Gokul Anand Hotel, Off. W. E. Highway, Dahisar (East), Mumbai – 400 068	890649938 / RN Ward / COMMERCIAL II	Maharashtra Shops & Establishments (Regulations of Employment and Conditions of Service) Act, 2017	18.10.2022	
31.	Registration under Maharashtra Shops & Establishments Act	Shop No. 7, Shree Om Sai Kripa Co-op. Premises Society Ltd., Ground Floor, Shiv Vallabh Road, Opp. Gokul Anand Hotel, Off. W. E. Highway, Dahisar (East), Mumbai – 400 068	890649938 / RN Ward / COMMERCIAL II	Maharashtra Shops & Establishments (Regulations of Employment and Conditions of Service) Act, 2017	18.10.2022	
32.	Registration under Maharashtra Shops & Establishments Act	Shop no.7, Ground Floor, Panorama Park Co-op. Hsg. Soc. Ltd., Shiv Vallabh Road, Ashokvan, Dahisar East, Mumbai-400 068	890649943 / RN Ward / COMMERCIAL II	Maharashtra Shops & Establishments (Regulations of Employment and Conditions of Service) Act, 2017	18.10.2022	
33.	Registration under Maharashtra Shops & Establishments Act	Shop no.1A, Ground Floor, New Panorama Park Co-op. Hsg. Soc. Ltd., Shiv Vallabh Road, Ashokvan, Dahisar(E), Mumbai-400 068	890649943 / RN Ward / COMMERCIAL II	Maharashtra Shops & Establishments (Regulations of Employment and Conditions of Service) Act, 2017	18.10.2022	

S. No.	Description	Address of Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
34.	Registration under Maharashtra Shops & Establishments Act	1st Flr., A-Wing, BPT Employees Swed Ganga CHS Ltd., C.S.Road, Anand Nagar, Dahisar (E), Mumbai-68	890649931 / RN Ward / COMMERCIAL II	Maharashtra Shops & Establishments (Regulations of Employment and Conditions of Service) Act, 2017	18.10.2022	
35.	Registration with Fire Protection & Safety Engineers	Arihant Academy Private Limited, Ground Floor, Trivani Sadan, Carter Road No.3, Opp.Ambe Mata Mandir, Borivali East, Mumbai-400066	SFS/VS/MUM/266	Safehand Fire Services, Mumbai	04.10.2021	03.10.2024
36.	Registration with Fire Protection & Safety Engineers	Arihant Academy Private Limited, Plot No.153, Flat No.101-103, Pritam Appartment, Sher-E-Punjab, Near Tolani College, Andheri East	SFS/VS/MUM/265	Safehand Fire Services, Mumbai	04.10.2021	04.10.2024
37.	Registration with Fire Protection & Safety Engineers	Arihant Academy Private Limited, B-301 & 501, 3rd & 5th Floor,Pratik CHSL, Main J.P. Road, Opp. Dhake Colony, D.N. Nagar,Andheri West	SFS/VS/MUM/289	Safehand Fire Services, Mumbai	08.10.2021	07.10.2024
38.	Registration with Fire Protection & Safety Engineers	Arihant Academy Private Limited,1st Floor,1, Shree Om Sai Kripa, CHSL, Shiv Vallab Road, Off. Gokul Anand,Opp. W.E. Highway Dahisar East	SFS/VS/MUM/275	Safehand Fire Services, Mumbai	06.10.2021	05.10.2024
39.	Registration with Fire Protection & Safety Engineers	Arihant Academy Private Limited,Near Girirath Building, Catar Road No.3, Borivali-East, Mumbai -400066	SFS/VS/MUM/276	Safehand Fire Services, Mumbai	06.10.2021	05.10.2024
40.	Registration with Fire Protection & Safety Engineers	Arihant Academy Private Limited, Shroff Bungalow, Opp. Pandya Hospital, Sodawala Lane, Borivali-West, Mumbai-400092	SFS/VS/MUM/292	Safehand Fire Services, Mumbai	08.10.2021	07.10.2024
41.	Registration with Fire Protection & Safety Engineers	Arihant Academy Private Limited, Unit No. 5, 1st floor, Prabhu Udyog Bhawan, I.C. Colony, Opp, Corporation Bank, Borivali (W), Mumbai-103	SFS/V S/MUM/305	Safehand Fire Services, Mumbai	14.10.2021	13.10.2024

S. No.	Description	Address of Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
42.	Registration with Fire Protection & Safety Engineers	Arihant Academy Private Limited, Office No.1, Noorjahan Geejay, CHSL, Saibaba Nagar, Opp. Saibaba Temple, Borivali-West, Mumbai-400092	SFS/VS/MUM/293	Safehand Fire Services, Mumbai	08.10.2021	07.10.2024
43.	Registration with Fire Protection & Safety Engineers	Arihant Academy Private Limited, Unit No.A-103, 1st Floor, Trigun CHSL, Eksar Road, Borivali-West, Mumbai-400092	SFS/VS/MUM/264	Safehand Fire Services, Mumbai	04.10.2021	03.10.2024
44.	Registration with Fire Protection & Safety Engineers	Panchdham Hsg. Society, A-Wing, Shop No. 12, Anand Nagar, Mumbai-68	SFS/VS/MUM/291/21-22	Safehand Fire Services, Mumbai	09.10.2021	08.10.2024
45.	Registration with Fire Protection & Safety Engineers	Unit No. 28 and 119, 3rd Floor, 'A' Wing, Shree Vallabh Shopping Complex, Above 'Pantaloons' & 'Zamkudi' Showroom, S.V. Road, Mumbai-92	SFS/VS/MUM/287/21-22	Safehand Fire Services, Mumbai	09.10.2021	08.10.2024
46.	Registration with Fire Protection & Safety Engineers	Bungalow No. 11, 1st Floor, Vaishnav Villa, Next to Hotel Avenue, Main Thakur Complex, Mumbai-101	SFS/VS/MUM/294/21-22	Safehand Fire Services, Mumbai	09.10.2021	08.10.2024
47.	Registration with Fire Protection & Safety Engineers	205/208, Kesar Plaza, Main Charkop Market, Charkop, Mumbai-67	SFS/VS/MUM/290/21-22	Safehand Fire Services, Mumbai	09.10.2021	08.10.2024
48.	Registration with Fire Protection & Safety Engineers	1st and 2nd Floor, White House Building, Junction S.V. Road & M.G. Road, Mumbai-67	SFS/VS/MUM/278/21-22	Safehand Fire Services, Mumbai	06.10.2021	08.10.2024
49.	Registration with Fire Protection & Safety Engineers	Snehdeep CHS Ltd., Unit No. 12 & 13, A-Wing, Building No. 3, Below Axis Bank & Opp. Shabri Hotel, Mitha Nagar, M.G. Road, Mumbai-104	SFS/VS/MUM/288/21-22	Safehand Fire Services, Mumbai	09.10.2021	08.10.2024

INTELLECTUAL PROPERTY

Trademarks registered/Objected/Abandoned in the name of our company:

S. No	Brand Name/Logo Trademark	Class	Nature of Trademark registration number	Owner	Date of Application	Authority	Current Status
1.		41	Registered vide no. 2872511	Arihand Academy Pvt. Ltd.	30.12.2014	Trade Mark registry Intellectual Property India	Registered

Domain Name

S. No	Domain Name and ID	Sponsoring Registrar and ID	Registrant Name, ID and Address	Creation Date	Registry Expiry Date
1.	https://arihantacademy.com/	1039839724_DOMAIN_COM-VRSN	whois.PublicDomainRegistry.com	21.06.2007	21.06.2023

OUR ASSOCIATION

Sr. No.	Registration	Address	Registration Number	Issuing Authority	Date of issue	Date of Expiry
1.	Certificate of Membership	Arihand Academy Private Limited	Regn.No.: Mah/Mum/316/2022, Membership No. MCOA-MWZ-2022	Maharashtra Class Owners' Association	25.08.2022	31.03.2025

KEY APPROVALS APPLIED FOR BY OUR COMPANY BUT NOT RECEIVED

There are no such approvals applied for by us that are not received as on the date of this Draft Prospectus.

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

Our Board of Directors have *vide* resolution dated November 17, 2022 authorized the Issue, subject to the approval by the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013.

The shareholders have authorized the Issue, by passing a Special Resolution at the Extra Ordinary General Meeting held on November 21, 2022, in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

The Company has obtained approval from NSE *vide* letter dated [●] to use the name of NSE in this Offer Document for listing of equity shares on the NSE Emerge. NSE is the designated stock exchange.

PROHIBITION BY SEBI OR OTHER GOVERNMENTAL AUTHORITIES

Further, our company, promoter, members of the promoter group, directors, are not debarred or prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the Board or any securities market regulator in any other jurisdiction or any other authority/court as on the date of this Draft Prospectus.

The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

PROHIBITION BY RBI

Neither our Company nor any of our Promoters or Directors has been declared as wilful defaulter(s) or fraudulent borrowers by the RBI or any other governmental authority.

DIRECTORS ASSOCIATED WITH THE SECURITIES MARKET

None of our Directors are associated with the securities market and there has been no outstanding action initiated by SEBI against them in the five years preceding the date of this Draft Prospectus.

COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company, our Promoters and Promoter Group is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 (“SBO Rules”), to the extent applicable, as on the date of this Draft Prospectus.

ELIGIBILITY FOR THE 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.

This Issue is being made in terms of Regulation 229(1) of Chapter IX of the SEBI ICDR Regulations, as amended from time to time, an issuer whose post issue face value capital does not exceed ten crores’ rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the NSE Emerge).

As per Regulation 229 (3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of NSE Emerge.

- a) Our Company was incorporated on October 30, 2007, under the Companies Act, 1956 with the Registrar of Companies, Mumbai. Hence, our Company is in existence for a period of 15 years on the date of filing the Draft Prospectus with NSE.
- b) As on the date of this Draft Prospectus, our Company has a total paid-up capital (face value) of ₹442.00 Lakhs comprising 44,20,000 Equity Shares of ₹10/- each and the Post Issue paid-up Capital (face value) will be ₹ [●] Lakhs comprising [●] Equity Shares which shall be below ₹ 25 crores.
- c) Our Company confirms that it has track record of more than 3 years.
- d) As per the Restated Standalone Financial Statements, our company has operating profit (earnings before interest, depreciation and tax excluding other income) from operations of ₹218.05 Lakhs in September 30, 2022, ₹315.15

Lakhs in Fiscal 2022, ₹213.81 Lakhs in Fiscal 2021 and ₹136.05 Lakhs in Fiscal 2020 i.e., in all the 3 financial years preceding the date of this Draft Prospectus and its net-worth is positive.

- e) Our Company has not been referred to Board for Industrial and Financial Reconstruction (BIFR) or no proceedings have been admitted under Insolvency and Bankruptcy Code against our company and promoting companies.
- f) There is no winding up petition against the company, which has been admitted by NCLT/ Court of competent jurisdiction or a liquidator has not been appointed.
- g) No material regulatory or disciplinary action has been taken by a stock exchange or regulatory authority in the past three years against our Company.
- h) Other Disclosures:
 - We have disclosed all material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) of our company in the Draft Prospectus.
 - There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by our company, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) during the past three years except as mentioned in the Draft Prospectus.
 - We have disclosed the details of our company, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) litigation record, the nature of litigation, and status of litigation. For details, please refer the chapter “*Outstanding Litigations and Material Developments*” on page 156 of this Draft Prospectus.
 - We have disclosed all details of the track record of the directors, the status of criminal cases filed or nature of the investigation being undertaken with regard to alleged commission of any offence by any of its directors and its effect on the business of the company, where all or any of the directors of issuer have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc. For Details, refer the chapter “*Outstanding Litigations and Material Developments*” on page 156 of this Draft Prospectus.

As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:

- a) The Draft Prospectus has been filed with NSE and our Company has made an application to NSE for listing of its Equity Shares on the Emerge platform of NSE. NSE is the Designated Stock Exchange.
- b) Our Company has entered into an agreement dated September 23, 2022 with NSDL and agreement dated September 21, 2022 with CDSL for dematerialisation of its Equity Shares already issued and proposed to be issued.
- c) The entire pre-Issue capital of our Company has fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO are fully paid-up.
- d) The entire Equity Shares held by the Promoters are in dematerialization form.
- e) The fund requirements set out for the Objects of the Issue are proposed to be met entirely from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue as required under the SEBI ICDR Regulations. For details, please refer the chapter “*Objects of the Issue*” on page 67 of this Draft Prospectus.

Our Company confirms that it will ensure compliance with the conditions specified in Regulation 230 (2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Issue in terms of Regulation 228 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 228 of the SEBI ICDR Regulations are as follows:

- (a) Neither our Company nor our Promoters, members of our Promoter Group or our Directors are debarred from accessing the capital markets by the SEBI.

- (b) None of our Promoters or Directors are promoters or directors of companies which are debarred from accessing the capital markets by the SEBI.
- (c) Neither our Company nor our Promoters or Directors is a wilful defaulter or fraudulent borrower.
- (d) None of our Promoters or Directors is a fugitive economic offender.

We further confirm that we shall be complying with all other requirements as laid down for such issue under Chapter IX of SEBI ICDR Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

We further confirm that:

1. In accordance with Regulation 246 of the SEBI ICDR Regulations, the lead manager shall ensure that the issuer shall file copy of the Prospectus with SEBI along with relevant documents as required at the time of filing the Prospectus to SEBI.
2. In accordance with Regulation 260 of the SEBI ICDR Regulations, this Issue is 100% underwritten and shall not restrict to the minimum subscription level. The LM shall underwrite at least 15% of the total issue size. For further details pertaining to underwriting please refer to chapter titled “*General Information*” beginning on page 42 of this Draft Prospectus.
3. In accordance with Regulation 268 of the SEBI ICDR Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be unblocked or refunded forthwith. If such money is not unblocked or repaid within four days from the date our company becomes liable to unblock or repay it, then our company and every officer in default shall, on and from expiry of fourth day, be liable to unblock or repay such application money, with interest as prescribed under SEBI ICDR Regulations and section 40 of the Companies Act, 2013.

COMPLIANCE WITH PART A OF SCHEDULE VI OF THE SEBI ICDR REGULATIONS

Our Company is in compliance with the provisions specified in Part A of Schedule VI of the SEBI ICDR Regulations.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER SHRENI SHARES PRIVATE LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS OFFER DOCUMENT, THE LEAD MERCHANT BANKER ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER, SHRENI SHARES PRIVATE LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED [●] IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE

PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THIS ISSUE DOCUMENT.

Note: All legal requirements pertaining to the Issue will be complied with at the time of registration of this Prospectus with the RoC in terms of section 26 of the Companies Act, 2013.

DISCLAIMER FROM OUR COMPANY AND THE LEAD MANAGER

Our Company and the Lead Manager accept no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website, www.arihantacademy.com, or the website of any affiliate of our Company, would be doing so at his or her own risk.

The Lead Manager accept no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement to be entered into between the Underwriter and our Company and Market Maker Agreement entered into among Market Maker and our Company.

All information shall be made available by our Company and the 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.

Our Company and the Lead Manager shall make all information available 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 or at collection centres etc.

The Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and associates of our Company in the ordinary course of business and may in future engage in the provision of services for which they may in future receive compensation. Shreni Shares Private Limited is not an associate of the Company and is eligible to be appointed as the Lead Manager in this Issue, under SEBI MB Regulations.

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company and the Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

Neither our Company nor Lead Manager is liable for any failure in (i) uploading the Applications due to faults in any software/ hardware system or otherwise, or (ii) the blocking of the Application Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on the account of any errors, omissions or non-compliance by various parties involved, or any other fault, malfunctioning, breakdown or otherwise, in the UPI Mechanism.

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India including Indian nationals resident in India (who are not minors, except through their legal guardian), Hindu Undivided Families (HUFs), companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), Trusts registered under the Societies Registration Act, 1860, as amended from time to time, or any other trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds and to non-residents including NRIs and FIIs. This Draft Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Draft Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented thereby may not be issued or sold, directly or indirectly, and the Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Draft Prospectus nor any sale hereunder shall, under any circumstances, create any

implication that there has been any change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

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.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and in compliance with applicable laws, legislations and Prospectus in each jurisdiction, including India.

DISCLAIMER CLAUSE OF THE NSE

As required, a copy of the Draft Prospectus shall be submitted to the NSE Emerge. The Disclaimer Clause as intimated by the NSE Emerge to us, post scrutiny of the Draft Prospectus, shall be included in the Prospectus prior to the filing with RoC.

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the “Securities Act”) or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S 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 issued and sold (i) in the United States only to “qualified institutional buyers”, as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulations under the Securities Act and in compliance with the applicable laws of the jurisdiction where those issues and sales occur.

Accordingly, the Equity Shares are being issued 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 issues and sales occur.

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

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

LISTING

Application have been made to NSE Emerge for obtaining permission for listing of the Equity Shares being issued and sold in the Issue on its NSE Emerge after the allotment in the Issue. NSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

Our company has obtained In-principle approval from NSE vide letter dated [●] to use name of NSE in the Prospectus for listing of equity shares on NSE Emerge.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the NSE Emerge, the Company shall unblock, without interest, all moneys received from the applicants in pursuance of the Prospectus. If any such money is not unblocked within four (4) days after the issuer becomes liable to unblock it then our Company and every director of the company who is an officer in default shall, on and from the expiry of the fourth (4) day, be jointly and severally liable to unblock that money with interest at the rate of fifteen per cent per annum (15% pa) 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 NSE Emerge mentioned above are taken within six (6) Working Days of the Issue Closing Date.

CONSENTS

Consents in writing of: (a) The Directors, Promoters, the Chief Financial Officer, Company Secretary & Compliance Officer, Peer Review Auditors and the Statutory Auditors; and (b) the Lead Manager, Registrar to the Issue, the Legal Advisors to the Issue, Bankers to the Issue ⁽¹⁾, Bankers to the company, Market Maker and Underwriters to act in their respective capacities, have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Section 26 of the Companies Act, 2013.

(1) The aforesaid will be appointed prior to filing of the Prospectus with RoC and their consents as above would be obtained prior to the filing of the Prospectus with RoC.

In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, Peer Reviewed Auditors, M/s AY & Co., Chartered Accountants, have provided their written consent to the inclusion of Restated Consolidated Financial Statements dated September 25, 2022, Restated Standalone Financial Statements dated November 26, 2022 and to the inclusion of their reports dated September 25, 2022 on Statement of Tax Benefits, which may be available to the Company and its shareholders, included in this Draft Prospectus in the form and context in which they appear therein and such consents and reports have not been withdrawn up to the time of filing of this Draft Prospectus.

EXPERT OPINION

Except the report of the Peer Reviewed Auditors on statement of tax benefits and report on Restated Consolidated Financial Statements for the financial years ended March 31, 2022, 2021 and 2020 and Restated Standalone Financial Statements for the period ended September 30, 2022 and for the financial years ended March 31, 2022, 2021 and 2020 as included in this Draft Prospectus, our Company has not obtained any expert opinion.

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

PREVIOUS PUBLIC OR RIGHTS ISSUES DURING THE LAST FIVE YEARS

We have not made any rights to the public and public issues in the past, and we are an “Unlisted Company” in terms of the SEBI ICDR Regulations and this Issue is an “Initial Public Offer” in terms of the SEBI ICDR Regulations.

COMMISSION AND BROKERAGE PAID ON PREVIOUS ISSUES OF OUR EQUITY SHARES IN LAST FIVE YEARS

Since this is an Initial Public Offer of the Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of the Company.

CAPITAL ISSUES DURING THE LAST THREE YEARS BY OUR COMPANY, LISTED GROUP COMPANIES, SUBSIDIARIES & ASSOCIATES OF OUR COMPANY

Except as disclosed in Chapter titled “*Capital Structure*” on page 57 of Draft Prospectus, our Company has not made any capital issue during the previous three years.

For details in relation to our group company, please see chapter titled “*Our Group Company*” on page 138 of Draft Prospectus.

Except Arihant Academy Ventures Private Limited, we do not have any Group Company or Subsidiary or Associate as on date of this Draft Prospectus.

PERFORMANCE VIS-À-VIS OBJECTS

Except as stated in the chapter titled “*Capital Structure*” beginning on page 57 of this Draft Prospectus, we have not made any previous rights and / or public issues during the last five (5) years and are an “Unlisted Issuer” in terms of SEBI ICDR Regulations and this Issue is an “Initial Public Offer” in terms of the SEBI ICDR Regulations, the relevant data regarding performance vis-à-vis objects is not available with the Company.

Except Arihant Academy Ventures Private Limited, we do not have any Group Company or Subsidiary or Associate as on date of this Draft Prospectus.

PRICE INFORMATION OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER

Sr. No.	Issue name	Issue size (₹ Crores)	Issue price (₹)	Listing Date	Opening price on Listing Date (₹)	+/- % change in closing price, [+/-% change in Closing benchmark] 30 th calendar days from listing	+/- % change in closing price, [+/-% change in Closing benchmark] 90 th calendar days from listing	+/- % change in closing price, [+/-% change in Closing benchmark] 180 th calendar days from listing
1.	DMR Hydroengineering & Infrastructures Limited	2.09	21.00	December 07, 2021	25.00	+60.00% [+0.80%]	+52.38% [-9.06%]	+29.52% [-6.65%]
2.	Alkosign Limited	12.15	45.00	February 01, 2022	45.25	+1.11% [-5.77%]	+6.67% [-3.06%]	+13.33% [-2.99%]
3.	Quality RO Industries Limited	2.70	51.00	February 09, 2022	52.25	+11.67% [-5.13%]	+7.84% [-6.83%]	+9.80% [-0.13%]
4.	Ekennis Software Service Limited	2.88	72.00	March 07, 2022	80.00	+41.32% [+13.88%]	+25.00% [+5.54%]	+166.67% [+11.28%]
5.	Fidel Softech Limited	13.50	37	June 10, 2022	59.10	+52.30% [+0.12%]	+117.57% [+8.78%]	-
6.	SKP Bearing Industries Limited	30.80	70	July 13, 2022	73.00	+15.71% [+10.60%]	+117.86% [+7.98%]	-
7.	Olatech Solutions Limited	1.89	27	August 29, 2022	51.30	+205.56% [-1.49%]	+281.30% [+7.45%]	-
8.	Ameya Precision Engineers Limited	7.14	34	September 08, 2022	68.40	+63.38% [-2.72%]	-	-
9.	DAPS Advertising Limited	5.10	30	November 14, 2022	57.00	-	-	-
10.	Amiable Logistics (India) Limited	4.37	81	November 16, 2022	129.95	-	-	-

Sources: All share price data is from www.bseindia.com and www.nseindia.com.

Note:

1. The BSE Sensex and CNX Nifty are considered as the Benchmark Index
2. Prices on BSE/NSE are considered for all of the above calculations
3. In case 30th/90th/180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered
4. In case 30th/90th/180th days, scrips are not traded then last trading price has been considered.
5. Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information.

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the Lead Manager. Hence, disclosure pertaining to recent 10 issues handled by the lead manager are provided.

Summary statement of price information of past issues handled by Shreni Shares Private Limited:

Financial Year	Total no. of IPOs	Total funds raised (₹ Crores)	Nos. of IPOs trading at discount on as on 30 th calendar days from listing date			Nos. of IPOs trading at premium on as on 30 th calendar days from listing date			Nos. of IPOs trading at discount as on 180 th calendar days from listing date			Nos. of IPOs trading at premium as on 180 th calendar days from listing date		
			Over 50%	Between 25% - 50%	Less than 25%	Over 50%	Between 25% - 50%	Less than 25%	Over 50%	Between 25% - 50%	Less than 25%	Over 50%	Between 25% - 50%	Less than 25%
2022-2023 [#]	6 ^{**}	62.80	-	-	-	3	-	1	-	-	-	-	-	-
2021-2022	5 ^{**}	25.00	-	-	-	1	1	3	-	-	-	1	1	3
2020-2021	4 [*]	11.32	-	1	1	-	-	2	1	-	1	2	-	-

* The script of KSolves India Limited, Bodhi Tree Multimedia Limited, Shine Fashions (India) Limited and Adjia Technologies Limited were listed on July 6, 2020, October 21, 2020, November 2, 2020 and March 15, 2021 respectively.

** The script of Getalong Enterprise Limited, DMR Hydroengineering & Infrastructures Limited, Alkosign Limited, Quality RO Industries Limited and Ekennis Software Service Limited were listed on October 08, 2021, December 07, 2021, February 01, 2022, February 09, 2022 and March 07, 2022 respectively.

*** The script of Fidel Softech Limited, SKP Bearing Industries Limited, Olatech Solutions Limited, Ameya Precision Engineers Limited, DAPS Advertising Limited and Amiable Logistics (India) Limited were listed on June 10, 2022, July 13, 2022, August 29, 2022, September 08, 2022, November 14, 2022 and November 16, 2022 respectively.

The script of Fidel Softech Limited, SKP Bearing Industries Limited, Olatech Solutions Limited, Ameya Precision Engineers Limited have not completed 180 Days from the date of listing and the script of DAPS Advertising Limited and Amiable Logistics (India) Limited have not completed 30 and 180 Days.

Note: Rights Issues lead managed by Shreni Shares Private Limited have not been included in the above-mentioned Summary Statement of Disclosure as the disclosure is limited to IPOs only.

TRACK RECORD OF PAST ISSUES HANDLED BY LEAD MANAGER

For details regarding track record of the Lead Manager to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the Lead Manager at: www.shreni.in.

STOCK MARKET DATA OF EQUITY SHARES

This being an initial public offer of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Company have appointed Bigshare Services Private Limited as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

The Registrar to the Issue will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be co-ordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or

the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Our Company will obtain authentication on the SCORES and will comply with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013, SEBI circular (CIR/OIAE/1/2014) dated December 18, 2014 and SEBI circular (SEBI/HO/OIAE/IGRD/CIR/P/2021/642) dated October 14, 2021 and any amendment thereto, in relation to redressal of investor grievances through SCORES, prior to filing the Prospectus.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and subject to applicable law, any ASBA Applicant whose Application 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 3 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.

All grievances relating to Applications submitted with the Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Issue. Further, Applicants shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries in addition to the information mentioned hereinabove.

Our Company, the LM and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of any SCSB, Registered broker, Syndicate member, RTA or CDP including any defaults in complying with its obligations under the SEBI ICDR Regulations.

STATUS OF INVESTOR COMPLAINTS

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Prospectus and hence there are no pending investor complaints as on the date of this Draft Prospectus.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

The Company have appointed Registrar to the Issue, to handle the investor grievances in co-ordination with our Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to the Issue to ensure that the investor grievances are settled expeditiously and satisfactorily. The Registrar to the Issue will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be coordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process and UPI may be addressed to the SCSBs, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven (7) business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA applicants or UPI Payment Mechanism Applicants. Our Company, the Lead Manager and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs / Sponsor Bank including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

Further, our Board by a resolution on September 25, 2022 has also constituted a Stakeholders' Relationship Committee. The composition of the Stakeholders' Relationship Committee is as follows:

Name of the Directors	Nature of Directorship	Designation in Committee
Mr. Himanshu Rajnikant Mody	Non-Executive Independent Director	Chairman
Mr. Manish Khodidas Desai	Non-Executive Independent Director	Member
Ms. Kirti Umesh Pangam	Non-Executive Director	Member

For further details, please see the chapter titled “*Our Management*” beginning on page 120 of this Draft Prospectus.

Our Company has also appointed Ms. Deeksha Tiwari, as the Compliance Officer for the Issue and she may be contacted at the Registered Office of our Company.

Ms. Deeksha Tiwari

Ground Floor, Triveni Sadan, Opp. Ambe Mata Temple,

Carter Road No. 3, Borivali (East),

Mumbai – 400 066, Maharashtra, India

Tel No.: +91 99207 81706

Email: investors@arihantacademy.com

Website: www.arihantacademy.com

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

Our company has not applied or received any exemption from complying with any provisions of securities laws by SEBI.

SECTION IX – ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued are subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, our Memorandum and Articles of Association, SEBI LODR Regulations, the terms of this Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of this Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the Issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the NSE Emerge, the RBI, ROC and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by the SEBI, the Government of India, the Stock Exchange, the RoC and/or any other authorities while granting its approval for the Issue.

Please note that, in terms of Regulation 256 of the SEBI ICDR Regulations read with SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the applicants have to compulsorily apply through the ASBA Process and further in terms of SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, and as modified through its circular SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular 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 8, 2019 and the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 (together, the “UPI Circular”) in relation to clarifications on streamlining the process of public Issue of equity shares and convertibles it has proposed to introduce an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. Currently, for application by RIIs through Designated Intermediaries, the existing process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds is discontinued and RIIs submitting their Application Forms through Designated Intermediaries (other than SCSBs) can only use the UPI mechanism with existing timeline of T+6 days until March 31, 2020 (“UPI Phase II”). Further SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 has decided to continue with the Phase II of the UPI ASBA till further notice.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

RANKING OF EQUITY SHARES

The Equity Shares being issued shall be subject to the provisions of the Companies Act 2013, our Memorandum of Associations and Articles of Association shall rank pari passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please see the section titled “Main Provisions of the Articles of Association” beginning on page 212 of this Draft Prospectus.

MODE OF PAYMENT OF DIVIDEND

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Memorandum and Articles of Association and provisions of the SEBI LODR Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment will be payable to the Applicants who have been Allotted Equity Shares in the Issue, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see “Dividend Policy” and “Main Provisions of the Articles of Association” beginning on page 140 and 212, respectively of this Draft Prospectus.

FACE VALUE AND ISSUE PRICE

The Equity Shares having a face value of ₹10/- each are being issued in terms of this Draft Prospectus at the price of ₹ [●] per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled “Basis for Issue Price” beginning on page 72 of this Draft Prospectus.

At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

1. Right to receive dividends, if declared;
2. Right to receive Annual Reports and notices to members;
3. Right to attend general meetings and exercise voting rights, unless prohibited by law;
4. Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
5. Right to receive offers for rights shares and be allotted bonus shares, if announced;
6. Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
7. Right of free transferability of the Equity Shares, subject to applicable laws including any RBI rules and regulations; and
8. Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI LODR Regulations, and our Memorandum of Association and Articles of Association.

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 or splitting, see “*Main Provisions of the Articles of Association*” beginning on page 212 of this Draft Prospectus.

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

Trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by NSE Emerge from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Share subject to a minimum allotment of [●] Equity Shares to the successful Applicants.

Further, in accordance with SEBI ICDR Regulations the minimum application size in terms of number of specified securities shall not be less than ₹1.00 Lakh per application.

JOINT HOLDERS

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

The Equity Shares have not been and will not be registered under the U.S Securities Act or any other applicable law of the United States and, unless so registered, may not be issued or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being issued and sold (i) within the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S Securities Act and referred to in this Prospectus as “U.S. QIBs”, for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Prospectus as “QIBs”) in transactions exempt from, or not subject to, the registration requirements of the U.S Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdiction where those issues and sales occur.

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

NOMINATION FACILITY TO INVESTORS

In accordance with Section 72 (1) & 72 (2) of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 (3) of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in accordance to Section 72 (4) of the Companies Act, 2013, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the

prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

1. to register himself or herself as the holder of the Equity Shares; or
2. to make such transfer of the Equity Shares, as the deceased holder could have made

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Applicant would prevail. If the Applicant wants to change the nomination, they are requested to inform their respective Depository Participant.

ISSUE PROGRAM

Issue Opens on	[●]
Issue Closes on	[●]

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

Finalization of Basis of Allotment with the Designated Stock Exchange	On or before [●]
Initiation of Refunds / unblocking of funds from ASBA Account*	On or before [●]
Credit of Equity Shares to demat account of the Allottees	On or before [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or before [●]

**In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchange Applying platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Application Amount, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Application, exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post Issue LM shall be liable for compensating the Applicant at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. The Applicant shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, as amended pursuant to 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 which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.*

In terms of Regulation 265 of SEBI ICDR Regulations, the Issue shall be open after at least three (3) working days from the date of filing the Prospectus with the Registrar of Companies.

In terms of Regulation 266 (3) of SEBI ICDR Regulations, in case of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Issue Period disclosed in the Prospectus, for a minimum period of three (3) working days, subject to the provisions of Regulation 266(1).

The above timetable is indicative and does not constitute any obligation on our Company or the Lead Manager.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company, or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws. 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. Each of the Promoter confirms that it shall extend such reasonable support and co-operation in relation to its respective portion of the Issued Shares for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within Six Working Days from the Issue Closing Date or such other period as may be prescribed by SEBI.

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

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

The above timetable is indicative and does not constitute any obligation or liability on our Company, our Promoters, or the Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within Six (6) Working Days from the Issue Closing Date or such period as may be prescribed, with reasonable support and co-operation of the Promoters, as may be required in respect of its respective portion of the Issued Shares, the timetable may change due to various factors, such as extension of the Issue Period by our Board, as applicable, in consultation with the Lead Manager. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws. The Promoters confirm that it shall extend such reasonable support and co-operation in relation to its respective portion of the Issued Shares for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchange within Six Working Days from the Issue Closing Date or such other period as may be prescribed by SEBI.

In terms of the UPI Circulars, in relation to the Issue, the Lead Manager will submit reports of compliance with T+6 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding Four (4) 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 (4) Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Prospectus may result in changes to the above-mentioned timelines. Further, the issue procedure is subject to change basis any revised SEBI circulars to this effect.

In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of ₹ 100/- per day or 15% per annum of the Application Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchange Applying platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant shall be compensated at a uniform rate ₹ 100/- per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Application Amount, the Applicant shall be compensated at a uniform rate of ₹ 100/- per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking

of non-allotted/ partially allotted Application, exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100/- per day or 15% per annum of the Application Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post issue LM shall be liable for compensating the Applicant at a uniform rate of ₹100/- per day or 15% per annum of the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable. SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any further notification from the SEBI after filing of this Prospectus may result in changes in the timelines.

The Registrar to the Issue shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Issue closure time from the Issue Opening Date till the Issue 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.

It is clarified that applications not uploaded on the electronic bidding system or in respect of which the full application Amount is not blocked by SCSBs or under the UPI Mechanism, as the case may be, would be rejected.

In case of force majeure, banking strike or similar circumstances, the issuer may, for reasons to be recorded in writing, extend the (Issue) period disclosed in the Prospectus, for a minimum period of three (3) working days, subject to the Issue Period not exceeding ten (10) working days.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not allowed to withdraw or lower the size of their applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Retail Individual Investors can revise or withdraw their Applications prior to the Issue Closing Date. Except Allocation to Retail Individual Investors, Allocation in the Issue will be on a proportionate basis.

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

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten per Regulation 260(1) of SEBI ICDR Regulations.

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 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 15 days from the closure of the issue, if there is a delay beyond such time, 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 as prescribed under the SEBI ICDR Regulations, the Companies Act, 2013 and applicable laws.

The minimum number of allottees in this Issue shall be 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 within four (4) working days of closure of Issue.

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 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 application law of such jurisdiction.

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 NSE Emerge.

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the Lead Manager, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the 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) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager through, the Registrar to the Issue, shall notify the SCSBs or the Sponsor Bank to unblock the bank accounts of the ASBA Applicants within one (1) working day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed. If the Issue is withdrawn after the designated Date, amounts that have been credited to the Public Issue Account shall be transferred to the Refund Account.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final ROC approval of the Prospectus after it is filed with the ROC. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an Issue, our Company shall file a fresh Prospectus.

RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES

The lock-in of the pre-issue capital of our Company as provided in “*Capital Structure*” beginning on page 57 of this Draft Prospectus and except as provided in our Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, see “*Main Provisions of the Articles of Association*” beginning on page 212 of this Draft 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 Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the 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 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.

NEW FINANCIAL INSTRUMENTS

As on the date of this Draft Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoter, to acquire or receive any Equity Shares after the Issue. Further, our Company is not issuing any new financial instruments through this Issue

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.

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 of NSE from the NSE Emerge on a later date subject to the following:

1. If the paid-up capital of the Company is likely to increase above ₹25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least

two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the Company has obtained in-principal approval from the main board), we shall have to apply to NSE 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 ₹10 crores but below ₹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.

MARKET MAKING

The shares issued through this Issue are proposed to be listed on the NSE Emerge 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 NSE Emerge. For further details of the market making arrangement please refer the chapter titled “*General Information*” beginning on page 42 of this Draft Prospectus.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (1) of the Chapter IX of SEBI ICDR Regulations, as amended from time to time, whereby, our post Issue face value capital does not exceed ten crore rupees. The Company shall Issue specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the NSE Emerge). For further details regarding the salient features and terms of such this Issue, please see the chapters titled “*Terms of the Issue*” and “*Issue Procedure*” beginning on page 181 and 190 respectively, of this Draft Prospectus.

ISSUE STRUCTURE

This Issue comprised of Initial Public Offering of up to 16,35,200 Equity Shares for Cash at an Issue Price of ₹ [●] per Equity Share. The Issue comprises a reservation of up to [●] Equity Shares of face value of ₹10/- each for subscription by the designated Market Maker (“**the Market Maker Reservation Portion**”) and Net Issue to Public of up to [●] Equity Shares of face value of ₹10/- each (“**the Net Issue**”). The Issue and the Net Issue will constitute [●] % and [●] %, respectively of the post Issue paid-up equity share capital of the Company. The Issue is being made through the Fixed Price Process.

Particulars	Net Issue to Public	Market Maker Reservation Portion
Number of Equity Shares available for allocation ⁽¹⁾	Up to [●] Equity Shares	Up to [●] Equity Shares
Percentage of Issue Size available for Allocation	[●] % of the Issue Size	[●] % of the Issue Size
Basis of Allotment	Proportionate subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares each ⁽¹⁾ For further details please refer section explaining the Basis of Allotment in the GID	Firm Allotment
Mode of Application	All the applicants shall make the application (Online or Physical) through the ASBA Process only (including UPI mechanism for Retail Individual Investors using Syndicate ASBA)	
Mode of Allotment	Compulsorily in dematerialised form	
Minimum Application Size	<i>For Other than Retail Individual Investors:</i> Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Value exceeds ₹ 2,00,000. <i>For Retail Individuals Investors:</i> Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Value does not exceeds ₹ 2,00,000.	Up to [●] Equity Shares
Maximum Application Size	<i>For Other than Retail Individual Investors:</i> Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Issue, subject to applicable limits to the Applicant. <i>For Retail Individuals Investors:</i> Such number of Equity Shares in multiples of [●] Equity Shares such that the application value does not exceed ₹2,00,000.	Up to [●] Equity Shares
Trading Lot	[●] Equity Shares	[●] Equity Shares. However, the Market Maker may buy odd lots if any in the market as required under the SEBI ICDR Regulations.
Who can Apply ⁽²⁾	<i>For Other than Retail Individual Investors:</i>	Market Maker

Particulars	Net Issue to Public	Market Maker Reservation Portion
	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the Karta), companies, corporate bodies, scientific institutions societies and trusts. <i>For Retail Individuals Investors:</i> Resident Indian individuals, HUFs (in the name of the Karta) and Eligible NRIs.	
Terms of Payment ⁽³⁾	The entire Application Amount will be payable at the time of submission of the Application Form.	
Application Lot Size	[●] Equity Share and in multiples of [●] Equity Shares thereafter	

⁽¹⁾ Since present Issue is a fixed price Issue, the allocation in the net Issue to the public category in terms of Regulation 253(2) of the SEBI ICDR Regulations, shall be made as follows:

- (a) Minimum fifty per cent to retail individual investors; and
- (b) Remaining to:
 - i) individual applicants other than retail individual investors; and
 - ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

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

Explanation - For the purpose of sub-regulation (2), if the retail individual investor category is entitled to more than fifty per cent of the Issue size on a proportionate basis, the retail individual investors shall be allocated that higher percentage."

⁽²⁾ In case of joint Applications, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders.

⁽³⁾ In case of ASBA Applicants, the SCSB shall be authorised to block such funds in the bank account of the ASBA Applicant (including Retail Individual Investors applying through UPI mechanism) that are specified in the Application Form. SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.

This Issue is being made in terms of Chapter IX of the SEBI ICDR Regulations. For further details, please refer chapter titled "Issue Procedure" beginning on page 190 of this Draft Prospectus.

ISSUE PROCEDURE

All Applicants should read the General Information Document for Investing in Public Offer (“GID”) prepared and issued in accordance with the SEBI circular no SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 which is issued in supersession of the Circular SEBI Circular CIR/CFD/DIL/12/2013 dated October 23, 2013 & UPI Circulars which highlights the key rules, processes and procedures applicable to public offers in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the website of Stock Exchange(s), the Company and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment Instructions for ASBA Applicants; (v) issuance of Confirmation of Allocation Note (“CAN”) and Allotment in the Issue; (vi) price discovery and allocation; (vii) General Instructions (limited to instructions for completing the Application Form); (viii) designated date; (ix) disposal of applications; (x) submission of Application Form; (xi) other instructions (limited to joint applications in cases of individual, multiple applications and instances when an application would be rejected on technical grounds); (xii) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xiii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

SEBI vide the UPI Circulars, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. SEBI vide the UPI Circulars, has introduced an alternate payment mechanism using UPI and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI mechanisms for RIIs applying through Designated Intermediaries have been made effective along with the existing process and existing timeline of T+6 days (“UPI Phase I”). The same was applicable until 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 Applications by RIIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applications with existing timeline of T+6 days will continue for a period of three months or launch of five main board public offers, whichever is later (“UPI Phase II”), Further pursuant to SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. The final reduced timeline of T+3 days be made effective using the UPI Mechanism for applications by RIIs (“UPI Phase III”), as may be prescribed by SEBI. The Issue will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by 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 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on/or after May 01, 2021, except as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular, are deemed to form part of the Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual applicants in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism. If the Issue is made under UPI Phase III, the same will be advertised in all editions of the English national daily newspaper, all editions of the Hindi national daily newspaper, regional edition of the regional daily newspaper on or prior to the Issue Opening Date and such advertisement shall also be made available to the Stock Exchange for the purpose of uploading on their website. 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).

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding Four (4) 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 (4) Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, has reduced the timelines for refund of Application money to four days.

Our Company and Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and is not liable for any amendment, modification or change

in the applicable law which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that their applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Prospectus.

Further, the Company and the Lead Manager are not liable for any adverse occurrences' consequent to the implementation of the UPI Mechanism for application in this Issue.

PHASED IMPLEMENTATION OF UNIFIED PAYMENTS INTERFACE

SEBI has issued UPI Circulars in relation to streamlining the process of public Issue of equity shares and convertibles. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIIs through intermediaries with the objective to reduce the time duration from public Issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circular proposes to introduce and implement the UPI payment mechanism in three phases in the following manner:

Phase I: This phase has become applicable from January 1, 2019 and will continue till June 30, 2019. Under this phase, a Retail Individual Investor would also have the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public Issue closure to listing would continue to be six working days.

Phase II: This phase commenced on completion of Phase I, i.e., with effect from July 1, 2019 and was to be continued for a period of three months or launch of five main board public offers, whichever is later. Further, as per the SEBI circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, the UPI Phase II has been extended until March 31, 2020. Further still, 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 be continued till further notice. Under this phase, submission of the Application Form by a Retail Individual Investor through intermediaries to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public Issue closure to listing would continue to be six working days during this phase.

Phase III: The commencement period of Phase III is yet to be notified. In this phase, the time duration from public Issue closure to listing is proposed to be reduced to three working days.

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 applicants to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post – issue LM will be required to compensate the concerned investor.

The Issue will be made under UPI Phase II of the UPI Circular, unless UPI Phase III of the UPI Circular becomes effective and applicable on or prior to the Issue Opening Date. All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI.

Our Company will be required to appoint one or more of the SCSBs as a Sponsor Bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Investors.

The processing fees may be released to the remitter banks (SCSBs) only after an application is made by the SCSBs to the LM with a copy to the Registrar, 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 in accordance with April 20, 2022 Circular.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the LM.

FIXED PRICE ISSUE PROCEDURE

The Issue is being made in compliance with the provisions of Chapter IX of SEBI ICDR Regulations through a Fixed Price Process wherein 50% of the Net Issue is allocated for Retail Individual Investors and the balance shall be issued to individual applicants other than Retail Individual Investors and other investors including Corporate Bodies or Institutions, QIBs and Non-Institutional Investors. However, if the aggregate demand from the Retail Individual Investors is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion issued to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price.

Additionally, if the Retail Individual Investors category is entitled to more than 50% on proportionate basis, the Retail Individual Investors shall be allocated that higher percentage. However, the Application by an Applicant should not exceed the investment limits prescribed under the relevant regulations/statutory guidelines.

Subject to the valid Applications being received at the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Investors shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the LM and the Stock Exchange.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised form. The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN and Beneficiary Account Number/UPI ID (for RII Applicants using the UPI Mechanism), shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchanges, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialised segment of the Stock Exchange.

AVAILABILITY OF DRAFT PROSPECTUS, PROSPECTUS AND APPLICATION FORMS

Copies of the Application Form and the Abridged Prospectus will be available at the offices of the LM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the Stock Exchange(s), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one (1) day prior to the Issue Opening Date.

All Applicants (other than Applicants using the UPI mechanism) shall mandatorily participate in the Issue only through the ASBA process. ASBA Applicants (other than Applicants using the UPI mechanism) must provide bank account details and authorisation to block funds in the relevant space provided in the Application Form and the Application Forms that do not contain such details are liable to be rejected. Further Retail Individual Investors may participate in the Issue through UPI by providing details in the relevant space provided in the Application Form and the Application Forms that do not contain the UPI ID are liable to be rejected. Retail Individual Investors may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of the SEBI.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centres only (except in case of Electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form
Resident Indians / Eligible NRIs applying on a non-repatriation basis (ASBA)	White*
Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)	Blue*

*Excluding Electronic Application Form.

Designated Intermediaries (other than SCSBs) after accepting application form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Application Forms to respective SCSBs where the Applicants has a bank account and shall not submit it to any non-SCSB Bank.

For RIIs using UPI mechanism, the Stock Exchanges shall share the bid details (including UPI ID) with Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIIs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIIs, who shall accept the UPI Mandate Request for

blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate RIIs (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank, NPCI or the Banker to the Issue) 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 Issue. The Lead Manager shall also be required to obtain the audit trail from the Sponsor Banks and the Banker to the Issue for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as 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 2021 and SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the website of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

Pursuant to SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 Dated November 10, 2015, an Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following intermediaries (Collectively called – Designated Intermediaries”):

1. An SCSB, with whom the bank account to be blocked, is maintained
2. A syndicate member (or sub-syndicate member)
3. A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (“broker”)
4. A Depository Participant (“DP”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5. A Registrar to an Issue and share transfer agent (“RTA”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

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 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 SCSBs:	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 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 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 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 Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorized our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants. Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorising blocking of funds that are available in the bank account specified in the Application Form used by ASBA Applicants. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms/ Application Forms to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

Who Can Apply?

In addition to the category of Applicants set forth in the General Information Document, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines:

1. 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);
2. 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;
3. 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;
4. Mutual Funds registered with SEBI;
5. 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;
6. 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);
7. 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;
8. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
9. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the non-Institutional investor's category;
10. Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
11. Foreign Venture Capital Investors registered with the SEBI;
12. 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;
13. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
14. Insurance Companies registered with Insurance Regulatory and Development Authority, India;
15. Provident Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
16. Pension Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
17. 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;

18. Insurance funds set up and managed by army, navy or air force of the Union of India;
19. Multilateral and bilateral development financial institution;
20. Eligible QFIs;
21. Insurance funds set up and managed by army, navy or air force of the Union of India;
22. Insurance funds set up and managed by the Department of Posts, India;
23. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.
24. Applications not to be made by:
 - (a) Minors (except through their Guardians)
 - (b) Partnership firms or their nominations
 - (c) Foreign Nationals (except NRIs)
 - (d) Overseas Corporate Bodies

MAXIMUM AND MINIMUM APPLICATION SIZE

For Retail Individual Investors

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 Applicant does not exceed ₹2,00,000. In case of revision of Applications, the Retail Individual Investors have to ensure that the Application Price does not exceed ₹2,00,000.

For Other than Retail Individual Investors (Non-Institutional Investors and OIBs)

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 Applicant 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 Investors, who are individuals, have to ensure that the Application Amount is greater than ₹2,00,000 for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Prospectus.

The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

BASIS OF ALLOTMENT

Allotment will be made in consultation with the Stock Exchange. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category X number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio). For applications where the proportionate allotment works out to less than [●] Equity shares the allotment will be made as follows:

- (a) Each successful applicant shall be allotted [●] Equity shares; and
 - (b) The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
3. If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] Equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of [●] Equity shares subject to a minimum allotment of [●] Equity shares.
4. If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. 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 issued, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the issue specified under the Capital Structure mentioned in this Draft Prospectus.
5. The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:
 - (a) As the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
 - (b) The balance net issue of shares to the public shall be made available for allotment to:
 - i) Individual applicants other than retails individual investors; and
 - ii) Other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
 - (c) The unsubscribed portion of the net issue to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.
6. Retail Individual Investors' 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 Stock Exchange. The Executive Director / Managing Director of Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI ICDR Regulations.

PARTICIPATION BY ASSOCIATES/AFFILIATES OF LEAD MANAGER, PROMOTER, PROMOTER GROUP AND PERSONS RELATED TO PROMOTER/PROMOTER GROUP

The Lead Manager shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the Lead Manager may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Portion where the allotment is on a proportionate basis. The Promoters, Promoter Group, Lead Manager and any persons related to the Lead Manager (except Mutual Funds sponsored by entities related to the Lead Manager) cannot apply in the Issue.

APPLICATION BY MUTUAL FUNDS

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company in consultation with Lead Manager, reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof. The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid-up share capital carrying voting rights.

APPLICATION BY HUFs

Applications by HUFs 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 may be considered at par with Applications from individuals.

APPLICATION BY ELIGIBLE NRIs

Eligible NRIs may obtain copies of Application Form from the Designated Intermediaries. Only Applications accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Applicant applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB or should confirm/accept the UPI Mandate Request (in case of RIIs using the UPI Mechanism) to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Applicant applying on a non-repatriation basis by using Resident Forms should authorize their SCSB or should confirm/accept the UPI Mandate Request (in case of RIIs applying using the UPI Mechanism) to block their Non-Resident Ordinary ("NRO") accounts for the full Application Amount, at the time of the submission of the Application Form. However, NRIs applying in the Issue through the UPI Mechanism are advised to enquire with the relevant bank where their account is UPI linked prior to submitting their application.

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for non-residents (blue in colour).

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents. (White in colour).

Participation by Eligible NRIs in the Issue shall be subject to the FEMA Non -Debt Instruments Rules. Only Applications accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

In accordance with the FEMA Non-Debt Instruments Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

For further details, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 211 of this Draft Prospectus.

APPLICATION BY FPIs AND FIIs

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of our post- Issue Equity Share capital. Further, in terms of the FEMA Non-Debt Instruments Rules, the total holding by each FPI or an investor group shall be below 10% of the total paid -up Equity Share capital of our Company and the total holdings of all FPIs put together with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Non -Debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

Additionally, the aggregate foreign portfolio investment up to 49% of the paid -up capital on a fully diluted basis or the sectoral / statutory cap, whichever is lower, does not require Government approval or compliance of sectoral conditions as the case may be, if such investment does not result in transfer of ownership and control of the resident Indian company from resident Indian citizens or transfer of ownership or control to persons resident outside India. Other investments by a person resident outside India will be subject to conditions of Government approval and compliance with sectoral conditions as laid down in these regulations.

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 Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Issue to ensure there is no breach of the investment limit, within the timelines for Issue procedure, as prescribed by SEBI from time to time.

A FPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognized stock exchange in India, and/ or may purchase or sell securities other than equity instruments FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 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.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instrument is made by, or on behalf of it subject to, inter alia, the following conditions:

- (a) each offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and
- (b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

The FPIs who wish to participate in the Issue is advised to use the Application Form for non-residents.

Further, Bids received from FPIs bearing the same PAN will be treated as multiple Applications and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants which were issued in November 2019 to facilitate implementation of SEBI FPI Regulations (such structure "MIM Structure") provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, were required to provide a confirmation along with each of their Application Forms that the relevant FPIs making multiple Applications utilize the MIM Structure and indicate the names of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Applications will be rejected.

APPLICATION BY SEBI REGISTERED AIF, VCF AND FVCI

The SEBI VCF Regulations, the SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

The holding by any individual VCF or FVCI registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI

AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

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.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing which, the Company in consultation with the LM, reserves the right to reject any application, without assigning any reason thereof.

APPLICATIONS BY INSURANCE COMPANIES

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our company in consultation with the Lead Manager reserves the right to reject any Application without assigning any reason thereof.

The exposure norms for insurers prescribed in Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 (“IRDAI Investment Regulations”) are set forth below:

Equity shares of a company: the lower of 10%⁽¹⁾ of the investee company’s outstanding equity shares (face value) or 10% of the respective fund in case of a life insurer or 10% of investment assets in case of a general insurer or a reinsurer;

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 a reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

The industry sector in which the investee company operates: not more than 15% of the respective fund of a life insurer or a reinsurer or health insurer or general insurance or 15% of the investment assets, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) or (iii) above, as the case may be.

(1) The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of Rs.2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of Rs.500,000 million or more but less than Rs.2,500,000 million.

Insurer companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars Issued by the IRDA from time to time to time including the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (“IRDA Investment Regulations”).

APPLICATION BY PROVIDENT FUNDS / PENSION FUNDS

In case of applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs25 Crores, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, the Company reserves the right to reject any application, without assigning any reason thereof.

APPLICATIONS BY BANKING COMPANIES

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company consultation with the LM, reserve the right to reject any Application without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended ("Banking Regulation Act"), and the Reserve Bank of India ("Financial Services provided by Banks") Directions, 2016, as amended is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a non-financial services company in excess of 10% of such investee company's paid up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the investee company's paid-up share capital and reserves.

APPLICATION BY SYSTEMICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES

In case of Applications made by systemically important non-banking financial companies registered with RBI, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Application Form. Failing this, our Company in consultation with the LM, reserves the right to reject any Application, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

APPLICATIONS BY SCSBS

SCSBS participating in the Issue is required to comply with the terms of the SEBI circulars nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013 respectively. 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.

The information set out above is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes to applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that any single application from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulations, or as specified in this Draft Prospectus and the Prospectus.

APPLICATION UNDER POWER OF ATTORNEY

In case of Applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, 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 Rs250 million (subject to applicable laws) and pension funds with a minimum corpus of Rs250 million (subject to applicable laws), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable, must be lodged along with the Application Form. Failing this, our Company in consultation with the LM, reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof. Our Company in consultation with the LM, in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form.

In accordance with RBI regulations, OCBs cannot participate in the Issue.

ISSUE PROCEDURE FOR APPLICATION SUPPORTED BY BLOCKED ACCOUNT (ASBA)

Applicants In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the 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 Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

METHOD AND PROCESS OF APPLICATIONS

The Designated Intermediaries shall accept applications from the Applicants during the Issue Period.

The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.

During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.

The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Issue.

Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.

The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.

Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.

If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.

If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal/ failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

TERMS OF PAYMENT

The entire Issue price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants. SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

PAYMENT MECHANISM

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Individual Investors shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Applicant, 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 ICDR Regulations, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

ELECTRONIC REGISTRATION OF APPLICATIONS

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to, (i) the applications accepted by them, (ii) the applications uploaded by them (iii) the applications accepted but not uploaded by them or (iv) with respect to applications by Applicants, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) The applications accepted by any Designated Intermediaries (ii) The applications uploaded by any Designated Intermediaries or (iii) The applications accepted but not uploaded by any Designated Intermediaries.
5. The Stock Exchange will issue an electronic facility for registering applications for the Issue. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Lead Manager on a regular basis.
6. With respect to applications by Applicants, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given along with the Application Forms to Designated Branches of the SCSBs for blocking of funds.
7. With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into the on-line system:
 - (a) Name of the Applicant;
 - (b) IPO Name:

- (c) Application Form Number;
 - (d) Investor Category;
 - (e) PAN (of First Applicant, if more than one Applicant);
 - (f) DP ID of the demat account of the Applicant;
 - (g) Client Identification Number of the demat account of the Applicant;
 - (h) Number of Equity Shares Applied for;
 - (i) Bank Account details;
 - (j) Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
 - (k) Bank account number
8. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Application Form number which shall be system generated.
 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 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 Individual Investors and Retail Individual Investors, applications would not be rejected except on the technical grounds as mentioned in the 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 Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft 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 Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
 14. The SCSBs shall be given one day after the Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
 15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

SIGNING OF UNDERWRITING AGREEMENT AND FILING OF PROSPECTUS WITH ROC

Our company has entered into an Underwriting Agreement dated [●].

A copy of Prospectus will be filed with the ROC in terms of Section 26 of Companies Act, 2013.

ISSUANCE OF ALLOTMENT ADVICE IN THE ISSUE

Upon approval of the basis of allotment by the Designated Stock Exchange, the Lead Manager or Registrar to the Issue shall send to the SCSBs a list of their Applicants who have been allocated Equity Shares in the Issue.

On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Issue. The Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice

to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.

Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

DESIGNATED DATE

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue. The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

GENERAL INSTRUCTIONS

Do's:

1. Check if you are eligible to apply as per the terms of this Draft Prospectus and under applicable law, rules, regulations, guidelines and approvals; All Applicants should submit their bids through the ASBA process only;
2. Ensure that you have apply within the Price Band
3. Read all the instructions carefully and complete the Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID, Client ID and Bank Account Number (UPI ID, as applicable) are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
5. Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except in case of electronic Bids) within the prescribed time. Retail Individual Investors using UPI Mechanism, may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTA or Depository Participants;
6. Ensure that you (other than Anchor Investors) have mentioned the correct ASBA Account number and such ASBA account belongs to you and no one else if you are not an RII bidding using the UPI Mechanism in the Application Form (with maximum length of 45 characters) and if you are an RII using the UPI Mechanism ensure that you have mentioned the correct UPI ID in the Application Form;
7. Ensure that you have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries. Ensure that you use only your own bank account linked UPI ID (only for Retail Individual Investors using the UPI Mechanism) to make an application in the Issue. Retail Individual Investors using the UPI Mechanism shall ensure that the bank with which they have their bank account where the funds equivalent to the Application Amount are available for blocking, is UPI 2.0 certified by NPCI;
8. If the first applicant is not the bank account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form (for all Applicants other than Retail Individual Investors, bidding using the UPI Mechanism);
9. All Applicants should submit their Applications through the ASBA process only;
10. Ensure that the signature of the First Applicant in case of joint Applications, is included in the Application Forms;
11. Retail Individual Investors submitting an Application Form using the UPI Mechanism, should ensure that: (a) the bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI handle being used for making the Application is listed on the website of SEBI at www.sebi.gov.in;

12. Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Applications, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names;
13. Ensure that you request for and receive a stamped acknowledgement of your Application;
14. Retail Individual Investors using the UPI mechanism should ensure that the correct UPI ID (with maximum length of 45 characters including the handle) is mentioned in the Application Form;
15. Instruct your respective banks to release the funds blocked in accordance with the ASBA process;
16. Submit revised Applications to the same Designated Intermediary, through whom the original Application was placed and obtain a revised acknowledgment;
17. Except for Applications (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining / specifying their PAN for transacting in the securities market including without limitation, multilateral/ bilateral institutions, and (iii) Applications by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
18. Ensure that the Demographic Details are updated, true and correct in all respects;
19. 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;
20. Ensure that the correct investor category and the investor status is indicated in the Application Form;
21. Ensure that in case of Applications under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
22. Ensure that Applications submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
23. Ensure that you use only your own bank account linked UPI ID (only for Retail Individual Investors using the UPI Mechanism) to make an application in the Issue;
24. Applicants should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Applications are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
25. Applicants, other than Retail Individual Investors using the UPI Mechanism, shall ensure that they have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the Application Form to the relevant Designated Intermediaries;
26. Ensure that the depository account is active, the correct DP ID, Client ID and the PAN are mentioned in their Application Form and that the name of the Applicant, the DP ID, Client ID and the PAN 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 and PAN available in the Depository database;
27. In case of ASBA Applicants (other than Retail Individual Investors using UPI Mechanism), ensure that while Bidding through a Designated Intermediary, the ASBA Form 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 <http://www.sebi.gov.in>);

28. Once the Sponsor Bank Issues the UPI Mandate Request, the Retail Individual Investors would be required to proceed to authorise the blocking of funds by confirming or accepting the UPI Mandate Request;
29. Ensure that you have correctly signed the authorisation/undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;
30. Retail Individual Investors who wish to revise their applications using the UPI Mechanism, should submit the revised Application with the Designated Intermediaries, pursuant to which Retail Individual Investors should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Application Amount in the Retail Individual Investors ASBA Account.
31. Retail Individual Investors using the UPI Mechanism shall ensure that details of the Application 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, a Retail Individual Investor shall be deemed to have verified the attachment containing the application details of the Retail Individual Investor in the UPI Mandate Request and have agreed to block the entire Application Amount and authorized the Sponsor Bank to block the Application Amount specified in the Application Form;
32. Retail Individual Investors applied using the UPI Mechanism should mention valid UPI ID of only the applicant (in case of single account) and of the first applicant (in case of joint account) in the Application Form;
33. Retail Individual Investors using the UPI Mechanism who have revised their applications subsequent to making the initial Application should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Application Amount and subsequent debit of funds in case of Allotment in a timely manner;
34. Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus;
35. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form;
36. Retail Individual Investors shall 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 Issue Closing Date.
37. The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.
38. UPI Applicants using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Applicants shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019.

Don'ts:

1. Do not apply for lower than the minimum Application size;
2. Do not apply at a Price different from the Price mentioned herein or in the Application Form;
3. Do not apply by another Application Form after submission of Application to the Designated Intermediary.
4. Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest or any mode other than blocked amounts in the bank account maintained with SCSB;
5. Do not send Application Forms by post; instead submit the same to the Designated Intermediary only;
6. Do not submit the Application Forms to any non-SCSB bank or our Company;

7. Do not apply on a physical Application Form that does not have the stamp of the relevant Designated Intermediary;
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not submit more than one Application Forms per ASBA Account;
10. Do not submit the Application Forms to any Designated Intermediary that is not authorised to collect the relevant Application Forms or to our Company;
11. Do not apply for an Application Amount exceeding Rs. 200,000 (for Applications by Retail Individual Investors);
12. Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of this Draft Prospectus;
13. Do not submit the General Index Register number instead of the PAN;
14. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
15. Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account;
16. If you are a Retail Individual Investor and are using UPI Mechanism, do not submit more than one Application Form for each UPI ID;
17. If you are a Retail Individual Investor and are using UPI Mechanism, do not make the ASBA application using third party bank account or using third party linked bank account UPI ID;
18. Do not submit Applications on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant;
19. Do not submit an application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
20. Do not apply if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
21. Do not withdraw your application or lower the size of your application (in terms of quantity of the Equity Shares or the Application Amount) at any stage, if you are a QIB or a Non-Institutional Investor. Retail Individual Investors can revise their applications during the Issue Period and withdraw their Applicants on or before the Issue Closing Date;
22. Do not apply for shares more than specified by respective Stock Exchanges for each category;
23. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Applications submitted by Retail Individual Investor using the UPI mechanism;
24. Do not submit incorrect UPI ID details, if you are a Retail Individual Investors applying through UPI Mechanism;
25. If you are a Non-Institutional Investor or Retail Individual Investor, do not submit your application after 3.00 p.m. on the Issue Closing Date;
26. Do not apply if you are an OCB.

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

For helpline details of the Lead Manager pursuant to the SEBI circular no. SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see “*General Information – Lead Manager to the Issue*” on page 42 of this Prospectus.

GROUNDS FOR TECHNICAL REJECTIONS

In addition to the grounds for rejection of Application on technical grounds as provided in the “*General Information Document*” Applicants are requested to note that Applications may be rejected on the following additional technical grounds.

1. Applications submitted without instruction to the SCSBs to block the entire Application Amount;
2. Applications submitted by Applicants which do not contain details of the Application Amount and the bank account details / UPI ID in the Application Form;
3. Applications submitted on a plain paper;
4. Applications submitted by Retail Individual Investors using the UPI Mechanism through an SCSB and/or using a Mobile App or UPI handle, not listed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
5. Applications submitted by Retail Individual Investors using third party bank accounts or using a third party linked bank account UPI ID;
6. Applications by HUFs not mentioned correctly as given in the sub-section “Who can Apply?” on page 193 of this Draft Prospectus;
7. Application Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
8. Application submitted without the signature of the First Applicant or sole Applicants;
9. Applications by person for whom PAN details have not been verified and whose beneficiary accounts are ‘suspended for credit’ in terms of SEBI circular (reference number: CIR/MRD/DP/ 22 /2010) dated July 29, 2010;
10. GIR number furnished instead of PAN;
11. Application by Retail Individual Investors with Application Amount for a value of more than Rs. 200,000;
12. Applications by person who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
13. Applications by Applicants (who are not Anchor Investors) accompanied by cheques or demand drafts;
14. Applications accompanied by stock invest, money order, postal order or cash;
15. Application by OCB.

For further details of grounds for technical rejections of Application Form, please refer to the General Information Document and UPI Circulars.

For details of instruction in relation to the Application Form, please refer to the General Information Document and UPI Circulars.

INVESTOR GRIEVANCE

In case of any pre- Issue or post- Issue 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, please refer to the chapter titled “*General Information*” on page 42 of this Draft Prospectus.

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. The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

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, for fraud involving an amount of at least Rs 1 million or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than Rs 1 million 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 Rs 5 million or with both.

DEPOSITORY ARRANGEMENTS

The Allotment of the Equity Shares in the Issue shall be only in a dematerialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed among our Company, the respective Depositories and the Registrar to the Issue:

1. Agreement dated September 23, 2022 among NSDL, our Company and the Registrar to the Issue.
2. Agreement dated September 21, 2022 among CDSL, our Company and Registrar to the Issue.

UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

1. the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
2. all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within six working days of the Issue Closing Date or within such other time period prescribed by SEBI will be taken;
3. the funds required for making refunds/unblocking (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
4. if Allotment is not made within six working days from the Issue Closing Date or such other prescribed timelines under applicable laws, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable laws. If there is a delay beyond such prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and other applicable laws for the delayed period;
5. where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within time prescribed under applicable laws, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
6. that if our Company do not proceed with the Issue after the Issue Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre- Issue advertisements were published. The Stock Exchanges shall be informed promptly;
7. that if our Company withdraw the Issue after the Issue Closing Date, our Company shall be required to file a fresh issue document with SEBI/Stock Exchange, in the event our Company or subsequently decide to proceed with the Issue;
8. adequate arrangements shall be made to collect all Application Forms from Applicants.

9. the Promoters' contribution in full, wherever required, shall be brought in advance before the Issue opens for public subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on public.

UTILISATION OF NET PROCEEDS

Our Board certifies that:

1. all monies received out of the Fresh issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-Section (3) of Section 40 of the Companies Act, 2013;
2. details of all monies utilised out of the Fresh issue shall be disclosed, and continue to be disclosed till the time any part of the Fresh issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;
3. details of all unutilised 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 unutilised monies have been invested.
4. the utilisation of monies received under the Promoters' contribution shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and
5. the details of all unutilised monies out of the funds received under the Promoters' contribution shall be disclosed under a separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested.

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 DPIIT issued, issued the Consolidated FDI Policy Circular of 2020 (“FDI Policy”), which, with effect from October 15, 2020, subsumes and supersedes all press notes, press releases, clarifications, circulars issued by the DPIIT, which were in force as on October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that: (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the SEBI SAST 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.

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, had notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Foreign investment in this Issue shall be on the basis of the FEMA Rules. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Nondebt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India.

As per the FDI policy, the sector in which our Company operates, is permitted up to 100% of the paid-up share capital of such company under the automatic route.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue. For further details, see “*Issue Procedure*” on page 175 of this Prospectus. Each Applicant 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 Applicant shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Issue Period.

The Equity Shares issued in the Issue have not been and will not be registered under the U.S. Securities Act or any state securities laws of the United States and, unless so registered, may not be issued 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 of the United States. Accordingly, the Equity Shares are only being issued and sold only outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where those issues and sales occur.

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

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations, seek independent legal advice about its ability to participate in the issue and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

SECTION X – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

**COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)
ARTICLES OF ASSOCIATION
OF
ARIHANT ACADEMY LIMITED
(COMPANY LIMITED BY SHARES)**

Sr. No	Particulars	
1.	No regulation contained in Table “F” in the First Schedule to Companies Act, 2013 shall apply to this Company but the regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.	Table F Not Applicable.
	INTERPRETATION CLAUSE	
2.	In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:	
	(a) "The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force.	Act
	(b) “These Articles” means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution.	Articles
	(c) “Auditors” means and includes those persons appointed as such for the time being of the Company.	Auditors
	(d) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.	Capital
	(e) * “The Company” shall mean Arihant Academy Limited	
	(f) “Executor” or “Administrator” means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.	Executor or Administrator
	(g) "Legal Representative" means a person who in law represents the estate of a deceased Member.	Legal Representative
	(h) Words importing the masculine gender also include the feminine gender.	Gender
	(i) "In Writing" and “Written" includes printing lithography and other modes of representing or reproducing words in a visible form.	In Writing and Written
	(j) The marginal notes hereto shall not affect the construction thereof.	Marginal notes
	(k) “Meeting” or “General Meeting” means a meeting of members.	Meeting or General Meeting
	(l) "Month" means a calendar month.	Month
	(m) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.	Annual General Meeting
	(n) "Extra-Ordinary General Meeting" means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.	Extra-Ordinary General Meeting

Sr. No	Particulars	
	(o) "National Holiday" means and includes a day declared as National Holiday by the Central Government.	National Holiday
	(p) "Non-retiring Directors" means a director not subject to retirement by rotation.	Non-retiring Directors
	(q) "Office" means the registered Office for the time being of the Company.	Office
	(r) "Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto by Section 114 of the Act.	Ordinary and Special Resolution
	(s) "Person" shall be deemed to include corporations and firms as well as individuals.	Person
	(t) "Proxy" means an instrument whereby any person is authorized to vote for a member at General Meeting or Poll and includes attorney duly constituted under the power of attorney.	Proxy
	(u) "The Register of Members" means the Register of Members to be kept pursuant to Section 88(1) (a) of the Act.	Register of Members
	(v) "Seal" means the common seal for the time being of the Company.	Seal
	(w) "Special Resolution" shall have the meanings assigned to it by Section 114 of the Act.	Special Resolution
	(x) Words importing the Singular number include where the context admits or requires the plural number and vice versa.	Singular number
	(y) "The Statutes" means the Companies Act, 2013 and every other Act for the time being in force affecting the Company.	Statutes
	(z) "These presents" means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.	These presents
	(aa) "Variation" shall include abrogation; and "vary" shall include abrogate.	Variation
	(bb) "Year" means the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.	Year and Financial Year
	Save as aforesaid any words and expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modifications thereof for the time being in force.	Expressions in the Act to bear the same meaning in Articles
	CAPITAL	
3.	a) The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time.	Authorized Capital.
	b) The minimum paid up Share capital of the Company shall be Rs.5,00,000/- or such other higher sum as may be prescribed in the Act from time to time.	
4.	The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Act.	Increase of capital by the Company how carried into effect
5.	Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.	New Capital same as existing capital

Sr. No	Particulars	
6.	The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.	Non Voting Shares
7.	Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.	Redeemable Preference Shares
8.	The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.	Voting rights of preference shares
9.	<p>On the issue of redeemable preference shares under the provisions of Article 7 hereof, the following provisions shall take effect:</p> <p>(a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption;</p> <p>(b) No such Shares shall be redeemed unless they are fully paid;</p> <p>(c) Subject to section 55(2)(d)(i) the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed;</p> <p>(d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and</p> <p>(e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital</p>	Provisions to apply on issue of Redeemable Preference Shares
10.	<p>The Company may (subject to the provisions of sections 52, 55, 56, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce</p> <p>(a) the share capital;</p> <p>(b) any capital redemption reserve account; or</p> <p>(c) any security premium account</p> <p>In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.</p>	Reduction of capital
11.	Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.	Debentures

Sr. No	Particulars	
12.	The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder.	Issue of Sweat Equity Shares
13.	The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.	ESOP
14.	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.	Buy Back of shares
15.	Subject to the provisions of Section 61of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.	Consolidation, Sub-Division And Cancellation
16.	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country.	Issue of Depository Receipts
17.	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder.	Issue of Securities
MODIFICATION OF CLASS RIGHTS		
18.	(a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting. Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.	Modification of rights
	(b) The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu therewith.	New Issue of Shares not to affect rights attached to existing shares of that class.
19.	Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the company in the General Meeting to give to any person	Shares at the disposal of the Directors.

Sr. No	Particulars	
	or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.	
20.	The Company may issue shares or other securities in any manner whatsoever including by way of a preferential issue, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.	Power to issue shares on preferential basis.
21.	The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.	Shares should be Numbered progressively and no share to be subdivided.
22.	An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.	Acceptance of Shares.
23.	Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.	Directors may allot shares as full paid-up
24.	The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly.	Deposit and call etc.to be a debt payable immediately.
25.	Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.	Liability of Members.
26.	Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.	Registration of Shares.
	RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT	
27.	The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Sections 39 of the Act	
	CERTIFICATES	
28.	(a) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of	Share Certificates.

Sr. No	Particulars	
	<p>application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.</p> <p>(b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 39 of the Act.</p> <p>(c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.</p>	
29.	<p>If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.</p> <p>Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf.</p> <p>The provisions of this Article shall mutatis mutandis apply to debentures of the Company.</p>	<p>Issue of new certificates in place of those defaced, lost or destroyed.</p>

Sr. No	Particulars	
30.	(a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.	The first named joint holder deemed Sole holder.
	(b) The Company shall not be bound to register more than three persons as the joint holders of any share.	Maximum number of joint holders.
31.	Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.	Company not bound to recognise any interest in share other than that of registered holders.
32.	If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.	Installment on shares to be duly paid.
UNDERWRITING AND BROKERAGE		
33.	Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.	Commission
34.	The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.	Brokerage
CALLS		
35.	(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board. (2) A call may be revoked or postponed at the discretion of the Board. (3) A call may be made payable by installments.	Directors may make calls
36.	Fifteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.	Notice of Calls
37.	A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.	Calls to date from resolution.
38.	Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal	Calls on uniform basis.

Sr. No	Particulars	
	value of which different amounts have been paid up shall not be deemed to fall under the same class.	
39.	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.	Directors may extend time.
40.	If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 21% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.	Calls to carry interest.
41.	If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.	Sums deemed to be calls.
42.	On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.	Proof on trial of suit for money due on shares.
43.	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.	Judgment, decree, partial payment motto proceed for forfeiture.
44.	(a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits.	Payments in Anticipation of calls may carry interest

Sr. No	Particulars	
	(b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.	
	LIEN	
45.	The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.	Company to have Lien on shares.
46.	For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfillment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.	As to enforcing lien by sale.
47.	The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to 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.	Application of proceeds of sale.
	FORFEITURE AND SURRENDER OF SHARES	
48.	If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.	If call or installment not paid, notice maybe given.

Sr. No	Particulars	
49.	<p>The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest thereon as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid.</p> <p>The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.</p>	Terms of notice.
50.	<p>If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.</p>	On default of payment, shares to be forfeited.
51.	<p>When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.</p>	Notice of forfeiture to a Member
52.	<p>Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.</p>	Forfeited shares to be property of the Company and may be sold etc.
53.	<p>Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.</p>	Members still liable to pay money owing at time of forfeiture and interest.
54.	<p>The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.</p>	Effect of forfeiture.
55.	<p>A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.</p>	Evidence of Forfeiture.
56.	<p>The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: 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, re-allotment or other disposal of the shares.</p>	Title of purchaser and allottee of Forfeited shares.
57.	<p>Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.</p>	Cancellation of share certificate in respect of forfeited shares.

Sr. No	Particulars	
58.	In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.	Forfeiture may be remitted.
59.	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.	Validity of sale
60.	The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.	Surrender of shares.
TRANSFER AND TRANSMISSION OF SHARES		
61.	(a) Subject to provisions of Article 82, the instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee. (b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.	Execution of the instrument of shares.
62.	Subject to provisions of Article 82, the instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof. The instrument of transfer shall be in a common form approved by the Exchange;	Transfer Form.
63.	The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository and shares under transfer are in dematerialized form and a proper instrument of transfer is delivered through depository participant. provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.	Transfer not to be registered except in dematerialized form and on production of instrument of transfer.
64.	Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register— (a) any transfer of shares on which the company has a lien. That registration of transfer shall however not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever;	Directors may refuse to register transfer.
65.	If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.	Notice of refusal to be given to transferor and transferee.

Sr. No	Particulars	
66.	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.	No fee on transfer.
67.	The Board of Directors shall have power on giving not less than seven days previous notice in accordance with section 91 and rules made thereunder close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.	Closure of Register of Members or debenture holder or other security holders.
68.	The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.	Custody of transfer Deeds.
69.	Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.	Application for transfer of partly paid shares.
70.	For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.	Notice to transferee.
71.	<p>(a) 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 person recognized by the Company as having any title to his interest in the shares.</p> <p>(b) Before recognising any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India.</p> <p>Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate</p> <p>(c) Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.</p>	Recognition of legal representative.
72.	The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing	Titles of Shares of deceased Member

Sr. No	Particulars	
	in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72 of the Companies Act.	
73.	Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.	Notice of application when to be given
74.	Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.	Registration of persons entitled to share otherwise than by transfer (transmission clause).
75.	Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.	Refusal to register nominee.
76.	Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.	Board may require evidence of transmission.
77.	The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.	Company not liable for disregard of a notice prohibiting registration of transfer.
78.	In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.	Form of transfer Outside India.
79.	No transfer shall be made to any minor, insolvent or person of unsound mind.	No transfer to insolvent etc.
	NOMINATION	
80.	i) Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the	Nomination

Sr. No	Particulars	
	<p>provisions of Section 72 of the Companies Act, 2013 shall apply in respect of such nomination.</p> <p>ii) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014</p> <p>iii) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination.</p> <p>iv) If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.</p>	
81.	<p>A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-</p> <p>(i) to be registered himself as holder of the security, as the case may be; or</p> <p>(ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made;</p> <p>(iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be;</p> <p>(iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.</p> <p>Provided further 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 or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.</p>	Transmission of Securities by nominee
	DEMATERIALIZATION OF SHARES	
82.	<p>Subject to the provisions of the Act and Rules made thereunder the Company will issue its members facility to hold securities issued by it in dematerialized form.</p> <p>All the fresh securities to be issued by the company will be in dematerialized form.</p> <p>Any person seeking transfer of shares, shall first get his / her shares dematerialized before execution of instrument of transfer.</p>	Dematerialisation of Securities
	JOINT HOLDER	
83.	<p>Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.</p>	Joint Holders
84.	<p>(a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.</p>	Joint and several liabilities for all payments in respect of shares.
	<p>(b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly with any other person;</p>	Title of survivors.

Sr. No	Particulars	
	(c) Any one of two or more joint holders of a share may give effectual receipts of any dividends or other moneys payable in respect of share; and	Receipts of one sufficient.
	(d) only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders.	Delivery of certificate and giving of notices to first named holders.
	SHARE WARRANTS	
85.	The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder of the Share, and authenticated by such evidence(if any) as the Board may, from time to time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.	Power to issue share warrants
86.	(a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant. (b) Not more than one person shall be recognized as depositor of the Share warrant. (c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.	Deposit of share warrants
87.	(a) Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notice from the Company. (b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company.	Privileges and disabilities of the holders of share warrant
88.	The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.	Issue of new share warrant coupons
	CONVERSION OF SHARES INTO STOCK	
89.	The Company may, by ordinary resolution in General Meeting. a) convert any fully paid-up shares into stock; and b) re-convert any stock into fully paid-up shares of any denomination.	Conversion of shares into stock or reconversion.
90.	The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation 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.	Transfer of stock.
91.	The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.	Rights of stockholders.

Sr. No	Particulars	
92.	Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words “share” and “shareholders” in those regulations shall include “stock” and “stockholders” respectively.	Regulations.
BORROWING POWERS		
93.	Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, any body corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.	Power to borrow.
94.	Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.	Issue of discount etc. or with special privileges.
95.	The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charter, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case may be.	Securing payment or repayment of Moneys borrowed.
96.	Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company.	Bonds, Debentures etc. to be under the control of the Directors.
97.	If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.	Mortgage of uncalled Capital.
98.	Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.	Indemnity may be given.

Sr. No	Particulars	
	MEETINGS OF MEMBERS	
99.	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.	Distinction between AGM & EGM.
100.	(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of the members	Extra-Ordinary General Meeting by Board and by requisition
	(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.	When a Director or any two Members may call an Extra Ordinary General Meeting
101.	No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.	Meeting not to transact business not mentioned in notice.
102.	The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Members present shall elect another Director as Chairman, and if no Director be present or if all the Directors present decline to take the chair then the Members present shall elect one of the members to be the Chairman of the meeting.	Chairman of General Meeting
103.	No business, except the election of a Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.	Business confined to election of Chairman whilst chair is vacant.
104.	a) 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. b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. d) 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.	Chairman with consent may adjourn meeting.
105.	In the case of an equality of votes the Chairman shall both on a show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.	Chairman's casting vote.
106.	Any poll duly demanded on the election of Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.	In what case poll taken without adjournment.
107.	The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.	Demand for poll notto prevent transaction of other business.
	VOTES OF MEMBERS	
108.	No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien.	Members in arrears not to vote.

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109.	Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.	Number of votes each member entitled.
110.	On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.	Casting of votes by a member entitled to more than one vote.
111.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor 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.	Vote of member of unsound mind and of minor
112.	Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.	Postal Ballot
113.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	E-Voting
114.	<p>a) 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. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joints holders thereof.</p> <p>b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</p>	Votes of joint members.
115.	Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles	Votes may be given by proxy or by representative
116.	A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.	Representation of a body corporate.
117.	(a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of	Members paying money in advance.

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	the moneys paid until the same would, but for this payment, become presently payable.	
	(b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.	Members not prohibited if share not held for any specified period.
118.	Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnify (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.	Votes in respect of shares of deceased or insolvent members.
119.	No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.	No votes by proxy on show of hands.
120.	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.	Appointment of a Proxy.
121.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	Form of proxy.
122.	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.	Validity of votes given by proxy notwithstanding death of a member.
123.	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.	Time for objections to votes.
124.	Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.	Chairperson of the Meeting to be the judge of validity of any vote.
	DIRECTORS	
125.	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution	Number of Directors
126.	A Director of the Company shall not be bound to hold any Qualification Shares in the Company.	Qualification shares.
127.	(a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any	Nominee Directors.

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	<p>institution in pursuance of the provisions of any law for the time being in force or of any agreement</p> <p>(b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled.</p> <p>(c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by the Board.</p> <p>(d) The Nominee Director/s shall, notwithstanding anything to the Contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.</p>	
128.	The Board may appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.	Appointment of alternate Director.
129.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.	Additional Director
130.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.	Directors power to fill casual vacancies.
131.	Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof.	Sitting Fees.
132.	The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.	Travelling expenses Incurred by Director on Company's business.
	PROCEEDING OF THE BOARD OF DIRECTORS	
133.	<p>(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit.</p> <p>(b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.</p>	Meetings of Directors.
134.	a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the	Chairperson

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	<p>Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at the meeting.</p> <p>b) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.</p>	
135.	<p>Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman will have a second or casting vote.</p>	Questions at Board meeting how decided.
136.	<p>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.</p>	Continuing directors may act notwithstanding any vacancy in the Board
137.	<p>Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.</p>	Directors may appoint committee.
138.	<p>The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.</p>	Committee Meeting show to be governed.
139.	<p>a) A committee may elect a Chairperson of its meetings.</p> <p>b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.</p>	Chairperson of Committee Meetings
140.	<p>a) A committee may meet and adjourn as it thinks fit.</p> <p>b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.</p>	Meetings of the Committee
141.	<p>Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director.</p>	Acts of Board or Committee shall be valid notwithstanding defect in appointment.
	RETIREMENT AND ROTATION OF DIRECTORS	
142.	<p>Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.</p>	Power to fill casual vacancy
	POWERS OF THE BOARD	

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143.	The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.	Powers of the Board
144.	Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say	Certain powers of the Board
	(1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India.	To acquire any property , rights etc.
	(2) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.	To take on Lease.
	(3) To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.	To erect & construct.
	(4) At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.	To pay for property.
	(5) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.	To insure properties of the Company.
	(6) To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.	To open Bank accounts.
	(7) To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its	To secure contracts by way of mortgage.

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	undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.	
	(8) To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.	To accept surrender of shares.
	(9) To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.	To appoint trustees for the Company.
	(10) To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.	To conduct legal proceedings.
	(11) To act on behalf of the Company in all matters relating to bankruptcy insolvency.	Bankruptcy & Insolvency
	(12) To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.	To issue receipts & give discharge.
	(13) Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.	To invest and deal with money of the Company.
	(14) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;	To give Security byway of indemnity.
	(15) To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.	To determine signing powers.
	(16) To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.	Commission or share in profits.
	(17) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents, that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.	Bonus etc. to employees.
	(18) To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for	Transfer to Reserve Funds.

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	<p>repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the deprecation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.</p>	
	<p>(19) To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.</p>	<p>To appoint and remove officers and other employees.</p>
	<p>(20) At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.</p>	<p>To appoint Attorneys.</p>

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	(21) Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.	To enter into contracts.
	(22) From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.	To make rules.
	(23) To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.	To effect contracts etc.
	(24) To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.	To apply & obtain concessions licenses etc.
	(25) To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40of the Act and of the provisions contained in these presents.	To pay commissions or interest.
	(26) To redeem preference shares.	To redeem preference shares.
	(27) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.	To assist charitable or benevolent institutions.
	(28) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company. (29) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.	
	(30) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.	
	(31) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how. (32) To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the	

Sr. No	Particulars	
	<p>Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.</p> <p>(33) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.</p> <p>(34) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.</p> <p>(35) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.</p> <p>(36) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.</p> <p>(37) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.</p> <p>(38) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.</p>	
	MANAGING AND WHOLE-TIME DIRECTORS	
145.	<p>a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.</p> <p>b) The Managing Director or Managing Directors or whole-time Director or whole-time Directors so appointed shall be liable to retire by rotation. A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.</p>	Powers to appoint Managing/Whole Time Directors.
146.	The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.	Remuneration of Managing or Whole Time Director.

Sr. No	Particulars	
147.	<p>(1) Subject to control, direction and supervision of the Board of Directors, the day-today management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board.</p> <p>(2) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers.</p> <p>(3) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Wholetime Director or Wholetime Directors of the Company and may exercise all the powers referred to in these Articles.</p> <p>(4) The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.</p> <p>(5) Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.</p>	Powers and duties of Managing Director or Whole-Time Director.
	CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER	
148.	<p>a) Subject to the provisions of the Act,—</p> <p>i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;</p> <p>ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</p> <p>b) 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.</p>	Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer
	THE SEAL	
149.	(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.	The seal, its custody and use.

Sr. No	Particulars	
	(b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.	
150.	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 authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.	Deeds how executed.
	DIVIDEND AND RESERVES	
151.	(1) 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. (2) 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. (3) 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.	Division of profits.
152.	The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.	The company in General Meeting may declare Dividends.
153.	a) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit. b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.	Transfer to reserves
154.	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.	Interim Dividend.
155.	The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.	Debts may be deducted.
156.	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.	Capital paid up in advance not to earn dividend.
157.	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 dividends as from a particular date such share shall rank for dividend accordingly.	Dividends in proportion to amount paid-up.
158.	The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer,	Retention of dividends until completion of transfer under Articles.

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	until such person becomes a member, in respect of such shares or shall duly transfer the same.	
159.	No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.	No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.
160.	A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.	Effect of transfer of shares.
161.	Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.	Dividend to joint holders.
162.	<p>a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.</p> <p>b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p>	Dividends how remitted.
163.	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.	Notice of dividend.
164.	No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.	No interest on Dividends.
	CAPITALIZATION	
165.	<p>(1) The Company in General Meeting may, upon the recommendation of the Board, resolve:</p> <p>(a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss account, or otherwise available for distribution; and</p> <p>(b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p> <p>(2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards:</p> <p>(i) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(ii) 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; or</p> <p>(iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).</p> <p>(3) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares.</p> <p>(4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p>	Capitalization.
166.	<p>(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall —</p> <p>(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and</p>	Fractional Certificates.

Sr. No	Particulars	
	<p>(b) generally to do all acts and things required to give effect thereto.</p> <p>(2) The Board shall have full power -</p> <p>(a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also</p> <p>(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.</p> <p>(3) Any agreement made under such authority shall be effective and binding on all such members.</p> <p>(4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.</p>	
167.	<p>(1) The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges.</p> <p>(2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof.</p>	Inspection of Minutes Books of General Meetings.
168.	<p>a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.</p> <p>b) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.</p>	Inspection of Accounts
	FOREIGN REGISTER	
169.	The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.	Foreign Register.
	DOCUMENTS AND SERVICE OF NOTICES	
170.	Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed or lithographed.	Signing of documents & notices to be served or given.
171.	Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.	Authentication of documents and proceedings.
	WINDING UP	
172.	Subject to the provisions of Chapter XX of the Act and rules made thereunder—	

Sr. No	Particulars	
	<p>(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.</p> <p>(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.</p> <p>(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.</p>	
	INDEMNITY	
173.	<p>Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.</p>	Directors' and others right to indemnity.
174.	<p>Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.</p>	Not responsible for acts of others
	SECRECY	
175.	<p>(a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.</p>	Secrecy

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	(b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.	Access to property information etc.

We, the several persons whose name and addresses are given hereunder, are subscribed, below are desirous of being formed into a Company in pursuance of this Articles of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names.

	Names, Address and description and	Number of Equity	Names, Address and
	Subscribers	Shares taken by each subscriber	Description of Witness
1.	Jitendra Shah, S/o. Kantilal Shah Address: 102, Amartaru, New Nagardas road, Andheri W, Mumbai - 400069, Occupation: Teaching	5000	His or her or their identity details for their identification and satisfied myself of his/her/ their identification particulars as filled in SD/- SWETA ARUNBHAI DOSHI D/O ARUNBHAI DOSHI A-203, DWARKESH BUILDING, L.T ROAD, BORIVALI(W), MUMBAI 400092 OCCUPATION:CHARTERED ACCOUNTANT
2.	Purnima Shah, W/o. Jitendra Shah, Address: 102, Amartaru, New Nagardas road, Andheri W, Mumbai – 400069 Occupation: Accountant Road, Mumbai- 400010, State- Maharashtra Occupation - Business Date:23.10.2007 Place:Mumbai	5000	
		10000	

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 Prospectus) which are or may be deemed material will be attached to the copy of the Prospectus which will be delivered to the RoC for registration. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days (Monday to Friday) from the date of the Draft Prospectus until the Issue Closing Date.

Any of the contracts or documents mentioned in this Draft Prospectus may be amended or modified at any time, if so required, in the interest of our Company or if required by the other parties, without reference to the Equity Shareholders, subject to compliance with applicable law.

MATERIAL CONTRACTS

1. Issue Agreement dated November 25, 2022 between our Company and the Lead Manager.
2. Registrar Agreement dated November 25, 2022 between our Company and the Registrar to the Issue.
3. Market Making Agreement dated [●] between our Company, the Lead Manager and Market Maker.
4. Underwriting Agreement dated [●] between our Company, the Lead Manager and the Underwriter.
5. Banker(s) to the Issue Agreement dated [●] between our Company, the Lead Manager, Banker(s) to the Issue Agreement and the Registrar to the Issue.
6. Tripartite agreement between the CDSL, our Company and the Registrar to the Issue dated September 21, 2022.
7. Tripartite agreement between the NSDL, our Company and the Registrar to the Issue dated September 23, 2022.

MATERIAL DOCUMENTS

1. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.
2. Copy of Certificate of Incorporation dated October 30, 2007 issued under the name India Tutorials Private Limited.
3. Copy of Fresh Certificate of Incorporation dated October 31, 2012 issued Registrar of Companies, Mumbai consequent to name change to Arihant Academy Private Limited.
4. Copy of Fresh Certificate of Incorporation dated September 19, 2022 issued by Registrar of Companies, Mumbai consequent to name change from Arihant Academy Private Limited to Arihant Academy Limited pursuant to the conversion of our Company into a Public Limited Company.
5. Resolution of the Board of Directors dated November 17, 2022 in relation to the Issue.
6. Resolution of the Shareholders of our Company, passed at the Extra Ordinary General Meeting held on November 21, 2022 in relation to the Issue.
7. Peer Reviewed Auditor's report for Restated Consolidated Financial Statements dated September 25, 2022 and for Restated Standalone Financial Statements dated November 26, 2022 included in this Draft Prospectus.
8. The Statement of Possible Tax Benefits dated September 25, 2022 from Peer Reviewed Auditors included in this Draft Prospectus.
9. Copies of Audited Financial Statements of the Company for the period ended September 30, 2022 and for the financial years March 31, 2022, 2021 and 2020.

10. Consents of our Directors, Promoters, Company Secretary and Compliance Officer, Chief Financial Officer, Peer Review Auditors, Statutory Auditors, Banker(s) to the Company, Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Banker to the Issue, Underwriter and Market Maker to act in their respective capacities.
11. Due Diligence Certificate(s) dated [●] to SEBI by the Lead Manager.
12. Approval from NSE vide letter dated [●] to use the name of NSE in this Offer Document for listing of Equity Shares on the NSE Emerge.

Any of the contracts or documents mentioned in the Draft Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as Amended, or the rules made thereunder or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Draft Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/- Mr. Anil Suresh Kapasi Managing Director DIN: 03524165	Sd/- Mr. Umesh Anand Pangam Chairman and Whole Time Director DIN: 03524171
Sd/- Mr. Harsh Anil Kapasi Non-Executive Director DIN: 09731053	Sd/- Ms. Kirti Umesh Pangam Non-Executive Director DIN: 09742752
Sd/- Mr. Manish Khodidas Desai Non-Executive Independent Director DIN: 09740266	Sd/- Mr. Himanshu Rajnikant Mody Non-Executive Independent Director DIN: 00163704
Sd/- Mr. Chintan Sureshbhai Shah Non-Executive Independent Director DIN: 05288038	

SIGNED BY THE CFO AND CS OF OUR COMPANY

Sd/- Mr. Shirish Pandurang Khumbhar Chief Financial Officer	Sd/- Ms. Deeksha Tiwari Company Secretary and Compliance Officer
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Date: November 28, 2022

Place: Mumbai