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DREAMFOLKS SERVICES LIMITED

Corporate Identification Number: U51909DL2008PLC177181

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	E-MAIL AND TELEPHONE	WEBSITE	
22, DDA Flats, Panchsheel Park, Shivalik Road, New Delhi – 110 017	501, Tower 2, Fifth Floor, Worldmark, Sector-65, Gurugram – 122 018, Haryana	Rangoli Aggarwal	Email: compliance@dreamfolks.in Tel: +91 0124 4173 560	www.dreamfolks.in	
OUR PROMOTERS: LIBERATHA PETER KALLAT, MUKESH YADAV AND DINESH NAGPAL					
DETAILS OF THE OFFER					
TYPE	OFFER FOR SALE SIZE	TOTAL OFFER SIZE	ELIGIBILITY AND SHARE RESERVATION AMONG QIBs, NIBs AND RIIs		
Offer for Sale	Offer for Sale up to 17,242,368 Equity Shares aggregating up to ₹ [●] million	Aggregating up to ₹ [●] million	The Offer is made in compliance with Regulation 6(2) of the SEBI ICDR Regulations as Company did not fulfil requirement under Regulation 6(1) of the SEBI ICDR Regulations. For details in relation to share reservation among QIBs, NIBs and RIIs, see "Offer Structure" on page 286.		
DETAILS OF THE OFFER FOR SALE BY THE SELLING SHAREHOLDERS					
NAME	TYPE	NO. OF EQUITY SHARES OFFERED / AMOUNT IN ₹ MILLION	WEIGHTED AVERAGE COST OF ACQUISITION (IN ₹ PER EQUITY SHARE)*		
Mukesh Yadav	Promoter	Up to 6,531,200 Equity Shares aggregating up to ₹ [●] Million	0.02		
Dinesh Nagpal	Promoter	Up to 6,531,200 Equity Shares aggregating up to ₹ [●] Million	Negligible		
Liberatha Peter Kallat	Promoter	Up to 4,179,968 Equity Shares aggregating up to ₹ [●] Million	0.04		
*As per certificate dated August 16, 2022 from S.S. Kothari Mehta & Company, Chartered Accountants.					
RISKS IN RELATION TO THE FIRST OFFER					
The face value of the Equity Shares of our Company is ₹ 2 per Equity Share. The Floor Price, the Cap Price and the Offer Price (as determined by our Company and the Selling Shareholders, in consultation with the BRLMs), on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated in "Basis for Offer Price" on page 83 of this Red Herring Prospectus, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active 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 Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer 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 Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 26 of this Red Herring Prospectus.					
ISSUERS' AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY					
Our Company having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Offer which is material in the context of the Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Each of the Selling Shareholders accepts responsibility for and confirms that the statements made or confirmed by them in this Red Herring Prospectus to the extent of information specifically pertaining to them and their respective portion of the Equity Shares offered in the Offer and assume responsibility that such statements are true and correct in all material respects and not misleading in any material respect.					
LISTING					
The Equity Shares to be offered through this Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for listing of the Equity Shares pursuant to their letters both dated February 22, 2022. For the purposes of the Offer, the Designated Stock Exchange shall be BSE.					
BOOK RUNNING LEAD MANAGERS					
Equirus Capital Private Limited		Contact person: Mrunal Jadhav	Email: dreamfolks.ipo@equirus.com Tel. No.: +91 22 4332 0734		
Motilal Oswal Investment Advisors Limited		Contact Person: Kirti Kanoria	Email: dreamfolks.ipo@motilaloswal.com Tel. No.: +91 22 7193 4380		
REGISTRAR TO THE OFFER					
Link Intime India Private Limited		Contact Person: Shanti Gopalkrishnan	Email: dreamfolks.ipo@linkintime.co.in Tel. No.: +91 22 4918 6200		
BID / OFFER PROGRAMME					
ANCHOR PORTION OFFER OPENS / CLOSES ON*	TUESDAY, AUGUST 23, 2022	OFFER OPENS ON*	WEDNESDAY, AUGUST 24, 2022	OFFER CLOSES ON	FRIDAY, AUGUST 26, 2022

*Our Company and the Selling Shareholders may, in consultation with the BRLMs, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be 1 Working Day prior to the Bid/Offer Opening Date.



DREAMFOLKS SERVICES LIMITED

Our Company was originally incorporated as 'Believe Tradelink Private Limited', at New Delhi as a private limited company under the Companies Act, 1956 and received a certificate of incorporation issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana at Delhi (RoC) on April 24, 2008. Subsequently, pursuant to a special resolution passed by the Shareholders of our Company on May 1, 2015, our Company's name was changed to 'Dreamfolks Services Private Limited', and a fresh certificate of incorporation dated June 12, 2015, was issued to our Company by the RoC. Thereafter, our Company was converted into a public limited company pursuant to a special resolution passed in the extraordinary general meeting of our Shareholders held on October 20, 2021 and the name of our Company was changed to its present name pursuant to a fresh certificate of incorporation issued by the RoC on November 23, 2021. For details of changes in the name and registered office of our Company, see "History and Certain Corporate Matters" on page 154.

Registered Office: 22, DDA Flats, Panchsheel Park, Shivajik Road, New Delhi – 110 017, India;

Corporate Office: 501, Tower 2, Fifth Floor, Worldmark, Sector-65, Gurugram – 122 018, Haryana; **Contact Person:** Rangoli Aggarwal; **Tel:** +91 0124 4173 560

E-mail: compliance@dreamfolks.in; **Website:** www.dreamfolks.in; **Corporate Identification Number:** U51909DL2008PLC177181

OUR PROMOTERS: LIBERATHA PETER KALLAT, MUKESH YADAV AND DINESH NAGPAL

INITIAL PUBLIC OFFERING OF UP TO 17,242,368 EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH (EQUITY SHARES) OF DREAMFOLKS SERVICES LIMITED (OUR COMPANY) FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) (OFFER PRICE), AGGREGATING UP TO ₹ [●] MILLION (OFFER) THROUGH AN OFFER FOR SALE (OFFER FOR SALE), COMPRISING UP TO 6,531,200 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY MUKESH YADAV, UP TO 6,531,200 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY DINESH NAGPAL AND UP TO 4,179,968 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY LIBERATHA PETER KALLAT (COLLECTIVELY, SELLING SHAREHOLDERS). THE OFFER WILL CONSTITUTE 33.00% OF THE POST OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 2 EACH AND THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDERS IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS (BRLMS) AND WILL BE ADVERTISED IN ALL EDITIONS OF THE FINANCIAL EXPRESS, AN ENGLISH LANGUAGE NATIONAL DAILY WITH WIDE CIRCULATION AND ALL EDITIONS OF JANSATTA, A HINDI LANGUAGE NATIONAL DAILY WITH WIDE CIRCULATION (HINDI ALSO BEING THE REGIONAL LANGUAGE OF NEW DELHI, WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST 2 WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED (BSE) AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE, AND TOGETHER WITH BSE, THE STOCK EXCHANGES) FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES.

In case of any revision in the Price Band, the Bid/Offer Period will be extended by at least 3 additional Working Days after such revision in the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of *force majeure*, banking strike or similar circumstances, our Company and the Selling Shareholders in consultation with the BRLMs may, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of 3 Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the website of the BRLMs and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank, as applicable.

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (SCRR) read with Regulation 31 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (SEBI ICDR Regulations) and in compliance with Regulation 6(2) of the SEBI ICDR Regulations wherein not less than 75% of the Offer shall be Allotted on a proportionate basis to qualified institutional buyers (QIBs) (such portion referred as QIB Portion), provided that our Company and the Selling Shareholders may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations (Anchor Investor Portion), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the price at which allotment is made to the Anchor Investors (Anchor Investor Allocation Price). In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds (Mutual Fund Portion), and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not more than 15% of the Offer shall be available for allocation to Non-Institutional Bidders of which (a) one third of such portion shall be reserved for applicants with application size of more than ₹ 0.2 million and up to ₹ 1 million; and (b) two third of such portion shall be reserved for applicants with application size of more than ₹ 1 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors, and not more than 10% of the Offer shall be available for allocation to retail individual bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. At least 75% of the Offer cannot be Allotted to QIBs the entire application monies will be refunded. All Bidders (except Anchor Investors) are mandatorily required to participate in the Offer through the Application Supported by Blocked Amount (ASBA) process providing details of their respective bank accounts (including UPI ID in case of UPI Bidders). Bid Amount will be blocked by the Self Certified Syndicate Banks (SCSBs) to participate in the Offer or by the Sponsor Bank using the UPI Mechanism, as applicable. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For further details, see "Offer Procedure" on page 289.

RISK IN RELATION TO THE FIRST OFFER

This being the first public offer of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 2. The Floor Price, Price Band and Offer Price as determined and justified by our Company and the Selling Shareholders in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations, as stated under 'Basis for Offer Price' on page 83 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 nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer 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 Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 26.

ISSUER'S AND THE SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Each of the Selling Shareholders accepts responsibility for and confirms that the statements made or confirmed by them in this Red Herring Prospectus to the extent of information specifically pertaining to them and their respective portion of the Equity Shares offered in the Offer and assume responsibility that such statements are true and correct in all material respects and not misleading in any material respect.

LISTING

The Equity Shares to be offered through this Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for listing of the Equity Shares pursuant to the letters both dated February 22, 2022. For the purposes of the Offer, the Designated Stock Exchange shall be BSE. A copy of this Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of this Red Herring Prospectus until the Bid/Offer Closing Date, see "Material Contracts and Documents for Inspection" on page 333.

BOOK RUNNING LEAD MANAGERS



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Tel: +91 22 4332 0734
E-mail: dreamfolks.ip@equirus.com
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Investor grievance e-mail:
investorgrievance@equirus.com
Contact person: Mrunal Jadhav
SEBI Registration Number: INM000011286



Motilal Oswal Investment Advisors Limited
Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot,
Prabhadevi, Mumbai-400025, Maharashtra, India
Tel: +91 22 7193 4380
E-mail: dreamfolks.ip@motilalosal.com
Website: www.motilalosalgroup.com
Investor grievance e-mail:
moiapredressal@motilalosal.com
Contact Person: Kirti Kanoria
SEBI Registration Number: INM000011005

REGISTRAR TO THE OFFER



Link Intime India Private Limited
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E-mail: dreamfolks.ip@linkintime.co.in
Website: www.linkintime.co.in
Investor grievance e-mail:
dreamfolks.ip@linkintime.co.in
Contact Person: Shanti Gopalkrishnan
SEBI Registration Number: INR000004058

OFFER PROGRAMME

OFFER OPENS ON*	WEDNESDAY, AUGUST 24, 2022
OFFER CLOSSES ON	FRIDAY, AUGUST 26, 2022

* Our Company and the Selling Shareholders may, in consultation with the BRLMs, consider participation by the Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be 1 Working Day prior to the Bid/Offer Opening Date.

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any statutes, regulations, rules, guidelines or policies shall be to such act, regulation, rule, guideline or policy 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 Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the same meanings ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, terms used in “Main Provisions of the Articles of Association”, “Statement of Special Tax Benefits”, “Basis for the Offer Price”, “Industry Overview”, “Key Regulations and Policies”, “Financial Information” on page 310, 86, 83, 90, 151 and 189, respectively, shall have the meaning ascribed to such terms in the relevant section.

General terms

Term	Description
‘our Company’, ‘Company’ or ‘Issuer’	Dreamfolks Services Limited, a public limited company incorporated under the Companies Act, 1956 and having its Registered Office at 22, DDA Flats, Panchsheel Park, Shivalik Road, New Delhi – 110 017.
‘we’, ‘us’, or ‘our’	Unless the context otherwise indicates or implies or refers to our Company together with our Subsidiary, on a consolidated basis.

Company related terms

Term	Description
Articles of Association or Articles	Articles of association of our Company, as amended.
Audit Committee	The audit committee of our Company, constituted in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations and as described in “ <i>Our Management – Committees of Our Board</i> ” on page 169.
Auditors or Statutory Auditors	The statutory auditors of our Company, namely, S.S. Kothari Mehta & Company, Chartered Accountants.
Board or Board of Directors	The Board of directors of our Company or a duly constituted committee thereof.
Chairperson and Managing Director	The chairperson and managing director of our Company, namely, Liberatha Peter Kallat.
Chief Financial Officer or CFO	The Chief Financial Officer of our Company, namely, Giya Diwaan.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company, namely, Rangoli Aggarwal.
Corporate Office	The corporate office of our Company situated at 501, Tower 2, Fifth Floor, Worldmark, Sector-65, Gurugram – 122 018, Haryana.
Corporate Social Responsibility Committee	The corporate social responsibility committee of our Company, constituted in accordance with the applicable provisions of the Companies Act, 2013 and as described in “ <i>Our Management – Committees of Our Board</i> ” on page 169.
Director(s)	The director(s) on the Board of our Company.
Equity Shares	Equity shares of our Company of face value of ₹ 2 each.
ESOP Plan	Dreamfolks Employee Stock Option Plan 2021.
Executive Director(s)	An executive director of our Company.
F&S	Frost & Sullivan (India) Private Limited.
F&S Report	Report titled ‘ <i>Indian Airport Lounge Aggregators Market</i> ’ dated July 15, 2022 prepared and issued by Frost & Sullivan (India) Private Limited, appointed by us pursuant to engagement letters dated September 14, 2021 and June 10, 2022 which was exclusively commissioned and paid for by us in connection with the Offer. A copy of the F&S Report is available on the website of our Company at www.dreamfolks.in/img/doc/industry-report-frost-sullivan.pdf
Group Companies	In terms of the SEBI ICDR Regulations, the term ‘group companies’, includes: (i) such companies (other than promoter(s) and subsidiary(ies)) with which our Company had related party transactions during the periods for which financial information is disclosed, as covered under applicable accounting standards, and (ii) any other

Term	Description
	companies considered material by our Board. For details of our Group Companies, see “ <i>Group Companies</i> ” on page 185.
Independent Director(s)	Independent directors on our Board, and who are eligible to be appointed as independent directors under the provisions of the Companies Act and the SEBI Listing Regulations. For details of the Independent Directors, see “ <i>Our Management</i> ” on page 160.
Key Managerial Personnel	Key managerial personnel of our Company in accordance with Regulation 2(1) (bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013 and as disclosed in “ <i>Our Management – Key Managerial Personnel</i> ” on page 178.
Materiality Policy	The policy adopted by our Board pursuant to its resolution dated November 19, 2021, as superseded by our Board resolution dated July 13, 2022 for identification of: (a) material outstanding litigation; (b) Group Company(ies); and (c) material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations and for the purpose of disclosure in the Draft Red Herring Prospectus, this Red Herring Prospectus and the Prospectus.
Memorandum of Association or MoA	The memorandum of association of our Company, as amended.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Company, constituted in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations and as described in “ <i>Our Management – Committees of Our Board</i> ” on page 169.
Non-Executive Director(s)	A Director not being an Executive Director.
Promoter Group	Persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as disclosed in “ <i>Our Promoter, Promoter Group and Group Company</i> ” on page 180.
Promoter(s)	Liberatha Peter Kallat, Mukesh Yadav and Dinesh Nagpal are the promoters of our Company.
Registrar of Companies or RoC	Registrar of Companies, National Capital Territory Delhi and Haryana at Delhi.
Registered Office	The registered office of our Company, situated at 22, DDA Flats, Panchsheel Park, Shivalik Road, New Delhi – 110 017.
Restated Consolidated Financial Statements	The restated consolidated financial statements of our Company comprising the restated consolidated statement of assets and liabilities as at March 31, 2022, March 31, 2021 and March 31, 2020, the restated consolidated statement of profit and loss, the restated consolidated statement of cash flows and the restated consolidated statement of changes in equity for the financial year ended March 31, 2022, March 31, 2021 and March 31, 2020 and the notes to restated consolidated financial statements as approved by the board of directors and prepared in terms of the Section 26 of the Companies Act, 2013, SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, each as amended.
Risk Management Committee	The risk management committee of our Company, constituted in accordance with the applicable provisions of the SEBI Listing Regulations and as described in “ <i>Our Management - Committees of Our Board</i> ” on page 169.
Selling Shareholder(s)	Liberatha Peter Kallat, Mukesh Yadav and Dinesh Nagpal.
Shareholder(s)	Shareholder(s) holding Equity Shares of our Company, from time to time.
Stakeholders’ Relationship Committee	Stakeholders’ relationship committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, and as described in “ <i>Our Management – Committees of Our Board</i> ” on page 169.
Subsidiary	Subsidiary of our Company as set out in “ <i>Our Subsidiary</i> ” on page 158.

Offer Related Terms

Term	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by the SEBI in this behalf.
Acknowledgement Slip	The slip or document issued by a Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form.
Allot, Allotment or Allotted	Unless the context otherwise requires, transfer of the Offered Shares by the Selling Shareholders pursuant to the Offer for Sale, to the successful Bidders.
Allotment Advice	A note or advice or intimation of Allotment sent to all the Bidders who have Bid in the Offer after the Basis of Allotment has been approved by the Designated Stock Exchange.

Term	Description
Allottee	A successful Bidder to whom the Equity Shares are Allotted.
Anchor Investor	A QIB, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and this Red Herring Prospectus which has bid for an amount of at least ₹ 100 million.
Anchor Investor Allocation Price	The price at which the Equity Shares will be allocated to the Anchor Investors in terms of this Red Herring Prospectus and Prospectus, which will be decided by our Company and the Selling Shareholders, in consultation with the BRLMs, during the Anchor Investor Bidding Date.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion, and which will be considered as an application for Allotment in terms of this Red Herring Prospectus and Prospectus.
Anchor Investor Bidding Date	The day, being 1 Working Day prior to the Bid/Offer Opening Date, on which Bids by the Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed.
Anchor Investor Offer Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of this Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company and the Selling Shareholders, in consultation with the BRLMs.
Anchor Investor Pay-In Date	With respect to the Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, a date not later than 2 Working Days after the Bid/ Offer Closing Date.
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company and the Selling Shareholders in consultation with the BRLMs, to the Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
Application Supported by Blocked Amount or ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorizing an SCSB to block the Bid Amount in the ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidders which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidder using the UPI Mechanism.
ASBA Bidders	All Bidders except Anchor Investor(s).
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of this Red Herring Prospectus and the Prospectus.
Banker to the Offer	Collectively, the Escrow Collection Bank, the Refund Bank, the Sponsor Bank and the Public Offer Account Bank, being ICICI Bank Limited.
Basis of Allotment	The Basis on which the Equity Shares will be Allotted to successful Bidders under the Offer and which is described in “ <i>Offer Structure</i> ” on page 286.
Bid	An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or on the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of this Red Herring Prospectus and the Bid cum Application form. The term ‘Bidding’ shall be construed accordingly.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut-off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidders, as the case may be, upon submission of the Bid.
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.

Term	Description
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being Friday, August 26, 2022, which shall be published in all editions of the Financial Express, an English language national daily with wide circulation and all editions of Jansatta, a Hindi language national daily with wide circulation (Hindi also being the regional language of New Delhi, where our Registered Office is located). In case of any revisions, the extended Offer Closing Date shall also be notified on the websites and terminals of the members of the Syndicate, as required under the SEBI ICDR Regulations and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in the same newspapers in which the Bid/Offer Opening Date was published, as required under the SEBI ICDR Regulations.
Bid/Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being Wednesday, August 24, 2022.
Bid/Offer Period	Except in relation to the Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations.
Bidder / Applicant	Any prospective investor who makes a Bid pursuant to the terms of this Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor.
Bidding Centres	The centres at which at the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branches for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Book Building Process	Book building process, as provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made.
Book Running Lead Managers or BRLMs	The book running lead managers to the Offer namely, Equirus Capital Private Limited and Motilal Oswal Investment Advisors Limited.
Broker Centres	Broker centres notified by the Stock Exchanges where Bidders can submit the ASBA Forms to a Registered Broker and in case of RIBs only ASBA Forms with UPI. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com).
CAN or Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to the Anchor Investors, who have been allocated the Equity Shares, on/after the Anchor Investor Bidding Date.
Cap Price	The higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted, including any revisions thereof.
Cash Escrow and Sponsor Bank Agreement	Agreement dated August 16, 2022 entered amongst our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Syndicate Members and the Banker to the Offer for the appointment of the Sponsor Bank in accordance with the Circular on Streamlining of Public Issues, the collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof.
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 Bids at the Designated CDP Locations in terms of the SEBI circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI as per the list available on the websites of BSE and NSE.
Collecting Registrar and Share Transfer Agents or CRTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of the UPI Circular.
Cut-off Price	Offer Price, finalised by our Company and the Selling Shareholders, in consultation with the BRLMs which shall be any price within the Price Band. Only Retail Individual Bidders are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
Demographic Details	Details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation and bank account details and UPI ID, where applicable.

Term	Description
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the CDPs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com).
Designated Date	The date on which the Escrow Collection Bank transfer funds from the Escrow Accounts to the Public Offer Account or the Refund Account, as the case may be, and instructions are given to the SCSBs (in case of UPI Bidders using UPI Mechanism, instructions through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account or the Refund Account, as appropriate, in terms of this Red Herring Prospectus and the Prospectus following which Equity Shares will be Allotted in the Offer to the successful Bidders.
Designated Intermediaries	In relation to ASBA Forms submitted by RIBs (not using the UPI Mechanism) by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidder using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-Syndicate/agents, Registered Brokers, CDPs and RTAs. In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-Syndicate/agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com).
Designated SCSB Branches	Such branches of the SCSBs, which shall collect the ASBA Forms, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	BSE
Draft Red Herring Prospectus or DRHP	The draft red herring prospectus dated January 21, 2022 issued in accordance with the SEBI ICDR Regulations, which did not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer including any addenda or corrigenda thereto.
Eligible FPIs	FPIs that are eligible to participate in this Offer in terms of applicable laws.
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the ASBA Form and this Red Herring Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares.
Escrow Account(s)	Non-lien and non-interest-bearing accounts to be opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through NACH/direct credit/NEFT/RTGS in respect of the Bid Amount when submitting a Bid.
Escrow Collection Bank	Bank which is a clearing member and registered with SEBI as banker to an offer, under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, and with whom the Escrow Account in relation to the Offer for Bids by Anchor Investors, will be opened, in this case being ICICI Bank Limited.
First Bidder / Sole Bidder	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted.
General Information Document	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLMs.
Maximum RIB Allottees	Maximum number of RIBs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIBs by the minimum Bid Lot, subject to valid Bids being received at or above the Offer Price.

Term	Description
Mutual Fund Portion	5% of the Net QIB Portion (excluding the Anchor Investor Portion), or 258,636 Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors.
Non-Institutional Bidders/ NIB(s) / Non-Institutional Investors / NII(s)	All Bidders that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Offer being not more than 15% of the Offer consisting of 2,586,355 Equity Shares which shall be available for allocation to Non-Institutional Bidders in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price, out of which (i) one third shall be reserved for NIBs with application size exceeding ₹ 0.20 million up to ₹ 1.00 million; and (ii) two-thirds shall be reserved for NIBs with application size exceeding ₹ 1.00 million.
Non-Resident	Person resident outside India, as defined under FEMA and includes NRIs, FVCIs, VCFs, and FPIs.
Offer or Offer for Sale	The initial public offer of up to 17,242,368 Equity Shares of face value of ₹ 2 each for cash at a price of ₹ [●] each, aggregating up to ₹ [●] million, through an offer for sale by the Selling Shareholders.
Offer Agreement	Agreement dated January 21, 2022 amongst our Company, the Selling Shareholders and the BRLMs, pursuant to which certain arrangements have been agreed to in relation to the Offer.
Offer Price	The final price at which Equity Shares will be Allotted to successful Bidders, other than Anchor Investors. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of this Red Herring Prospectus. The Offer Price will be decided by our Company and Selling Shareholders, in consultation with the BRLMs on the Pricing Date, in accordance with the Book Building Process and in terms of this Red Herring Prospectus.
Offer Proceeds	The proceeds of the Offer for Sale which shall be available to the Selling Shareholders.
Offered Shares	Up to 17,242,368 Equity Shares aggregating up to ₹ [●] million offered for sale by the Selling Shareholders. For details, see “the Offer” on page 49.
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) including any revisions thereof. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company and Selling Shareholders, in consultation with the BRLMs, and will be advertised in all editions of the Financial Express, an English language national daily with wide circulation and all editions of Jansatta, a Hindi language national daily with wide circulation (Hindi also being the regional language of New Delhi, where our Registered Office is located), at least 2 Working Days prior to the Offer Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites.
Pricing Date	The date on which our Company and Selling Shareholders in consultation with the BRLMs, will finalise the Offer Price.
Prospectus	The prospectus to be filed with the RoC for this Offer in accordance with the provisions of Section 26 of the Companies Act, 2013 and the SEBI ICDR Regulations containing, <i>inter alia</i> , the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto.
Public Offer Account	Bank account to be opened with the Public Offer Account Bank under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account and ASBA Accounts on the Designated Date.
Public Offer Account Bank	The bank with which the Public Offer Account is opened for collection of Bid Amounts from Escrow Account and ASBA Account on the Designated Date, in this case being ICICI Bank Limited.
QIB Category or QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not less than 75% of the Offer consisting of 12,931,777 Equity Shares which shall be available for allocation to QIBs (including Anchor Investors), subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price (for Anchor Investors).

Term	Description
Qualified Institutional Buyers or QIBs or QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Red Herring Prospectus or RHP	This Red Herring Prospectus dated August 17, 2022 issued in accordance with Section 32 of the Companies Act and the provisions of the SEBI ICDR Regulations, which does not have complete particulars of the Offer Price and the size of the Offer, including any addenda or corrigenda thereto. This Red Herring Prospectus will be filed with the RoC at least 3 Working Days before the Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date.
Refund Account	The account opened with the Refund Bank, from which refunds, if any, of the whole or part of the Bid Amount to the Anchor Investor(s) shall be made.
Refund Bank	The Banker to the Offer with whom the Refund Account(s) will be opened, in this case being ICICI Bank Limited.
Registered Brokers	Stockbrokers registered under SEBI (Stockbrokers and Sub-Brokers) Regulations, 1992, as amended with the Stock Exchanges having nationwide terminals, other than the BRLMs and the Syndicate Members and eligible to procure Bids in terms of Circular No. CIR/ CFD/ 14/ 2012 dated October 4, 2012, issued by SEBI.
Registrar Agreement	Agreement dated January 19, 2022 amongst our Company, the Selling Shareholders, and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer.
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, and the UPI circular, as per the lists available on the websites of BSE and NSE.
Registrar to the Offer or Registrar	Link Intime India Private Limited.
Retail Individual Bidder(s) or Retail Individual Investors or RIB(s) or RII(s)	Individual Bidders who have Bid for the Equity Shares for an amount not more than ₹200,000 in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).
Retail Portion	The portion of the Offer being not more than 10% of the Offer comprising of 1,724,236 Equity Shares which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s). QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date.
Self-Certified Syndicate Bank(s) or SCSB(s)	The list of SCSBs notified by SEBI for the ASBA process is available at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes , or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Bidder (other than a UPI Bidder), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 , or at such other websites as may be prescribed by SEBI from time to time. In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 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, UPI Bidders using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI

Term	Description
	(https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=4 and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=4 3) respectively, as updated from time to time.
Share Escrow Agent	Share Escrow agent appointed pursuant to the Share Escrow Agreement, in this case being, Link Intime India Private Limited.
Share Escrow Agreement	Agreement dated August 16, 2022 entered into amongst the Selling Shareholders, our Company and the Share Escrow Agent in connection with the transfer of Equity Shares under the Offer by each Selling Shareholders and credit of such Equity Shares to the demat account of the Allottees.
Specified Locations	Bidding Centres where the Syndicate shall accept ASBA Forms from Bidders and in case of RIBs, only ASBA Forms with UPI.
Sponsor Bank	The Banker to the Offer registered with SEBI, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=41 and update from time to time, which is appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and / or payment instructions of the UPI Bidders into the UPI, the Sponsor Bank in this Offer being ICICI Bank Limited.
Stock Exchanges	Collectively, BSE Limited and National Stock Exchange of India Limited.
Syndicate or the members of the Syndicate	Together, the BRLMs and the Syndicate Members.
Syndicate Agreement	Agreement to be entered into among our Company, the Registrar to the Offer, the Selling Shareholders, the BRLMs and the Syndicate Members in relation to collection of Bid cum Application Forms by Syndicate.
Syndicate Members	Intermediaries registered with SEBI who are permitted to accept bids, applications and place order with respect to the Offer and carry out activities as an underwriter, namely, Equirus Securities Private Limited and Motilal Oswal Financial Services Limited.
Underwriters	[●].
Underwriting Agreement	The agreement dated [●] among the Underwriters, our Company and the Selling Shareholders to be entered into on or after the Pricing Date but prior to filing of Prospectus.
UPI	Unified Payment Interface, which is an instant payment mechanism, developed by NPCI.
UPI Bidder(s)	Collectively, individual investors applying as (i) Retail Individual Bidders in the Retail Portion, and (ii) Non-Institutional Bidders with an application size of more than ₹2,00,000 and up to ₹ 500,000 in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 500,000 shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
UPI Circular	Circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with the circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and the circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, 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 5, 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 UPI for single-window mobile payment system developed by the NPCI.

Term	Description
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI linked mobile application and by way of a SMS directing the UPI Bidder to such UPI linked mobile application) to the UPI Bidder initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment.
UPI Mechanism	The mechanism that may be used by UPI Bidders to make a Bid in the Offer in accordance with the UPI Circular.
Wilful Defaulter or Fraudulent Borrower	A wilful defaulter or a fraudulent borrower as defined in Regulation 2(1)(III) of the SEBI ICDR Regulations.
Working Day	All days on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid /Offer Period, 'Working Day' shall mean all days, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) the time period between the Bid / Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, 'Working Day' shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the circulars issued by SEBI.

Technical / industry related terms

Term	Description
Card Based	Credit card and debit card based
Card Issuers	The credit card and debit card issuing financial institutions in India
Card Networks	Global card networks operating in India
CEMEA	Central and Eastern Europe, Middle East and Africa
Consumers	Customers of Clients
Corporate Clients	Corporate clients in India, including airline companies
Client(s)	Collectively, Card Networks, Card Issuers and Corporate Clients
Discover	Diners Club International Limited
DreamFolks App	Mobile application of our Company
Holiday Inn Express	InterContinental Hotels Group Plc
Indigo	InterGlobe Aviation Limited
JetPrivilege	Jet Privilege Private Limited
Mastercard	Mastercard Loyalty Solutions India Private Limited
OTA	Online Travel Agency
Operators	Collectively, airport lounge operators and other airport service providers
Pax	No. of unique passengers in each transaction availing the services
Rupay	The domestic lounge management services programme of NPCI
SBI Cards	SBI Cards and Payment Services Limited
Services	Collectively, the services which our Company facilitates access to which includes the following services: (i) lounge access, (ii) food and beverage offerings (iii) spa services, (iv) meet and assist, (v), airport transfer services (vi) transit hotels /nap room access, and (vii) baggage transfer.
Touch-point	Refers to a service fulfilment point in airports across India and overseas. For instance, each lounge and F&B outlet at an airport would be a touch-point and each city where the airport transfer facility is available would count as a touch-point.
Visa	Visa Worldwide Pte. Limited

Conventional and general terms and abbreviations

Term	Description
₹, Rs., Rupees or INR	Indian Rupees
AIF	Alternative Investment Fund as defined in and registered with SEBI under the SEBI AIF Regulations
AS or Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India
Banking Regulation Act	The Banking Regulation Act, 1949
'Bn' or 'bn'	Billion
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
Category I FPI(s)	FPIs who are registered as 'Category I foreign portfolio investors' under the SEBI FPI Regulations

Term	Description
Category II FPI(s)	FPIs who are registered as 'Category II foreign portfolio investors' under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited
Companies Act, 1956	<i>Erstwhile</i> Companies Act, 1956 along with the relevant rules made thereunder
Companies Act/ Companies Act, 2013	Companies Act, 2013, along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder
COVID-19	The novel coronavirus disease which was declared as a Public Health Emergency of International Concern on January 30, 2020, and a pandemic on March 11, 2020 by the World Health Organisation
CSR	Corporate Social Responsibility
CY	Calendar Year.
Depositories	Together, NSDL and CDSL
Depositories Act	Depositories Act, 1996
DIN	Director Identification Number
DP ID	Depository Participant's Identification
'DP' or 'Depository Participant'	A depository participant as defined under the Depositories Act
DPIIT	Department for Promotion of Industry and Internal Trade
EBITDA	Earnings before interest, taxes, depreciation, and amortization.
EBITDA Margin	EBITDA / Total Income
EGM	Extraordinary General Meeting
EMDE(s)	Emerging Markets and Developing Economies
EPS	Earnings per Share
FCNR Account	Foreign Currency Non-Resident Account
FDI	Foreign Direct Investment
FEMA	The Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
'Financial Year', 'Fiscal', 'fiscal', 'Fiscal Year' or 'FY'	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
FPI(s)	Foreign Portfolio Investors as defined under the SEBI FPI Regulations
FVCI	Foreign Venture Capital Investors as defined and registered under the SEBI FVCI Regulations
GAAP	Generally Accepted Accounting Principles
GDP	Gross domestic product
'GoI' or 'Government'	Government of India
GST	Goods and services tax
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Income Tax Act or IT Act	Income Tax Act, 1961
Ind AS / Indian Accounting Standards	Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, as notified by the Ind AS Rules
Ind AS Rules	The Companies (Indian Accounting Standard) Rules, 2015, as amended
India	Republic of India
Indian GAAP	Generally Accepted Accounting Principles in India
IPO	Initial public offering
IRDAI	Insurance Regulatory and Development Authority of India
IST	Indian Standard Time
KYC	Know Your Customer
MCA	Ministry of Corporate Affairs, Government of India
MSME	Micro, Small & Medium Enterprises
'N.A.' or 'NA'	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
NBFC-SI	A systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
No.	Number
NPCI	National Payments Corporation of India
NR	Non-Resident
NRE Account	Non-Resident External Accounts

Term	Description
NRI	A person resident outside India, who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or an 'Overseas Citizen of India' cardholder within the meaning of Section 7(A) of the Citizenship Act, 1955
NRO	Non-Resident Ordinary
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
'OCB' or 'Overseas Corporate Body'	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to participate in the Offer
PAT	Profit After Tax
PAT Margin	PAT / Revenue from operations
PBT	Profit Before Tax
p.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
Regulation S	Regulation S under the U.S. Securities Act
RBI	Reserve Bank of India
ROE	Return on Equity
RoNW	Return on Net Worth
ROCE	Return on Capital Employed
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as repealed by the SEBI AIF Regulations
Stock Exchanges	Together, BSE and NSE
'U.S.' or 'USA' or 'United States'	United States of America
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
'USD' or 'US\$'	United States Dollars
U.S. Securities Act	U.S. Securities Act of 1933, as amended
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations

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

Certain Conventions

All references to 'India' contained in this Red Herring Prospectus are to the Republic of India. All references to the 'Government', 'Indian Government', 'GoI', 'Central Government' are to the Government of India and all references to the 'State Government' are to the government of the relevant state.

Unless stated otherwise, any time mentioned in this Red Herring Prospectus is in Indian Standard Time. Unless stated otherwise, all references to page numbers in this Red Herring Prospectus are to the page numbers of this Red Herring Prospectus.

Financial Data

Our Company's financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year. Accordingly, all references to a particular Fiscal or Financial Year, unless stated otherwise, are to the 12 month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

Unless stated, or, the context requires, otherwise all financial information and financial ratios in this Red Herring Prospectus is derived from our Restated Consolidated Financial Statements.

Certain measures included and presented in this Red Herring Prospectus, for instance EBITDA, EBITDA Margin, RoNW and Net Asset Value per Equity Share (**Non-GAAP Measures**), are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, IFRS or US GAAP. Furthermore, these Non-GAAP Measures, are not a measurement of our financial performance or liquidity under Indian GAAP, IFRS or US GAAP and should not be considered as an alternative to net profit/loss, revenue from operations or any other performance measures derived in accordance with Ind AS, IFRS or US GAAP or as an alternative to cash flow from operations or as a measure of our liquidity. In addition, Non-GAAP Measures used are not a standardised term, hence a direct comparison of Non-GAAP Measures between companies may not be possible. Other companies may calculate Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Please see "*Risk Factor - We have included certain non-GAAP financial and operational measures related to our operations and financial performance that may vary from any standard methodology that may be applicable across the industry in which we operate, and which may not be comparable with financial, operational or industry related statistical information of similar nomenclature computed and presented by similar companies*" on page 40.

Restated consolidated financial statements of our Company included in this Red Herring Prospectus are as at and for Fiscals ended March 31, 2022, March 31, 2021 and March 31, 2020 comprising the restated consolidated summary statement of assets and liabilities as at March 31, 2022, March 31, 2021 and March 31, 2020, the restated consolidated summary statements of profit and loss and the restated consolidated summary statement of cash flows Fiscals ended March 31, 2022, March 31, 2021, March 31, 2020, together with the notes to the restated consolidated financial statements (collectively, the **Restated Consolidated Financial Statements**) prepared in accordance with Ind AS and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time. For further information, see "*Financial Information*" on page 189.

There are significant differences between Ind AS, U.S. GAAP and IFRS. Please see "*Risk Factor – Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the Financial Statements prepared and presented in accordance with SEBI ICDR Regulations contained in this Red Herring Prospectus*" on page 46. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, Ind AS, and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Red Herring Prospectus should, accordingly, be limited.

In this Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. Except as stated otherwise, all figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

Any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

Currency and Units of Presentation

In this Red Herring Prospectus, unless the context otherwise requires, all references to (a) ‘Rupees’ or ‘₹’ or ‘Rs.’ or ‘INR’ are to Indian rupees, the official currency of the Republic of India; (b) ‘US Dollars’ or ‘US\$’ or ‘USD’ or ‘\$’ are to United States Dollars, the official currency of the United States of America. Our Company has presented certain numerical information in this Red Herring Prospectus in “million” units, or in absolute number where the number have been too small to present in million unless as stated, otherwise, as applicable. 1 million represents ‘10 lakhs’ or 1,000,000. However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than million, such figures appear in this Red Herring Prospectus expressed in such denominations as provided in their respective sources.

Any percentage amounts, as set forth in “Risk Factors”, “Our Business”, “Management’s Discussion and Analysis of Financial Conditions and Results of Operation” on pages 26, 130, and 247 and elsewhere in this Red Herring Prospectus, unless otherwise indicated, have been calculated based on our Restated Consolidated Financial Statements.

Exchange Rates

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

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupees and USD:

Currency	Exchange Rate as on		
	March 31, 2022	March 31, 2021	March 31, 2020
1 USD	75.81	73.50	75.39

Source: www.fbil.org.in

*Note: If the reference rate is not available on a particular date due to a public holiday, exchange rates of the previous Working Day has been disclosed. The reference rates are rounded off to two decimal places.

Industry and Market Data

Unless otherwise indicated, industry and market data used in this section has been derived from a report titled ‘Indian Airport Lounge Aggregators Market’ dated July 15, 2022, by Frost & Sullivan (India) Private Limited (**F&S Report**) prepared and issued by F&S, appointed by us pursuant to engagement letters dated September 14, 2021 and June 10, 2022, and exclusively commissioned and paid for by us in connection with the Offer. Unless otherwise indicated, all industry and other related information derived from the F&S Report and included herein with respect to any particular year refers to such information for the relevant calendar year. F&S was appointed by our Company and is not connected to our Company, our Directors, and our Promoters. A copy of the F&S Report is available on the website of our Company at www.dreamfolks.in/img/doc/industry-report-frost-sullivan.pdf. For risks in relation to commissioned reports, see “Risk Factor - This Red Herring Prospectus contains information from an industry report prepared by Frost & Sullivan which we have commissioned and paid for” on page 41.

Disclaimer of F&S Report

Indian Airport Lounge Aggregators Market has been prepared for the proposed initial public offering of equity shares by Dreamfolks Services Limited (the **Company**).

This study has been undertaken through extensive primary and secondary research, which involves discussing the status of the industry with leading market participants and experts, and compiling inputs from publicly available sources, including official publications and research reports. Estimates provided by Frost & Sullivan (India) Private Limited (**Frost & Sullivan**) and its assumptions are based on varying levels of quantitative and qualitative analyses, including industry journals, company reports and information in the public domain.

Frost & Sullivan has prepared this study in an independent and objective manner, and it has taken all reasonable care to ensure its accuracy and completeness. We believe that this study presents a true and fair view of the industry within the limitations of, among others, secondary statistics and primary research, and it does not purport to be exhaustive. The results that can be or are derived from these findings are based on certain assumptions and parameters/conditions. As such, a blanket, generic use of the derived results or the methodology is not encouraged.

Forecasts, estimates, predictions, and other forward-looking statements contained in this report are inherently uncertain because of changes in factors underlying their assumptions, or events or combinations of events that cannot be reasonably foreseen. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements.

In making any decision regarding the transaction, the recipient should conduct its own investigation and analysis of all facts and information contained in the prospectus of which this report is a part, and the recipient must rely on its own examination and the terms of the transaction, as and when discussed. The recipients should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.”

Except for the F&S Report, we have not commissioned any report for purposes of this Red Herring Prospectus and any market and industry related data, other than that derived from the F&S Report, used in this Red Herring Prospectus has been obtained or derived from publicly available documents and other industry sources.

Industry sources and publications 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. The data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the “*Risk Factors*” on page 26. Accordingly, investors should not place undue reliance on, or base their investment decision on this information.

Further, the extent to which the market and industry data used in this Red Herring Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. In addition, certain data in relation to our Company used in this Red Herring Prospectus has been obtained or derived from the F&S Report which may differ in certain respects from our Restated Consolidated Financial Statements as a result of, *inter alia*, the methodologies used in compiling such data. Accordingly, investment decision should not be made based on such information.

FORWARD-LOOKING STATEMENTS

This Red Herring Prospectus contains certain “forward-looking statements” which are not historical facts. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “can”, “could”, “expect”, “estimate”, “intend”, “may”, “likely”, “objective”, “plan”, “propose”, “project”, “seek to”, “will”, “will continue”, “will pursue” or other words or phrases of similar import but are not the exclusive means of identifying such statements. Similarly, statements that describe our strategies, objectives, plans, goals, future events, future financial performance or financial needs are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

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

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

- Inability to retain our established Card Networks, Card Issuer companies as our Clients;
- Inability to retain our established Operators and other airport service providers for the Services;
- Downturn in the travel industry, in general, and in the air travel industry, in particular;
- Any adverse impact on the lounge business;
- Potential saturation of Indian markets and requirement of expansion in global markets; and
- The continuing impact of COVID-19 pandemic.

For further discussion on factors that could cause actual results to differ from expectations, see “Risk Factors” “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 26, 130, and 247, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

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

Forward-looking statements reflect current views as of the date of this Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, the Selling Shareholders, the BRLMs nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI ICDR Regulations, our Company, the Selling Shareholders and the BRLMs will severally ensure that the investors in India are informed of material developments pertaining to our Company and the Offered Shares from the date of this Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges for this Offer.

The Selling Shareholders shall ensure that investors are informed of material developments in relation to statements and undertakings specifically made or confirmed by such Selling Shareholder to the extent of information specifically pertaining to them as Selling Shareholders and their portion of the Equity Shares offered in the Offer in this Red Herring Prospectus until the receipt of final listing and trading approvals from the Stock Exchanges for this Offer.

SUMMARY OF THE OFFER DOCUMENT

Unless otherwise indicated, industry and market data used in this section has been derived from F&S Report prepared and issued by F&S, appointed by us pursuant to engagement letters dated September 14, 2021 and June 10, 2022, and exclusively commissioned and paid for by us in connection with the Offer. Unless otherwise indicated, all industry and other related information derived from the F&S Report and included herein with respect to any particular year refers to such information for the relevant calendar year. F&S was appointed by our Company and is not connected to our Company, our Directors, and our Promoters. A copy of the F&S Report is available on the website of our Company at www.dreamfolks.in/img/doc/industry-report-frost-sullivan.pdf.

This section is a general summary of the terms of the Offer and of certain disclosures included in this Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Red Herring Prospectus, including “Risk Factors”, “Industry Overview”, “Our Business”, “Capital Structure”, “The Offer” and “Outstanding Litigation and Material Developments” on pages 26, 90, 130, 66, 49, and 263 respectively.

Summary of business

We are a dominant player and India’s largest airport service aggregator platform facilitating an enhanced airport experience to passengers leveraging a technology driven platform (*Source: F&S Report*). Our asset-light business model integrates Card Networks, Card Issuers and other Corporate Clients with various airport lounge operators and other airport related service providers (collectively, the **Operators**) on a unified technology platform. We facilitate customers of Clients’ (**Consumers**) access to the following airport related services (i) lounges, (ii) food and beverage (iii) spa, (iv) meet and assist, (v), airport transfer (vi) transit hotels /nap room access, and (vii) baggage transfer, (collectively, the **Services**).

The disaggregated revenue information as disclosed in the Restated Consolidated Financial Statements comprising a split of lounge fee and other services fee, earned by our Company for Fiscals 2022, 2021 and 2020 are set out below:

(in ₹ million)

Sr. No.	Name of the Service	Fiscal 2022		Fiscal 2021		Fiscal 2020	
		Revenue	% of Revenue from Operations	Revenue	% of Revenue from Operations	Revenue	% of Revenue from Operations
1.	Lounge fee (A)	2,787.67	98.68	1,027.28	97.25	3,627.22	98.82
2.	Other services fee (B)	37.31	1.32	29.05	2.75	43.21	1.18
Revenue from Operations (A) + (B)		2,824.98	100.00	1,056.33	100.00	3,670.43	100.00

Additionally, in Fiscal 2022 we also accounted for around 68% of the overall lounge access volume in India. (*Source: F&S Report*).

Summary of industry

Airport lounges have grown steadily in India over the past 5 years. Any airport with a passenger movement of around 5-6 million a year can accommodate a successful lounge. The top 24 Global Airports average at around 7 lounges per airport. Indian Airports average at around 2 lounges per airport. The Indian lounge market is expected to grow at 4X times of the current market size. India issued Credit/ Debit cards are a primary mode of access the domestic lounges and it accounts to around 80%. In this segment, Dreamfolks holds almost 95%-97% of the domestic India market lounge share. (*Source: F&S Report*)

Name of Promoter(s)

Liberatha Peter Kallat, Mukesh Yadav and Dinesh Nagpal are the Promoters of our Company. For details, see “Our Promoter and Promoter Group” on page 180.

Offer size

Offer of up to 17,242,368 Equity Shares, for cash at a price of ₹ [●] per Equity Share aggregating up to ₹ [●] million by the Selling Shareholders. The Offer would constitute 33.00% of the post-Offer paid-up Equity Share capital of our Company. For further details, see “The Offer” on page 49.

Objects of the Offer

The objects of the Offer are to carry out the Offer for Sale of up to 17,242,368 Equity Shares by the Selling Shareholders with the benefits of listing the Equity Shares on the Stock Exchanges. For further details, see “*Objects of the Offer*” on page 80. Further, our Company expects that listing of the Equity Shares will enhance our visibility and brand image and provide liquidity to our Shareholders and will also provide a public market for our Equity Shares in India.

Aggregate Pre-Offer shareholding of Promoter and Promoter Group and Selling Shareholders as a percentage of the paid-up Equity Share capital

Sr. No.	Name of the Shareholder	No. of Equity Shares held	Percentage of total pre-Offer paid up equity share capital (%)
Promoters (also the Selling Shareholders)			
1.	Liberatha Peter Kallat	17,242,400	33.00
2.	Mukesh Yadav	17,764,800	34.00
3.	Dinesh Nagpal	17,242,400	33.00
	Sub-Total (A)	52,249,600	100.00
Promoter Group			
1.	Indu Nagpal	100	Negligible
2.	Dumpala Shivakumar	100	Negligible
3.	Usha Yadav	100	Negligible
	Sub-Total (B)	300	Negligible
	Total (A+B)	52,249,900	100.00

For further details, see “*Capital Structure*” on page 66.

Summary of Financial Information

(in ₹ million)

Particulars	Fiscal 2022	Fiscal 2021	Fiscal 2020
Share capital	104.5	47.50	47.50
Net worth*	821.65	642.99	655.12
Revenue from operations	2,824.98	1,056.33	3,670.43
Profit/ (loss) after tax for the period/ year	162.52	(14.50)	316.83
Earnings / (Loss) per equity share			
- Basic (in ₹)	3.11	(0.28)	6.06
- Diluted (in ₹)	2.98	(0.28)	6.06
Net asset value per Equity Share**	15.73	12.31	12.54
Total Borrowings	12.75	20.19	30.91

* Net Worth means the aggregate value of the paid-up share capital of our Company and all reserves created out of profits and securities premium account, as per the restated statement of assets and liabilities of our Company in the Restated Consolidated Financial Statements.

**Net Asset Value per share = Net Worth at the end of the year/period divided by weighted average number of Equity Shares. Weighted average number of Equity Shares represents the shares used for computing Basic EPS/LPS.

Qualifications by the Statutory Auditors which have not been given effect to in the Restated Consolidated Financial Statements

Our Restated Consolidated Financial Statements do not contain any qualifications or reservations by our Statutory Auditor. Our Statutory Auditor has drawn attention to qualitative matters of emphasis in their reports on the audited special purposes consolidated financial statements for Fiscal 2020 and audited consolidated financial statements for Fiscal 2021 in relation to possible effect of COVID-19 pandemic on our operations. For more details see “*Risk Factor - Our Statutory Auditor has drawn attention to qualitative matters of emphasis in their reports on the audited special purposes consolidated financial statements for Fiscal 2020, and audited consolidated financial statements for Fiscal 2021*” on page 36.

Summary of Outstanding Litigation and Material Developments

There are no outstanding litigation proceedings involving our Company, our Promoters, our Directors, our Subsidiary, and there are no pending litigation involving our Group Companies which has a material impact on our Company, as on the date of this Red Herring Prospectus. For further details, see “*Outstanding Litigation and Material Developments*” on page 263.

Risk Factors

Specific attention of Investors is invited to “*Risk Factors*” on page 26. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer.

Summary of contingent liabilities and commitments of our Company

Nil.

Summary of contractual obligations of our Company

The following table sets forth certain information relating to future payments due known as contractual obligations as of March 31, 2022:

(in ₹ million)

Particulars	Less than 1 year	Above 1 year but less than 5 years	Above 5 years	Total
As at March 31, 2022				
Borrowings	2.53	10.22	-	12.75
Other Financial Liabilities	14.01	-	-	14.01
Trade payables	713.07	-	-	713.07
Leases	12.10	56.68	28.63	97.41
Total	741.71	66.90	28.63	837.24

For further details, see “*Restated Consolidated Financial Statements - Note 32(C): Financial Risk Management – Liquidity Risk*” on page 230.

Summary of Related Party Transactions

Details of our related party transactions from our Restated Consolidated Financial Statements for Fiscals 2022, 2021 and 2020:

a. Transactions with related parties:

A. *Key Managerial Personnel (KMP)*

(in ₹ million)

Particulars	Fiscal 2022	Fiscal 2021	Fiscal 2020
Remuneration			
Mukesh Yadav	22.84	23.46	38.44
Dinesh Nagpal	22.84	23.46	38.44
Liberatha Peter Kallat	34.26	23.46	38.44
Balaji Srinivasan	4.18	-	-
Giya Diwaan	3.18	-	-
Rangoli Aggarwal	0.65	-	-
Reimbursements			
Mukesh Yadav	0.06	1.85	1.44
Dinesh Nagpal	0.00	1.92	1.44
Liberatha Peter Kallat	0.15	1.92	1.44
Balaji Srinivasan	0.65	-	-
Giya Diwaan	0.45	-	-
Rangoli Aggarwal	0.14	-	-
Advance Taken			
Mukesh Yadav	4.98	7.50	10.00
Dinesh Nagpal	13.02	-	10.00
Liberatha Peter Kallat	9.02	-	50.00

Particulars	Fiscal 2022	Fiscal 2021	Fiscal 2020
Advance recovered			
Mukesh Yadav	(4.98)	(17.50)	(3.50)
Dinesh Nagpal	(13.02)	(10.00)	(18.12)
Liberatha Peter Kallat	(9.02)	(10.00)	(57.67)
IPO Expenses on behalf of Selling Shareholders			
Mukesh Yadav	16.74	-	-
Dinesh Nagpal	16.24	-	-
Liberatha Peter Kallat	8.12	-	-
Rent Payment			
Dinesh Nagpal	0.33	-	-

B. Enterprises over which individual and their relatives exercise significant influence

(in ₹ million)

Particulars	Fiscal 2022	Fiscal 2021	Fiscal 2020
Capital advances			
Urban Land Management Private Limited	-	-	10.00
Rent Paid			
Ankur Associates	-	0.62	0.93
Commission Paid			
LMD Estate Private Limited (formerly known as Dreamfolks Estate Private Limited)	0.71	-	-
Security deposit given			
Urban Land Management Private Limited	-	-	-
Revenue -Membership Fees			
Pocket Payment Technologies Private Limited	3.55	-	-
Software Support Services (Expense)			
DLM Technologies Private Limited (formerly known as Dreamfolks Technologies Private Limited)	-	18.00	7.50
Reimbursement for expenses paid			
DLM Technologies Private Limited (formerly known as Dreamfolks Technologies Private Limited)	0.46	0.42	0.00
Advance given			
Urban Land Management Private Limited	-	-	25.00
Whistling Heights Resorts Private Limited	45.50	-	-
Malibu Estate Dispensary Private Limited	-	-	1.00
Intangible assets purchase			
DLM Technologies Private Limited (formerly known as Dreamfolks Technologies Private Limited)	43.81	-	-
Advances recovered			
Urban Land Management Private Limited	-	-	(25.00)

Particulars	Fiscal 2022	Fiscal 2021	Fiscal 2020
P D Enterprises	-	-	(6.05)
LMD Estate Private Limited (formerly known as Dreamfolks Estate Private Limited)	-	(6.27)	(1.05)
Whistling Heights Resorts Private Limited	(45.50)	-	-
Malibu Estate Dispensary Private Limited	-	-	(19.70)

Notes:

- 1) The remuneration to KMP for March 2022, March 31, 2021 and March 31, 2020 has been disclosed after considering restatement.
- 2) Giya Diwaan and Balaji Srinivasan have been granted 13,06,250 and 10,45,000 options respectively during the financial year ended March 31, 2022.
- 3) Number of Bonus shares issued to KMP on September 25, 2021:

Mukesh Yadav	96,90,000
Dinesh Nagpal	94,05,000
Liberatha Peter Kallat	94,05,000

- 4) The sitting fees paid to non-executive directors is ₹ 0.70 Million and ₹ Nil as at March 31, 2022 and 2021, respectively.

b. Balances of related parties as at:

A. Key Managerial Personnel (KMP)

(in ₹ million)

Particulars	Fiscal 2022	Fiscal 2021	Fiscal 2020
Advances given			
Dinesh Nagpal	-	-	10.00
Liberatha Peter Kallat	-	-	10.00
Mukesh Yadav	-	-	10.00
Salary recoverable/(payable)			
Balaji Srinivasan	(0.43)	-	-
Dinesh Nagpal	-	(6.82)	0.50
Liberatha Peter Kallat	(1.43)	(6.37)	0.45
Mukesh Yadav	-	(2.28)	0.50
Giya Diwaan	(0.31)	-	-
Rangoli Aggarwal	(0.16)	-	-
Reimbursements payable			
Balaji Srinivasan	(0.15)	-	-
Liberatha Peter Kallat	-	(0.14)	-
Mukesh Yadav	-	(0.06)	-
Giya Diwaan	(0.23)	-	-
Rangoli Aggarwal	(0.03)	-	-
Expenses Payable			
Mukesh Yadav	(0.05)	-	-
Dinesh Nagpal	(0.34)	-	-
Other financial assets*			
Liberatha Peter Kallat	16.74	-	-
Mukesh Yadav	16.24	-	-
Dinesh Nagpal	8.12	-	-

* See "Restated Consolidated Financial Statements - Note 41: Initial Public Offering" on page 240.

B. Enterprises over which individual and their relatives exercise significant influence

(in ₹ million)

Particulars	Fiscal 2022	Fiscal 2021	Fiscal 2020
Security deposit given			
Urban Land Management Private Limited	62.50	62.50	62.50
Capital Advance			

Particulars	Fiscal 2022	Fiscal 2021	Fiscal 2020
Urban Land Management Private Limited	10.00	10.00	10.00
Advances given			
LMD Estate Private Limited (formerly known as Dreamfolks Estate Private Limited)	-	-	6.27
Expenses payable			
Ankur Associates	-	(0.07)	-
DLM Technologies Private Limited (formerly known as Dreamfolks Technologies Private Limited)	0.00	(0.64)	(1.62)
Reimbursement of expenses recoverable			
DLM Technologies Private Limited (formerly known as Dreamfolks Technologies Private Limited)	0.00	-	0.00

As at March 31, 2022, our Company has outstanding undrawn sanction limit of fund based working capital of ₹ 10 million bearing interest rate at repo rate +4.50%. The sanction limit has been taken based on personal guarantees of promoters of our Company. For further details, see “*Restated Consolidated Financial Statements - Note 39: Related party Transactions in accordance with Indian Accounting Standard (IND AS)-24*” on page 237.

Financing Arrangements

There have been no financing arrangements whereby our Promoters, members of our Promoter Group, our Directors and their relatives have financed the purchase by any other person of securities of our Company, other than in the normal course of business of the relevant financing entity, during a period of 6 months immediately preceding the date of this Red Herring Prospectus.

Average Cost of Acquisition

The average cost of acquisition per Equity Share for our Promoters and Selling Shareholders is:

Sr. No	Name of the Promoters (also the Selling Shareholders)	No. of Equity Shares held	Average cost of acquisition per Equity Share (in ₹)*
1.	Liberatha Peter Kallat	17,242,400	0.04
2.	Mukesh Yadav	17,764,800	0.02
3.	Dinesh Nagpal	17,242,400	Negligible

*As per certificate dated August 16, 2022 from S.S. Kothari Mehta & Company, Chartered Accountants.

Weighted average price at which the Equity Shares were acquired by our Promoter and each of the Selling Shareholders in the 1 year preceding the date of this Red Herring Prospectus

Sr. No.	Name of the Promoter / Selling Shareholder	Number of Equity Shares acquired	Weighted average price (in ₹)*
1.	Liberatha Peter Kallat	9,405,000	Nil
2.	Mukesh Yadav	9,690,000	Nil
3.	Dinesh Nagpal	9,405,000	Nil

*As per certificate dated August 16, 2022 from S.S. Kothari Mehta & Company, Chartered Accountants.

Weighted average cost of acquisition of all Equity Shares transacted in the 3 years, 1 year, and 18 months preceding the date of this Red Herring Prospectus

Period	Weighted average cost of acquisition (in ₹)	Cap price is ‘X’ times the Weighted Average Cost of Acquisition (in ₹)	Range of acquisition price: Lowest Price (in ₹)
Last 1 year	Negligible	[•]	Nil* - 2.00
Last 3 years	Negligible	[•]	Nil* - 2.00
Last 18 months	Negligible	[•]	Nil* - 2.00

*The acquisition price is Nil on account of allotment of Equity Shares pursuant to bonus issue.

As per certificate dated August 16, 2022 from S.S. Kothari Mehta & Company, Chartered Accountants.

Details of acquisition of specified securities in the last 3 years

Save and except for below, our Promoters, Promoter Group and Selling Shareholders, have not acquired any specified securities in the last 3 years.

Promoters and Selling Shareholders

Sr. No.	Name of the Promoter / Selling Shareholder	Date of Acquisition	Number of Equity Shares acquired	Acquisition price per Equity Share
1.	Liberatha Peter Kallat	September 25, 2021 ⁽¹⁾	9,405,000	Nil
2.	Mukesh Yadav	September 25, 2021 ⁽¹⁾	9,690,000	Nil
3.	Dinesh Nagpal	September 25, 2021 ⁽¹⁾	9,405,000	Nil

⁽¹⁾ Equity Shares allotted pursuant to a bonus issue in the ratio 1.2 Equity Shares for every 1 Equity Share held in our Company.

Promoter Group

Sr. No.	Name of the Promoter Group	Date of Acquisition	Number of Equity Shares acquired	Acquisition price per Equity Share (in ₹)
1.	Indu Nagpal	September 28, 2021	100 ⁽¹⁾	2.00
2.	Dumpala Shivakumar	September 28, 2021	100 ⁽²⁾	2.00
3.	Usha Yadav	September 28, 2021	100 ⁽³⁾	2.00

⁽¹⁾ Transfer of 100 Equity Shares from Dinesh Nagpal to Indu Nagpal.

⁽²⁾ Transfer of 100 Equity Shares from Liberatha Peter Kallat to Dumpala Shivakumar.

⁽³⁾ Transfer of 100 Equity Shares from Mukesh Yadav to Usha Yadav.

For further details, see “Capital Structure” on page 66.

Special Rights to Shareholders

There are no Shareholders who are entitled to nominate Directors or have any other special rights.

Details of pre-IPO Placement

Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Red Herring Prospectus until the listing of the Equity Shares.

Issue of Equity Shares for consideration other than cash in the last 1 year

Our Company has not issued any Equity Shares in the 1 year immediately preceding the date of this Red Herring Prospectus, for consideration other than cash. For further details, see “Capital Structure” on page 66.

Split / Consolidation of Equity Shares of our Company in the last 1 year

Pursuant to the Shareholders’ resolution dated September 10, 2021, each Equity Share of our Company of face value of ₹10 was split into 5 Equity Shares of face value of ₹ 2. For further details, see “Capital Structure” on page 66.

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

One of our Promoters i.e. Liberatha Peter Kallat is estranged from her sibling Abdul Matheen (formerly known as Theodore Kallat) and details pertaining to the said sibling has not been disclosed in this Red Herring Prospectus. We have through letter bearing reference number SEBI/HO/CFD/DIL1/P/OW/2022/19528/1 dated May 9, 2022 received an exemption from SEBI from disclosing details of the said individual and related entities in terms of the definition of promoter group specified in Regulation 2(1)(pp) of the SEBI ICDR Regulations, in this Red Herring Prospectus and the Prospectus.

SECTION II: RISK FACTORS

An investment in equity shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares.

The risks described in this section are not the only ones relevant to us or our Equity Shares but also includes the industry and segments in which we currently operate or propose to operate. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our businesses, results of operations, financial condition and cash flows. If any of the following risks, or a combination of risks, or other risks that are not currently known or are currently deemed immaterial, actually occur, our businesses, results of operations, financial condition and cash flows could be adversely affected, the trading price of our Equity Shares could decline, and you may lose all or part of your investment. To obtain a complete understanding of our Company, prospective investors should read this section in conjunction with “Industry Overview”, “Our Business”, and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 90, 130 and 247, respectively of this Red Herring Prospectus, as well as the financial, statistical and other information contained in this Red Herring Prospectus. The COVID-19 pandemic could adversely affect our business and financial results and could heighten / exacerbate other risks described in this section. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Offer including the merits and risks involved. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.

Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment, which may differ in certain respects from that of other countries.

This Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates 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 Red Herring Prospectus. For details, see “Forward-Looking Statements” on page 18.

Unless stated or, the context requires, otherwise, the financial information of our Company has been derived from the Restated Consolidated Financial Statements included in this Red Herring Prospectus.

*Unless otherwise indicated, industry and market data used in this section has been derived from a report titled ‘Indian Airport Lounge Aggregators Market’ dated July 15, 2022, by Frost & Sullivan (India) Private Limited (**F&S Report**) prepared and issued by F&S, appointed by us pursuant to engagement letters dated September 14, 2021 and June 10, 2022, and exclusively commissioned and paid for by us in connection with the Offer. Unless otherwise indicated, all industry and other related information derived from the F&S Report and included herein with respect to any particular year refers to such information for the relevant calendar year. F&S was appointed by our Company and is not connected to our Company, our Directors, and our Promoters. A copy of the F&S Report is available on the website of our Company at www.dreamfolks.in/img/doc/industry-report-frost-sullivan.pdf.*

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.

Internal Risk Factors

- 1. Our success is dependent on our long-term relationship with card networks and card issuer financial institutions, which on average contributed 98.98% of our total revenue from the operations during the Fiscals 2022, 2021 and 2020. This exposes us to risk emanating from the inability to retain our established card networks and card issuer companies as our clients.***

We currently provide services to all the Card Networks operating in India including Visa, Mastercard, Diners/Discover and RuPay, and many of India’s prominent Card Issuers including ICICI Bank Limited, Axis Bank Limited, Kotak Mahindra Bank Limited, HDFC Bank Limited (in respect of debit card lounge program) and SBI Cards and Payment Services Limited.

Our business operations are substantially reliant on Card Networks and Card Issuer companies. For Fiscal 2022, Fiscal 2021 and Fiscal 2020, Card Networks and, Card Issuers, cumulatively, contributed 99.00%, 99.29% and 98.89% respectively, of our total revenue from operations. For Fiscal 2022, Fiscal 2021 and Fiscal 2020, our revenue from the Card Networks was ₹ 1,729.13 million, ₹ 621.71 million and ₹ 2440.76 million constituting 61.21%, 58.86% and 66.50%, respectively, of our total consolidated revenues from operations. Moreover, during the Fiscal 2022, Fiscal 2021 and Fiscal 2020, our revenue from Card Issuer companies was ₹ 1,067.42 million, ₹ 427.12 million and ₹ 1188.71 million, constituting 37.79%, 40.43% and 32.39% respectively, of our total consolidated revenues from operations.

The average duration of our contracts with Card Networks and Card Issuers is 4 years and 2 months. Our business, results from operations, and financial conditions are heavily dependent on our retaining these contracts with Card Networks and Card Issuers. If we are unable to retain these contracts with Card Networks and Card Issuer or renew / negotiate the contracts with Card Networks and Card Issuer on commercially viable terms then it could have an adverse impact on our margins, and consequently, profitability.

2. ***Our success is also dependent on our relationship with airport lounge operators, which on an average contributed 98.55% of our total revenue from operations during Fiscal 2022, Fiscal 2021 and Fiscal 2020 and other airport services providers which on an average contributed 1.45% of our total revenue from operations during Fiscal 2022, Fiscal 2021 and Fiscal 2020. This exposes us to risk emanating from the inability to retain our established operators and other airport service providers for the Services.***

We have entered into contracts with airport lounge operators and other airport services providers for various airport related services such as (i) lounge access, (ii) food and beverage offerings (iii) spa services, (iv) meet and assist, (v), airport transfer services (vi) transit hotels /nap room access, and (vii) baggage transfer (collectively, the **Services**). We facilitate access to these Services to the Consumers through our contractual arrangements with disparate service providers.

As at March 31, 2022, we had contractual arrangements with 20 lounge Operators for providing lounge access to the Consumers across 54 lounges currently operational in India and at 244 Touch-points in India and at 1,172 Touch-points overseas (*a Touch-point refers to a service fulfilment point in airports across India and overseas. For instance, each lounge and F&B outlet at an airport would be a touch-point and each city where the airport transfer facility is available would count as a touch-point.*) Our revenues from lounge access related airport services contributed a vast majority of our revenues from operations during Fiscal 2022, Fiscal 2021 and Fiscal 2020, contributing ₹ 2,787.67 million, ₹ 1,027.28 million and ₹ 3,627.22 million constituting 98.68%, 97.25% and 98.82% respectively, of our total consolidated revenue from operations. Our revenues are primarily on account of transactions within India. We are seeking to broad-base our revenue source by facilitating access to other Services, in addition to lounge access. During Fiscal 2021, our Company has also forayed into overseas expansion. Our ability to continue our association with lounge operators is, therefore, critical to our operations. While our Company has not failed to renew/ negotiate the terms of our engagement with lounge Operators during the last 3 Fiscals, we cannot assure that our Company will not face any such failure in the future.

Further, certain lounge operators provide lounge access service across multiple airports at various cities. Except for a few airports in larger cities like New Delhi, Mumbai and Chennai, most airports have only one lounge or the lounges in an airport are all operated by same operator. If we are unable to timely renew our contract with such operators or if our relationship with a lounge operator or with multiple lounge operators is adversely affected, we will be unable to provide Consumers access to a particular airport or airports with lounges operated by such operator. This, in addition to affecting our revenues and profitability, could also have an adverse impact on our leverage with our Clients. Further, if we are unable to provide access to the larger airports, our relationship with our Clients could be adversely affected which could have a material adverse effect on our reputation, business and financial condition. Further, we earn our revenue out of each program we offer to our Card Networks and Card Issuers on a 'per Pax' basis i.e., the number of unique times passengers' avail of the Services, and such 'per Pax' price is pre-negotiated and there is no certainty that we will continue to maintain similar pricing in future.

Our ability to facilitate access to these Services to Consumers, and, consequently, our business operations are directly linked to our ability to (i) timely renewing our existing contracts; and (ii) enter into fresh contracts with lounge Operators and other service providers, as and when a new opportunity arises. The average duration of our contracts with Operators in India is 4 years. If we are unable to retain these contracts with Operators or renew/ negotiate these contracts on commercially beneficial terms then it could have an adverse impact on our margins, and consequently, profitability.

3. ***Our operations are heavily dependent on the travel industry, in general, and on the air travel industry, in particular.***

We are a dominant player in India's lounge access aggregator industry leveraging a technology driven platform facilitating an enhanced airport experience to passengers. (*Source: F&S Report*). Almost all our revenue is derived directly from the use of the various Services at airports by passengers. We are, therefore, inordinately reliant on the air travel industry for our business. For Fiscals 2022, 2021 and 2020, 100% of our revenue from operations was from the air travel industry. The air travel industry has, in the recent past, been buffeted by the COVID-19 pandemic which has adversely impacted our operations. Further, the travel industry is also generally affected by various factors such as increase in the fuel price, government policies applicable, in particular, to the airline industry, failure of airlines etc. Increase in fuel prices could result in an increase in the air fares. Further, failure of airlines may reduce competition in the air industry which may in turn lead to an increase in the air fare due to a mismatch between demand and supply. In addition, government actions such as increase in cess or taxes may also

increase the cost of air travel. An increase in air fare due to these factors could adversely impact the number of passengers using airlines and in turn the number of passengers availing lounge access services and other Services at airports. Accordingly, any downturn in the travel industry, in general, and in the air travel industry, in particular, could adversely impact our results of operations and our financial condition.

4. *COVID-19 has had and may continue to have a material adverse effect on the travel industry and consequently have a potential impact on our business, financial condition and results of operations.*

In the first half of calendar year 2020, COVID-19 spread to a majority of countries across the world, including India. The COVID-19 pandemic has had, and may continue to have, significant repercussions across local, national and global economies and financial markets

The impact of the COVID-19 pandemic has been felt on a global scale and public health officials and governmental authorities across the world have adopted different measures including imposing nationwide or location specific quarantines, prohibiting people from assembling in heavily populated areas, restricting travel, issuing lock-down order, and imposing remote working regulations. These measures have led to a significant decline in economic activities across sectors and, in particular, on the travel industry on which we are heavily dependent. The outbreak of COVID-19 was recognized as a public health emergency of international concern on January 30, 2020, and as a pandemic by the World Health Organisation on March 11, 2020. On March 14, 2020, India declared COVID-19 as a “notified disaster” and imposed a nationwide lockdown beginning March 25, 2020. With the resurgence of the COVID-19 pandemic in April 2021, the lockdowns were imposed in various parts of India. While the lockdown currently does not remain in force in most states, as a result of the detection of new strains and subsequent waves of COVID-19 pandemic in several states in India as well as throughout various parts of the world, for example, the B.1.1.529 (Omicron) variant, lockdown restrictions may be re-introduced. In case the lockdown is reintroduced, it could result in subdued growth or give rise to a recessionary economic scenario, in India and globally, which could adversely affect our business, prospects, results of operations and financial condition.

The scope, duration, and frequency of such measures and the adverse effects of COVID-19 remain uncertain and could be severe. The mutation of the virus has resulted in the emergence of new variants which has exacerbated the risk and caused sudden and rapid increase in cases and deaths. While governmental authorities and public health officials have reacted and are reacting to the pandemic there is no certainty on when ‘normalcy’ can be expected. Further, given the rapid spread of COVID-19 and its evolving nature, it is, currently, difficult to accurately assess its impact on our business and financial condition. Moreover, if the impact of COVID-19 is prolonged or more severe than anticipated we may face a deleterious impact on our business. To the extent the current COVID-19 pandemic adversely affects our Company, it may also exacerbate the other risks impacting our business and results of operations. Further, if the measures adopted and undertaken by governmental authorities fail, or if vaccinations are not administered as planned or if additional or booster doses of the vaccine are required, and not available, there could a significant adverse impact on the Indian (and global) economy and, in particular, the travel industry.

Our business is heavily reliant on the travel industry and an adverse impact on the industry will have an adverse impact on our business and financial condition. For instance, our revenue from operations declined by 71.22% from ₹ 3,670.43 million in Fiscal 2020 to ₹ 1,056.33 million in Fiscal 2021, when we faced the maximum adverse impact of the COVID-19 pandemic. If the COVID-19 pandemic continues or if the situation worsens, our business and financial condition could be materially adversely impacted.

5. *We are heavily reliant on a few Clients, and we derive a significant part of our revenue from lounge access related services and from select Clients. Our top 5 Clients on an average contributed 84.91% of our total revenue from operations during Fiscal 2022, Fiscal 2021 and Fiscal 2020. Any instance of termination of our contract with any of our top 5 Client in future will have a significant impact on our revenue*

Our revenues from lounge access related airport services contributed a vast majority of our revenues from operations, during Fiscal 2022, Fiscal 2021 and Fiscal 2020 contributing ₹ 2,787.67 million, ₹ 1,027.28 million and ₹ 3,627.22 million constituting 98.68%, 97.25% and 98.82%, respectively, of our revenue from operations. While with the introduction of newer Services our dependence of the lounge business may reduce over time, any adverse impact on the lounge business will continue to have an adverse impact on our results of operations and financial conditions.

Of the aforementioned revenue from operations, the top 10 Clients contributed ₹ 2,762.26 million, ₹ 1,046.89 million and ₹ 3,641.11 million comprising 97.78%, 99.11% and 99.20%, respectively, during Fiscal 2022, Fiscal 2021 and Fiscal 2020 of our revenues from operations. Further, our top 5 Clients, with average term of contract being around 9 years and 5 months, have contributed ₹ 2,312.28 million, ₹ 908.18 million and ₹ 3,192.07 million, comprising 81.85%, 85.98% and 86.97%, respectively, during Fiscal 2022, Fiscal 2021 and Fiscal 2020 of our revenues from operations. The contracts with our top 5 Clients may be renewed by mutual consent of the parties.

While we we have not failed to renew / negotiate our contracts with our top 5 Clients during the last 3 Fiscals, we cannot assure you that our Company will not face any such failure in the future.

We expect that we will continue to be heavily reliant on a select group of Clients for lounge related services for the foreseeable future. If we are unable to reduce our dependence on a few select Clients, our operations will continue to be intrinsically linked to continuance of these relationships. In addition, while during Fiscal 2022, Fiscal 2021 and Fiscal 2020, none of our contracts have been terminated, there can be no assurance that our contracts will not be terminated in future which may have a significant impact on our revenue. Accordingly, any failure to retain these Clients and/or negotiate terms that are commercially viable, with these select Clients, could have an adverse impact on our business, results of operations and financial condition.

6. *We are heavily dependent on the Cards that are in circulation and on issuance of new credit cards and debit cards.*

While Consumers can avail of the Services facilitated by us through either Card Based transactions or through digital access, we are heavily dependent on Consumers using credit card or debit card to avail the Services. Out of an estimated 5.2 million passengers using lounges in India more than 80% passengers use credit cards or debit cards to access domestic lounges. (Source: F&S Report)

Number of Pax availing of our Services during Fiscals 2022, 2021 and 2020 is set out below:

Particulars	Fiscal 2022	Fiscal 2021	Fiscal 2020
Number of Pax (in million)	3.53	1.38	4.88

While, as noticed above the number of Pax dropped sharply between Fiscals 2020 and 2021 and grew between Fiscals 2021 and 2022, it is difficult to posit a trend due to the advent of COVID-19 pandemic related restrictions during Fiscals 2021 and 2022. Therefore, undue reliance must not be placed on the absolute numbers set out in the table above.

Usage of credit cards and debit cards in India and the discretionary spending capacity of the Consumers are dependent on a number of factors such as general macroeconomic conditions, unemployment levels, interest rates, credit risks, availability of discretionary income, consumer confidence and any slowdown or perceived slowdown in the Indian economy. In the aftermath of the cancellation of the legal tender character of old ₹ 500 and ₹ 1,000 notes in 2016 (**Demonetisation**), the Government of India introduced a package for promotion of digital and cashless economy (Source: cashlessindia.gov.in) which saw an increase in the use of digital modes of payment. Growth in alternative payment options such as mobile payment platforms may also affect usage of credit cards and debit cards. Further, while the usage of currency notes fell in the immediate aftermath of Demonetisation (the value of currency notes in circulation decreased by 20.00% as at end-March 2017; Source: *RBI Annual Report 2016-17*), the value of banknotes in circulation has since increased and in Fiscal 2022 the value of currency notes in circulation increased by 9.90%. In addition, while the number of Card Based transactions increased from 57,787 lakh transactions aggregating ₹ 12.92 lakh crores in Fiscal 2021 to 61,786 lakh transactions aggregating 17.02 lakh crores in Fiscal 2022, the number of Card Based transactions fell from 72,384 lakh transactions aggregating ₹ 14.35 lakh crores in Fiscal 2020 to 57,787 lakh transactions aggregating ₹ ₹ 12.92 lakh crores in Fiscal 2021 (Source: *RBI Annual Report dated 2021-22*). Continuing increase in cash spending coupled with digital transactions including UPI could impact the relevance of credit cards and debit cards. These factors could adversely affect consumer behaviour in terms of usage of credit cards or debit cards and could have an adverse impact on our business, results of operations and financial condition.

7. *Potential saturation of Indian markets and requirement of expansion in global markets.*

While we are dominant player in India with a share of over 95% of all India issued credit card and debit card access to airport lounges in Fiscal 2022 (Source: F&S Report), we believe that there is significant scope to augment our service offerings to Card Networks and Card Issuers. Despite our growth plans, saturation of Indian markets may have an adverse effect on our growth prospects, business, financial condition, and results of operations and require us to significantly expand to global markets. The number of airports in India has grown from 99 operational airports in Fiscal 2018 to 126 operational airports in Fiscal 2022 at a CAGR of 6.21%, and during the same time the number of passengers accessing the lounges is estimated to have grown from 5.1 million to 5.2 million (Source: F&S Report). If new airports are not established consistently in India, if such airports do not have lounges or if we are unable to establish our presence in such airports and lounges, our ability to grow our business could be hampered. Further, airports in India, may also be constrained by a lack of space for establishing new / expanding existing, lounges, which has been a key challenge for airports to expand lounge area in the airports (Source: F&S Report), which will also impede our growth.

Our advent in the international arena is more recent, and we provide access to lounges at global airports including lounges in New York, London, Paris, Dubai, Singapore and Bangkok. We intend to expand our footprint gradually to different geographies like CEMEA (Central and Eastern Europe, Middle East and Africa) and South East Asia by replicating our business model in India across such geographies. In the international arena, we compete with global operators who are already well entrenched, may have a significantly larger size of operations and, consequently, may benefit from economies of scale. Our success will depend on our ability to break the hegemony of entrenched operators. There can be no assurance that we will be able to compete or expand in the global markets and failure to do so may have an adverse effect on our growth aspects, business, financial condition, and results of operations.

8. *Any inability to compete effectively may lead to a lower market share or reduced operating margins.*

Currently, we are a dominant player in the industry in which we operate, in India. There are currently limited operators of our scale who provide similar services. However, we face competition from large global players such as Priority Pass who have significant experience. Our business, prospects, financial results and financial condition could be adversely affected if our competitors gain significant market share at our expense. Further, any consolidation amongst our competitors could have an impact on the level of competition. Moreover, in the international arena, we compete with global operators who are already well entrenched, may have a significantly larger size of operations and, consequently, may benefit from economies of scale. Further, our advent in the international arena, is more recent, and our success will depend on our ability to break the hegemony of entrenched operators.

Further, only a limited number of our contracts with lounge Operators and other service providers are exclusive, and, consequently, Operators without exclusivity could enter into similar arrangements with our competitors. As at March 31, 2022, we had exclusivity to provide access to 12 domestic lounges across 11 airports in India constituting around 22.22% of the total access of the domestic lounges for India issued credit cards and debit cards. Further, a vast majority of our contracts with our Clients are also on a non-exclusive basis and the Clients could select our competitors, or tie up with lounge providers directly, at time of contract renewal. If we are unable to retain our Clients or our contracts with lounge Operators and other service providers, or retain our exclusive contracts, our competitors could benefit significantly and pose a threat to our business and results of operations. There can be no assurance that we can continue to effectively compete with our competitors in the future, and failure to compete effectively may have an adverse effect on our business, financial condition, and results of operations.

9. *Adverse order, monetary penalty or proscription against Card Networks and Card Issuer may impact our business operations, financial condition, and results of operations.*

We currently provide services to all the Card Networks operating in India including Visa, Mastercard, Diners/Discover and RuPay, and many of India's prominent Card Issuers including ICICI Bank Limited, Axis Bank Limited, Kotak Mahindra Bank Limited, HDFC Bank Limited (in respect of debit card lounge program) and SBI Cards and Payment Services Limited.

The card networks and card issuer financial institutions are highly regulated and are subject to stringent regulatory requirements in India. In the past, the RBI has taken actions against card networks and card issuers including imposing monetary penalty, prohibiting card networks and card issuers from on-boarding new clients, or issuing new credit cards. For instance, (i) in July 2021, the RBI proscribed Mastercard from on-boarding new domestic customers onto its card network; (ii) in December 2020, the RBI proscribed HDFC Bank Limited from sourcing new credit card customers; and (iii) in March 2020, RBI imposed a moratorium on Yes Bank *inter alia* prohibiting Yes Bank from accepting deposits or making payment to creditors for an amount exceeding ₹ 0.05 million without approval from the RBI. While, we have not experienced any material instances in the past wherein an adverse order, monetary penalty or proscription against Card Networks and Card Issuer have impacted our business operations, financial condition, and results of operations, any adverse order, monetary penalty or such proscription, in future, on our card networks and card issuer Clients may have an adverse impact on our business operations, financial condition, and results of operations. Therefore, any long-term penalties or restrictions, on the operations of one or more of our prominent Clients, which have a bearing on our business, could materially adversely affect our business, results of operations and financial condition. In addition, any systemic risk which impacts the banking and financial services industry in India and more particularly card networks and card issuers may impact our business operations and financial conditions.

10. *Threat of airport lounge operators forward integrating and tying up directly with card networks and card issuers themselves which will directly impact our business.*

In India, the airports are operated by both public and private players. A large number of airports in India are operated by the Airports Authority of India. However, the Government of India has undertaken a major asset monetizing exercise, i.e. the privatization of 13 airports. Currently, the Airports Authority of India has approved the privatization of 6 major airports including Amritsar, Bhubaneswar and Varanasi. (Source: F&S Report) Additionally, a large number of airports are operated by private players. While, we have not witnessed any instances in the Fiscal 2022, Fiscal 2021 and Fiscal 2020, whereby there has been any forward integration and tie-ups by airport lounge operators directly with Card Networks and Card Issuers, in case any existing or new lounge operator establishes direct partnerships, in future, this would have an adverse impact on our results of transactions and financials. If these private airport operators, or the Airport Authority of India, forward integrate and establish their own lounges, the operations of the lounge operators with whom we have established a relationship may be adversely affected. This, in turn, could have an adverse impact on our operations. Further, if we are unable to build a bridge between our Clients and such potential new operators, it may have an adverse impact on our results of operations and financial condition.

11. *We have incurred losses in the past. Any losses in future could adversely affect our operations, financial condition, and the trading price of our Equity Shares.*

Our business operations suffered disruptions in the period between March 2020 and March 2021, due to COVID-19 related lockdowns. For instance, in Fiscal 2021, when, we believe, maximum impact of the COVID-19 pandemic was felt, our revenues from operations declined by over 71%. However, with gradual ease in travel restrictions our revenue from operations recovered to ₹ 2,824.98 million in Fiscal 2022, when compared to our revenue from operations in Fiscal 2021 of ₹ 1,056.33 million. Set out below are the details of profit/ loss incurred by our Company in the Fiscals 2022, 2021 and 2020, as per our Restated Consolidated Financial Statements:

(in ₹ million)

Particulars	Fiscal		
	2022	2021	2020
Profit / (loss) after tax	162.52	(14.50)	316.83

For further details, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations – Fiscal 2022 compared to Fiscal 2021 and Fiscal 2021 compared to Fiscal 2020” on page 253.

In accordance with the Companies Act, 2013 and our dividend policy, dividend may be distributed only from profits generated in any Fiscal. Accordingly, our Company will not be able to distribute dividends in any Fiscal in which it incurs a loss. Further losses, if any, in future, could adversely impact our operations, financial condition and the trading price of our Equity Shares. For further details on our dividend policy, see “Dividend Policy” on page 188.

12. *Our business depends substantially on our Promoters, Key Managerial Personnel and persons with technical expertise. Failure to retain or replace them will adversely affect our business.*

In order to successfully manage and expand our business, we are significantly dependent on the services of our Promoters and Key Managerial Personnel, and our ability to attract, train, motivate and retain skilled employees and other professionals. In addition, our success depends largely on the continued services of our Promoter, and Chairperson and Managing Director, i.e. Liberatha Peter Kallat. Liberatha’s deep understanding of the industry and her direct involvement with key Clients and operators forms the bed-rock of our business relationships. Therefore, her continued involvement in the leadership position of our Company is critical to our success and her non-availability in a leadership role could have a deleterious impact on our business and financial conditions.

If we are unable to hire additional personnel or retain existing qualified personnel, and persons with requisite skills, our operations and our ability to expand our business may be impaired. Further, we may be unable to hire and retain enough skilled and experienced employees to replace those who leave or may not be able to re-deploy existing resources successfully. Failure to hire or retain Key Managerial Personnel and skilled and experienced employees could adversely affect our business and results of operations.

13. *Some of our Client contracts have provisions which may require us to indemnify the Operators for the Services that we provide.*

Some of our Client contracts have provisions pursuant to which we may be required to indemnify the Operators for any damages from any claims arising out of or in relation to the Services that we provide. In some of our contracts the indemnity amount may not be capped. While no indemnity claim has been made against us during Fiscal 2022, Fiscal 2021 and Fiscal 2020, we may be required to defend any claims for indemnification which may prove to be costly and, or, unsuccessful. If we are required to expend monies towards defending such indemnity claims or making payments of the indemnity claims then it may have an adverse effect on our business, financial condition, and results of operations.

14. *Regulatory, legislative or self-regulatory developments regarding privacy and data security matters could adversely affect our ability to conduct our business and impact our financial condition.*

Several domestic and international laws and regulations address privacy and the collection, storing, sharing, use, disclosure, and protection of certain types of data. These laws, rules, and regulations evolve frequently, and their scope may continually change, through new legislation, amendments to existing legislation, and changes in enforcement.

As part of our operations, we are required to comply with the Information Technology Act, 2000 and the rules thereof, which provide for civil and criminal liability including compensation, fines, and imprisonment for various 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 commission of fraudulent acts through computers. In April 2011, the Ministry of Electronics and Information Technology notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 (**IT Personal Data Protection Rules**) under Section 43A of the Information Technology Act, 2000 and again in February 2021 notified the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021 (**Intermediary Guidelines**) under Section 87 of the Information Technology Act, 2000. The IT Personal Data Protection Rules prescribe directions for the collection, disclosure, transfer, and protection of sensitive personal data. Our Company has put in place 'Data Privacy Policy', which enshrines privacy principles to protect the rights and the privacy of our Clients and Consumer, and to comply with applicable privacy and data protection laws. While we have not experienced any past instances whereby any regulatory, legislative or self-regulatory developments regarding privacy and data security matters have adversely affected our ability to conduct our business and impacted our financial condition in the Fiscal 2022, Fiscal 2021 and Fiscal 2020, our failure to adhere to or successfully protect the privacy of our Clients and Consumers could result in legal liability or impairment to our reputation, which could have a material adverse effect on our business, financial condition and results of operations.

Additionally, many laws and regulations relating to privacy and the collection, storing, sharing, use, disclosure, and protection of certain types of data are subject to varying degrees of enforcement and new and changing interpretations by courts or regulators. Changes in laws or regulations relating to privacy, data protection, and information security, particularly any new or modified laws or regulations, or changes to the interpretation or enforcement of such laws or regulations, that require enhanced protection of certain types of data or new obligations with regard to data retention, transfer, or disclosure, could increase our operating expenses and have an adverse impact on our financial condition.

15. *Damage to, or any failure of, our information technology systems or cyber-attacks or system security risks may affect our ability to access our data and information in a timely manner, or at all, and could adversely impact our business.*

Information technology plays an important role in our business operations by assisting us in conducting our business activities, managing risks, implementing our internal control system and monitoring our business operations. We believe that the success of our business is predicated on strong technological focus and our technology platform helps us in maintaining high margins. We leverage our configuration-driven extendible platform with solution templates for flexibility, reliability and customization, to provide solutions for multiple access models. Our technology platform also assists in our improving service standards. While we have not experienced any past instances whereby any damage to, or any failure of, our information technology systems or cyber-attacks or system security risks have affected our ability to access our data and information in a timely manner, or at all, or has adversely impacted our business in the Fiscal 2022, Fiscal 2021 and Fiscal 2020, we cannot assure you that we may not face such instances in the future. Although we believe that we have effective backup systems in place, including but not limited to cloud storage agreements, any partial or complete disruption of our information technology systems may adversely impact our business and the result of our operations. Further, our information technology infrastructure, or parts of it, may also experience interruptions, delays or cessations of service or produce errors from time to time. Such disruption, partial or complete, could adversely interrupt services

that we provide and could adversely affect our business reputation and results of operation.

Although, we have not experienced any cyber security threat in the past, we cannot assure you that our Company and our Clients will not face any cyber security threat, threats to their information technology infrastructure and, or, attempt to gain access to information of our Company, sensitive or otherwise. Any viruses, worms, malicious applications, unauthorized penetration of our network security and other security problems caused by unauthorised access to, or improper use of, systems by our employees or third-party vendors may jeopardise the security of information of our Clients and Consumers. Breaches of security measures in the infrastructure system, could expose us, our Clients and/or our Consumers to a risk of loss or misuse of this information, resulting in litigation and potential liability for us and damage to our business and reputation and loss of existing or potential Clients or Consumers. Actual or perceived concerns that our technology solutions and products may be vulnerable to such attacks or disruptions may result in negative publicity. The cost and operational consequences of implementing additional data protection measures could be significant. Moreover, even if we anticipate these breaches, we may not be able to counteract these cyber-attacks in time to prevent them.

In addition, the proprietary data of our Company, our Client's and the Consumers, stored electronically, may also be vulnerable to viruses, malware, cybercrime, computer hacking and similar disruptions from unauthorized tampering. If such unauthorized use of our systems were to occur, our proprietary information could be compromised. The occurrence of any of these events could adversely affect our business, interrupt our operations, subject us to increased operating costs and expose us to litigation.

- 16. *While certain of our trademarks used by us for our business are registered, any inability to protect our intellectual property including our proprietary technology, which is not registered as an intellectual property right, may be subject to theft, third party infringement or sabotage which may have an adverse impact on our business, reputation and our operations.***

We believe that our robust proprietary technology platform has been one of the instrumental factors in attracting prominent new clients. Our proprietary technology platform provides real time access to Customer benefits and usage data which enables Clients to check, on our platform, the eligibility of Customers to the Services. Our proprietary technology is not registered as an intellectual property right and may be subject to unauthorized third parties, including our competitors, duplicating, mimicking, reverse engineering, accessing, obtaining, or use the proprietary aspects of our technology, processes or services without our permission. While we have not experienced any past instances where our intellectual property including our proprietary technology has been subject to theft, third party infringement or sabotage which has had an adverse impact on our business, reputation and our operations, our proprietary technology may, in the future, be subject to theft, misappropriation, sabotage or intentional acts of vandalism, including by our own employees, all of which may impact our ability to provide secure access to, or use, our proprietary technology, which would have an adverse impact on our business operations and reputation.

- 17. *Our Company has not paid dividends for Fiscal 2022, Fiscal 2021 and Fiscal 2020. There can be no assurance that our Company will be in a position to pay dividends in the future.***

Our Company has not paid any dividend on its Equity Shares for Fiscal 2022, Fiscal 2021 and Fiscal 2020. Our Company's ability to pay dividends in the future will depend upon a variety of factors, including the earnings, general financial conditions, capital requirements, results of operations, contractual obligations and overall financial position, applicable Indian legal restrictions, the Articles of Association and other factors considered relevant by the Board of Directors of our Company. Further, our Promoters will continue to hold a significant portion of our post-Offer paid-up Equity Share Capital and will have a significant ability to control the payment and/or the rate of dividends. Therefore, we cannot assure you that our Company will be able to declare dividends of any particular amount or with any frequency in the future. For further details, please refer to "Dividend Policy" beginning on page 188.

- 18. *Our Promoters will, even after the culmination of this Offer, continue to be our largest Shareholders and can influence the outcome of resolutions, which may potentially involve conflicts of interest with the other Equity Shareholders.***

Currently, our Promoters hold approximately 100.00% of the paid-up-Equity Share Capital of our Company, and they will continue to hold a significant percentage of our Equity Share Capital after the completion of this Offer. Our Promoters, therefore, will have the ability to significantly influence our corporate decision-making process. This will include the ability to appoint Directors on our Board and the right to approve significant actions at the Board and at the Shareholders' meetings, including the issue of Equity Shares and dividend payments, business plans, mergers and acquisitions, any consolidation or joint venture arrangements, any amendment to the constitutional documents. We cannot assure you that our Promoter's interests in any such scenario will not conflict with the interest of other Shareholders or with our interests. Any such conflict may adversely affect our ability to

execute our business strategy or to operate our business effectively or in the best interests of the other Shareholders of our Company.

19. *We may be unable to enforce our rights under some of the agreements executed by us on account of insufficient stamping.*

Some of the agreements executed by us with our Clients are not stamped or may be insufficiently stamped for instance (i) Service Provider Agreement dated July 2, 2021 executed by our Company with Mahindra Holidays and Resorts India Limited; and (ii) the Addendum to the Master Services Agreement dated October 30, 2020 executed by our Company with Visa Worldwide Pte. Limited. In addition, some of the leave and license agreements, lease agreement, and share transfer forms are not adequately stamped. Unstamped or inadequately stamped documents while not illegal cannot be enforced in a court of law until the applicable stamp duty, with penalty, has been paid and could impact our ability to timely enforce our rights under the agreements and may have a material adverse effect on the continuance of our operations and business. There can be no assurance that we will be able to enforce our rights under these arrangements.

20. *Our future success will depend on our ability to effectively implement our business and growth strategies failing which our results of operations may be adversely affected.*

Our success will depend, in large part, on our ability to effectively implement our business and growth strategies. We cannot assure you that we will be able to execute our strategies in a timely manner or within budget estimates or that we will meet the expectations of our clients and other stakeholders. We believe that our business and growth strategies will place significant demands on our senior management and other resources and will require us to develop and improve operational, financial and other internal controls. Further, our business and growth strategies may require us to incur further indebtedness. Any inability to manage our business and growth strategies could adversely affect our business, financial condition and results of operations. Further, our business is to a large extent driven by our internal systems and control mechanism. Therefore, our continued growth is intrinsically linked to our being able to maintain adequate internal systems, processes and controls and our failure to maintain such systems could be an impediment to our growth.

In addition, we believe that our ability to implement our business and growth strategies will also depend on our ability to expand in global markets. Our inability to maintain our growth or failure to successfully implement our growth strategies within time and cost expectations could have an adverse impact on the results of our operations, our financial condition and our business prospects.

21. *Our Promoters and certain of our Directors and Key Managerial Personnel have interests in us other than reimbursement of expenses incurred and normal remuneration or benefits.*

Our Promoters, certain of our Directors and Key Managerial Personnel may be regarded as having an interest in us other than reimbursement of expenses incurred and normal remuneration or benefits. Further, our Promoters and certain Directors and Key Managerial Personnel may be deemed to be interested to the extent of Equity Shares and employee stock options held by them or their relatives as well as to the extent of dividend, bonus or other distributions on such Equity Shares. We cannot assure you that our Promoter, Directors and our Key Managerial Personnel will exercise their rights as shareholders to the benefit and best interest of our Company. For further details, please refer to the chapters “Our Management” and “Our Promoters and Promoter Group” and “Group Companies” on pages 160, 180 and 185, respectively.

22. *Delays or defaults in client payment could result in reduction of our profits.*

We have, and will continue, to have high levels of outstanding receivables which exposes us to credit risk from our operating activities, primarily from trade receivables and unbilled receivable. Our trade receivables cycle during Fiscals 2022, 2021 and 2020 was 84 days, 187 days and 57 days, respectively. While during Fiscals 2021 and 2020, there were no bad debts, during Fiscal 2022 the bad debts amounted to ₹ 1.25 million. As of March 31, 2022, March 31, 2021 and March 31, 2020, our trade receivables were ₹ 906.56 million, ₹ 395.49 million and ₹ 685.24 million, respectively, and unbilled receivable were ₹ 5.47 million, Nil and Nil, respectively. Delays or defaults in client payments, or an increase of our outstanding receivable in proportion to our total revenues could, amongst others, result in a reduction of our profits.

23. *Our audited financial statements for Fiscals 2019 and 2020 omitted to mention details of certain related party transactions.*

Our audited financial statements for Fiscals 2019 and 2020 omitted to mention details of certain related party transactions that were undertaken by our Company. These transactions were primarily with the enterprises over which individual and their relatives exercise significant influence such as rent paid to Ankur Associates amounting

to ₹ 0.93 million during Fiscal 2019, security deposit placed with Urban Land Management Private Limited of ₹ 62.50 million during Fiscal 2019; advances paid to PD Enterprises, Dreamfolks Estate Private Limited and Malibu Estate Dispensary Private Limited amounting to ₹ 0.27 million, ₹ 0.60 million and ₹ 2.29 million, respectively, during Fiscal 2019; advances recovered from PD Enterprises, Dream Folks Estate Private Limited and Malibu Estate Dispensary Private Limited of ₹ (0.27) million, ₹ (0.60) million and ₹ (0.59) million, respectively during Fiscal 2019. Similarly, during Fiscal 2020, advances given to Urban Land Management Private Limited and Malibu Estate Dispensary Private Limited of ₹ 25 million and ₹ 1 million, respectively, and advances recovered from Urban Land Management Private Limited, PD Enterprises, Dream Folks Estate Private Limited and Malibu Estate Dispensary Private Limited amounting to ₹ (25) million, ₹ (6.05) million, ₹ (1.05) million and ₹ (19.70) million, respectively. Consequently, our audited financial statements filed with the RoC are inaccurate to such extent. These related party transactions were carried out on an arm's length basis. While, we have rectified the omission in the audited special purposes consolidated financial statements for Fiscal 2019 and 2020 and our Restated Consolidated Financial Statements forming part of this Red Herring Prospectus, we have not done so for the aforementioned audited financial statements. Further, consequently, our Board reports for such periods also contain similar inaccuracies. These omissions and inaccuracies could subject our Company and then Directors to imposition of monetary penalty and our then Directors to certain non-pecuniary liability such as imprisonment for a period of upto 1 year. While no action has been initiated in this regard, we cannot assure you that action will not be initiated in the future. Any adverse action as a consequence could have a material adverse effect on our business and our financial conditions. In addition, while there has not been any default in recovery of loans / advances by our Company to the related parties during the Fiscals 2022, 2021 and 2020, we cannot assure you that there will not be any default in future, and default, if any, will not be material.

24. *Our Company has in the past made erroneous, incomplete and delayed filings with the RoC and has filed certain adjudication of penalties applications with the RoC for various corporate actions.*

Our Company has in the past inadvertently made certain erroneous and incomplete filings with the RoC for appointment of directors and approval of employee stock option plan of our Company. While our Company has subsequently rectified the filings by submitting correct statutory filings and has paid additional fee, such filings may expose our Company and our directors to action by competent regulatory authorities including but not limited to pecuniary liability. Further, it may expose our directors, including our Promoters, to non-pecuniary liability which may have an adverse effect on our operations and financial condition.

Our Company has also in the past inadvertently delayed in making the prescribed statutory filings under the Companies Act, 2013 for few corporate actions viz. delay in filing form for sub-division of shares and increase in authorised share capital of our Company. While we have paid the requisite fine as prescribed under Companies Act, 2013 at the time of the delayed filing, and have received an order from the RoC adjudicating the penalty under Companies Act, 2013, there can be no assurance that such delayed filings in the past will not expose our Company to further fines and proceedings by regulatory bodies. Additionally, our Company has also delayed in making the prescribed statutory filings under Companies Act, 2013 for appointment of our Managing Director. While our Company has paid the requisite fine as prescribed under Companies Act, 2013 at the time of the delayed filing and have also filed an application before the regulatory authorities for condonation of delay in submitting the statutory filing, there can be no assurance that such delayed filings in the past will not expose our Company to further fines and proceedings by regulatory bodies.

Further, there can be no assurance that such erroneous, incomplete and, or, delayed reporting will not occur in the future.

25. *Our Company was incorporated in 2008 and certain Board resolutions for change in the registered office of our Company are not traceable. We cannot assure you that such resolutions will be available at all or any time in the future.*

Our Company is unable to trace certain Board resolutions for change in the registered office of our Company during Fiscals 2011 and 2014. While information in relation to change in the registered office of our Company has been disclosed in "History and Certain Corporate Matters" on page 154 based on statutory filings i.e., Forms 18 filed by our Company with the RoC, we may not be able to furnish any further information other than what is disclosed in "History and Certain Corporate Matters" on page 154 or assure that these Board resolutions will be available in the future. While no regulatory action has been initiated against our Company in relation to the untraceable Board resolutions as on the date of this Red Herring Prospectus, we cannot assure you that such regulatory actions will not be initiated against our Company in future.

26. Our Statutory Auditor has drawn attention to qualitative matters of emphasis in their reports on the audited special purposes consolidated financial statements for Fiscal 2020, and audited consolidated financial statements for Fiscal 2021.

Our Statutory Auditor has drawn attention to qualitative matters of emphasis in their reports on the audited special purposes consolidated financial statements for Fiscal 2020 and audited consolidated financial statements for Fiscal 2021 in relation to possible effect of COVID-19 pandemic on our operations. The opinion of our Statutory Auditor on these financial statements is however not modified due to these matters of emphasis. Set out below are these matters of emphasis:

Fiscal	Matters of emphasis
Fiscal 2021	<i>The outbreak of coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. The group's operations were impacted due to restrictions on travel and hotel accommodation during the nationwide lockdown. As a result of lockdown, the volumes for the year ended March 31, 2021 have been impacted. Further, the group has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of property, plant and equipment, receivables, and other assets. In developing the assumptions relating to the possible future uncertainties in the global economic condition because of the pandemic, the group, as at the date of the approval of this consolidated financial statements has used internal and external sources on the expected future performance of the group. Based on current indicators of future conditions, the group expects the carrying amount of these will be recovered and sufficient liquidity is available to fund the business operations. Given the uncertainty because of COVID-19, the final impact on the group's assets in future may differ from the estimated as at the date of approval of consolidated financial information.</i>
Fiscal 2020	<i>The outbreak of coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. The group's operations were impacted due to restrictions on travel and hotel accommodation during the nationwide lockdown. As a result of lockdown, the volumes for the year ended March 31, 2020 have been impacted. Further, the group has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of property, plant and equipment, receivables, and other assets. In developing the assumptions relating to the possible future uncertainties in the global economic condition because of the pandemic, the group, as at the date of the approval of this consolidated financial information has used internal and external sources on the expected future performance of the group. Based on current indicators of future conditions, the group expects the carrying amount of these will be recovered and sufficient liquidity is available to fund the business operations. Given the uncertainty because of COVID-19, the final impact on the group's assets in future may differ from the estimated as at the date of approval of consolidated financial statements.</i>

27. We have incurred indebtedness which exposes us to various risks which may have an adverse effect on our business, results of operations and financial condition. Conditions and restrictions imposed on us by the agreements governing our indebtedness could adversely affect our ability to operate our business.

As of March 31, 2022, we had total fund-based borrowings in the ordinary course of business of ₹ 12.75 million. The level of our indebtedness could have several important consequences, including but not limited to the following: (i) a significant portion of our cash flow may be used towards repayment of our existing debt, which will reduce the available cash flow to fund our expenditures and other general corporate requirements; (ii) defaults of payment and other obligations under our financing arrangements may result in an event of default, acceleration of our repayment obligations and enforcement of related security interests over our assets; (iii) a substantial portion of our long term indebtedness is subject to floating rates of interest. Fluctuations in market interest rates may require us to pay higher rates of interest and will also affect the cost of our borrowings; and (iv) our ability to obtain additional financing in the future or renegotiate or refinance our existing indebtedness on terms favourable to us may be limited, which may impact our growth plans.

Additionally, our financing agreements contain certain conditions and restrictive covenants that require us to obtain consents from respective lenders prior to carrying out specified activities and entering into certain transactions. Our lenders require us to obtain their prior approval for certain actions, which, amongst other things, restrict our ability to undertake various actions including incur additional debt, declare dividends, amend our constitutional documents, change the ownership or control and management of our business. While our Company has received necessary approval from its lenders to undertake this Offer, we cannot assure you that we will be able to obtain approvals to undertake any other aforementioned activities as and when required or comply with such covenants or other covenants in the future.

28. ***Any failure to obtain, renew and maintain requisite statutory and regulatory permits, licenses, registrations and approvals for our operations in a timely manner or at all, may adversely affect our business, financial condition, cash flows and results of operations.***

In terms of applicable law and our contracts, we require various statutory and regulatory permits, licenses, registrations, certifications and approvals to carry out our business and operations (cumulatively, the **Approvals**). Some of our Approvals are granted for a limited duration and must be periodically renewed. If we do not receive these Approvals or if we are unable to renew the Approvals in a timely manner, or at all, then our business and operations may be adversely affected. For further details, see “*Government and Other Approvals*” beginning on page 265.

Moreover, the Approvals are subject to numerous conditions and there can be no assurance that these Approvals will not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Suspension or revocation of the Approvals by the relevant regulatory authority, either on account of non-compliance or otherwise, would impair our Company’s operations and, consequently, have an adverse effect on our business, cash flows and financial condition. Our Company may also be liable to monetary penalties and concerned officers in default may be subject to imprisonment.

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

Our business and financial performance could be adversely affected by unfavourable changes in law, or interpretations of existing laws such as the Information Technology Act, 2000 and the rules and guidelines issued thereunder, or the promulgation of new laws, rules and regulations applicable to us and our business. For further details see “*Key Regulations and Policies*” on page 151.

The regulatory and policy environment in which we operate is evolving and subject to change. There can be no assurance that the Government of India may not implement new regulations and policies which will require us to obtain approvals and licenses from the Government and other regulatory bodies, or impose onerous requirements, conditions, costs and expenditures on our operations. Any such changes and the related uncertainties with respect to the implementation of the new legal framework may have a material adverse effect on our business, financial condition, results of operations and future cash flows. In addition, we may have to incur costs and expenses including capital expenditure to comply with the requirements of any new regulations, which may also adversely impact our results of operations and cash flows. Any changes to such laws may adversely affect our business, financial condition and results of operations.

Further, the Government of India has notified certain labour codes including The Code on Wages, 2019 and The Code on Social Security, 2020 which will replace the existing legal framework governing rights of workers, employees and labour relations. While certain aspects of The Code on Wages, 2019, have been notified, the vast majority of the codes are yet to come into force on the date of this Red Herring Prospectus. 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, future cash flows and prospects.

We have not determined the impact of these recent and proposed laws and regulations on our business. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, 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. Further, if we are affected, directly or indirectly, by the application or interpretation of any provision of such laws and regulations or any related proceedings or are required to bear any costs in order to comply with such provisions or to defend such proceedings, our business and financial performance may be adversely affected.

30. ***We have leased certain properties from which we operate our business. There can be no assurance that the lease agreements will be renewed upon termination or that we will be able to obtain other premises on lease on same or similar commercial terms. Further, we do not own our Registered Office and have executed a lease agreement for use of our Registered Office.***

We do not own the premises in which our Registered Office and certain office premises are situated. The details of the property from which we operate are as follows:

Sr. No.	Location	Address	Owned / Leased / Rented
1.	South Delhi, New Delhi (Registered Office)	22, DDA Flat, Panchsheel Park, Shivalik Road, South Delhi, New Delhi - 110 017	Leased
2.	Gurgaon, Haryana (Corporate Office)	Unit No. 501, 5 th Floor, 14,055 sq. ft. Worldmark 2, Gurgaon – 122011, Haryana, India.	License
3.	Gurgaon, Haryana	Office No. 37A, admeasuring 1,311 sq. ft. (Super Area) Tower B1, situated on Floor 0, in Spaze I Tech Park, Sector 49, Sohna road, Gurgaon - 122018, Haryana, India.	Owned
4.	Gurgaon, Haryana	Office No. 37B, admeasuring 1,314 sq. ft. (Super Area) Tower B1, situated on Floor 0, in Spaze I Tech Park, Sector 49, Sohna road, Gurgaon - 122018, Haryana, India.	Owned

Further details of the properties taken on license and on lease by our Company are set out below:

Location	Address	Leased / Licensed	Name of Lessor / Licensor	Tenure of Lease / License	Rent	Deposit	Whether related party	Adequately Stamped	Adequately Registered
South Delhi, New Delhi (Registered Office)	22, DDA Flat, Panchsheel Park, Shivalik Road, South Delhi, New Delhi - 110 017	Leased	Anita Wadhwa	11 months with effect from April 1, 2022	₹ 0.01 million per month	Nil	No	No	No
Gurgaon, Haryana (Corporate Office)	Unit No. 501, 5 th Floor, 14,055 sq. ft. Worldmark 2, Gurgaon – 122011, Haryana, India.	Licensed	Arnon Builders & Developers Limited	9 years with effect from February 1, 2021	₹ 0.98 million per month (subject to escalation at the rate of 15% after every 3 years)	₹ 7.43 million	No	No	No

We cannot assure you that we will own, or have the right to occupy, these premises in the future, or that we will be able to continue with the uninterrupted use of these premises, which may impair our operations and adversely affect our financial condition. There can be no assurance that we will be able to renew the lease agreements or deeds into with third parties in a timely manner or at all. If we are required to vacate these premises for any reason whatsoever including expiry or termination of lease or leave and license agreements, we may be unable to identify suitable location immediately. Further, identification of a new location to house our operations and relocating our business to the new premises may place significant demands on our senior management and other resources and also involve us incurring significant expenditure. Any inability on our part to timely identify a suitable location for a relocated office could have an adverse impact on our business.

Furthermore, some of the lease agreements and leave and license agreements may not be adequately stamped or registered with the registering authority of the appropriate jurisdiction. An instrument not duly stamped, or insufficiently stamped, shall not be admitted as evidence in any Indian court or may attract a penalty as prescribed under applicable law, which may have a material adverse effect on the continuance of our operations and business.

31. *Our operations are subject to varied business risks and our insurance cover may prove inadequate to cover our economic losses.*

Our operations are subject to various risks and hazards which may adversely affect revenue generation and profitability. While we believe that we have taken adequate safeguards to protect our assets from various risks inherent in our business, including by purchasing and maintaining relevant insurance cover such as director and

officers' insurance, professional indemnity insurance and cyber liability insurance, it is possible that our insurance cover may not provide adequate coverage in certain circumstances.

While we believe that we maintain sufficient insurance cover by virtue of maintaining insurance policies, certain types of losses may be either uninsurable or not economically viable to insure, such as losses due to acts of terrorism or war. Should an uninsured loss occur, we could lose our investment in, as well as anticipated profits and cash flows from the asset. In addition, even if any such loss is insured, there may be a significant deductible on any claim for recovery prior to our insurer being obligated to reimburse us for the loss, or the amount of the loss may exceed our coverage for the loss. While we have made insurance claims in respect of motor vehicles in Fiscal 2019 and such insurance claims were not denied, we cannot assure you that we will not face instances where our insurance claim may be denied, in part or in whole, in the future. Further, even in the case of an insured risk occurring there can be no assurance that we will be successful in claiming insurance in part or full, or the insurance purchased by us may be insufficient to cover the loss occasioned by the risk. Any loss that is not covered by insurance or for which we are unable to successfully claim insurance, or which is in excess of the insurance cover could, in addition to damaging our reputation, have an adverse effect on our business, cash flows, financial condition and results of operation. Further, an insurance claim once made could lead to an increase in our insurance premium.

In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, and which is not covered by insurance or exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, cash flows and financial condition may be adversely affected.

Details of our total insurance coverage vis-à-vis our net assets as at March 31, 2022, March 31, 2021 and March 31, 2020 is set out below:

(in ₹ million)

Particulars	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Insurance Coverage (A)	81.94	36.31	30.07
Net assets* as per Restated Consolidated Financial Statements (B)	93.16	60.18	60.46
Insurance coverage times the net assets (A/B)	0.88	0.60	0.50

*Sum of property, plant and equipment (net block), capital work in progress, intangibles (net block) and investment property (buildings net block).

As certified by S. S. Kothari Mehta & Company, Chartered Accountants, through a certificate dated August 16, 2022.

- 32. *Our Company does not have any listed peer companies for comparison of performance and therefore, investors must rely on their own examinations of accounting ratios of our Company for the purposes of investment in this Offer.***

Our Company operates in an industry which is in its nascent stages. Therefore, there are limited numbers of operators in this industry and there are no listed peer companies. Consequently, there is limited information in the public domain about our peers and it may be difficult to benchmark and evaluate our financial performance against other operators who operate in the same industry as us. Therefore, investors must rely on their own examinations of accounting ratios of our Company for the purposes of investment in this Offer.

- 33. *Our operations could be adversely affected by work stoppages or increased wage demands by our employees or any other kind of disputes with our employees.***

Our business model is not human resource intensive and as at March 31, 2022, our Company's work force comprised only 60 full time employees including our senior management team. Our Company's average attrition rate of the senior management and other employees during the last 3 Fiscals is set out below:

Particulars	Fiscal 2022	Fiscal 2021	Fiscal 2020
Senior Management	Nil	Nil	Nil
Other Employees	21%	18%	13%

While we consider our current employee relations to be good, we cannot assure you that we will not experience disruptions in work due to disputes or other problems with our work force, which may adversely affect our ability to perform our obligations for the projects. Any disputes may also result in disruptions in our operations, which may adversely affect our business and results of operation.

34. *We have issued Equity Shares in the immediately preceding 12 months at a price which will be below the Offer Price.*

We have issued Equity Shares in the immediately preceding 12 months by way of bonus, to our existing shareholders of our Company, who are our Promoters. Therefore, our Offer Price will be higher than the issue price of Equity Shares in the immediately preceding 12 months.

Further, in the past too, we have issued Equity Shares primarily by capitalising our existing reserves and issuing Equity Shares by way of bonus. Our Promoters hold approximately 100.00% of the paid-up-Equity Share Capital of our Company and a vast majority of Equity Shares held by our Promoters were issued by way of bonus shares allotted against capitalisation of our existing reserves.

35. *Our Promoters are selling Equity Shares in the Offer and will receive the entire proceeds of the Offer in relation to the Offer for Sale.*

The Offer is through an Offer for Sale of up to 17,242,368 Equity Shares in aggregate by the Selling Shareholders, who are also our Promoters i.e. Liberatha Peter Kallat, Mukesh Yadav and Dinesh Nagpal. The entire proceeds from the Offer will be paid to Selling Shareholders, in respect of the Equity Shares offered by them in the Offer, and our Company will not receive any portion of such proceeds.

36. *This Red Herring Prospectus does not contain details of one of our Promoter Group.*

One of our Promoters i.e. Liberatha Peter Kallat is estranged from her sibling Abdul Matheen (formerly known as Theodore Kallat) and details pertaining to the said sibling has not been disclosed in this Red Herring Prospectus. We have through letter bearing reference number SEBI/HO/CFD/DIL1/P/OW/2022/19528/1 dated May 9, 2022 received an exemption from SEBI from disclosing details of the said individual and related entities in terms of the definition of promoter group specified in Regulation 2(1)(pp) of the SEBI ICDR Regulations, in this Red Herring Prospectus and the Prospectus. For further details, see “*Our Promoter and Promoter Group*” on page 180.

37. *We have included certain non-GAAP financial and operational measures related to our operations and financial performance that may vary from any standard methodology that may be applicable across the industry in which we operate, and which may not be comparable with financial, operational or industry related statistical information of similar nomenclature computed and presented by similar companies.*

We have included certain non-GAAP financial measures relating to our operations and financial performance such as our EBITDA, EBITDA Margin, RoNW and Net Asset Value per Equity Share (**Non-GAAP Measures**) and certain other statistical information relating to our operations and financial performance including the number of Pax, number of Clients, number of direct Touch-points, number of cities covered and number of countries covered (**Statistical Information**) that are not required by, or presented in accordance with Ind AS or IFRS and are supplemental measures of our performance and liquidity.

Further, these Non-GAAP Measures and Statistical Information are not a measure of our financial performance or liquidity under Ind AS or IFRS and should not be considered in isolation or construed as an alternative to cash flows, profit/(loss) for the year or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities. We compute and disclose the Non-GAAP Measures and Statistical Information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. The Non-GAAP Measures and Statistical Information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry, may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies whether in our industry or others.

Further, our industry is in its nascent stages and there may not be a standard methodology or measure applicable to our industry. Therefore, as the industry in which we operate evolves, the measures by which we evaluate our business, and which are relevant for our business, may change over time. While these numbers are based on what we believe to be reasonable estimates, our internal tools have a number of limitations, some of which may be beyond our control, and our methodologies for tracking these measures may change over time. Such supplemental financial and operational information is therefore of limited utility as an analytical tool, and investors are cautioned against considering such information either in isolation or as a substitute for an analysis of our Restated Consolidated Financial Statements disclosed elsewhere in this Red Herring Prospectus.

38. ***Our Company has in the past entered into related party transactions and may continue to do so in the future and we cannot assure you that we could not have achieved more favourable terms if such transactions had not been entered into with related parties and will not have an adverse effect on our financial conditions and result of operations.***

Our Company has engaged in the past, and may engage in the future, in transactions with related parties, including with our Promoters and key management personnel on an arm's length basis. Such transactions could be for sales professional fees, salary etc. Further, we have entered into certain transactions for the development of property with Urban Land Management Private Limited, one of our Group Companies, including for development of land.

While our Company believes that all such transactions have been conducted on an arm's length basis and contain commercially reasonable terms, there can be no assurance that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties. It is likely that our Company may enter into related party transactions in the future. Such related party transactions may potentially involve conflicts of interest. We cannot assure you that such transaction, individually or in the aggregate, will always be in the best interests of our Company and/or that it will not have an adverse effect on our business and results of operations.

For summary of related party transactions from our Restated Consolidated Financial Statements for Fiscals 2022, 2021 and 2020 see "Restated Consolidated Financial Statements - Note 39: Related party Transactions in accordance with Indian Accounting Standard (IND AS)-24" on page 237.

39. ***We are subject to risks resulting from foreign exchange rate fluctuations, which could adversely affect our results of operations.***

We provide some of the Services in various countries outside India and are subject to the risks arising from transactions that are in a currency that is not our functional currency i.e., the Indian Rupee. According to the Restated Consolidated Financial Statements for Fiscals 2022, 2021 and 2020, we had foreign exchange gains / (losses) of ₹ (0.03) million, ₹ 1.40 million and ₹ 1.90 million, respectively. Any adverse change in foreign exchange rates may adversely affect our results of operations.

40. ***Legal proceedings involving our Company, Promoters, Directors, Subsidiary and Group Companies could have a material adverse effect on our business, cash flows, financial condition and results of operations.***

While currently there are no outstanding legal proceedings involving our Company, Promoters, Directors, Subsidiary and Group Companies, we cannot assure that proceedings will not be initiated in the future. If any proceedings are initiated against our Company, Promoters, Directors, Subsidiary and Group Companies, then we may be required to devote management and financial resources in the defence or prosecution of such legal proceedings. Should any change arises in Indian law, we may face losses and have to make provisions in our financial statements, which could increase our expenses and our liabilities. There can be no assurance that the provisions we make for litigation will be sufficient or that further litigation will not be brought against us in the future. Delay in settlement of statutory dues, vendor payments and employee settlement cases may also have an adverse impact on us.

In the event significant claims are determined against us and we are required to pay all or a portion of the disputed amounts, there could be a material adverse effect on our business and profitability. We cannot provide any assurance that these matters will be decided in our favour. Furthermore, we may not be able to quantify all the claims in which we are involved. Failure to successfully defend such claims or if our provisions prove to be inadequate, our business and results of operations could be adversely affected. Even if we are successful in defending such cases, we will be subject to legal and other costs relating to defending such litigation, and such costs could be substantial. This could adversely affect our business, cash flows, financial condition, and results of operation.

41. ***This Red Herring Prospectus contains information from an industry report prepared by Frost & Sullivan which we have commissioned and paid for.***

This Red Herring Prospectus includes information that is derived from the F&S Report, prepared by Frost & Sullivan, a research house, pursuant to an engagement with our Company. Frost & Sullivan has advised that while it has taken due care and caution in preparing the commissioned report, which is based on information obtained from sources that it considers reliable (**Information**), it does not guarantee the accuracy, adequacy or completeness of the Information and disclaims responsibility for any errors or omissions in the Information or for the results obtained from the use of the Information. The F&S Report also highlights certain industry and market data, which may be subject to estimates and/or assumptions. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions vary widely among different industry sources. Further, such estimates and / or assumptions may change based on various factors. We cannot assure you

that Frost & Sullivan's estimates and / or assumptions are correct or will not change and, accordingly, our position in the market may differ from that presented in this Red Herring Prospectus. Additionally, some of the data and information in the F&S Report are also based on discussions / conversations with industry sources, and may not, have been nor be capable of being, independently verified. Further, the F&S Report is not a recommendation to invest or disinvest in our Company. Frost & Sullivan has disclaimed all financial liability in case of any loss suffered on account of reliance on any information contained in the F&S Report.

42. ***Any future issuance of Equity Shares, or convertible securities or other equity linked instruments by us may dilute your shareholding and sale of Equity Shares by our Promoters may adversely affect the trading price of the Equity Shares.***

We may be required to finance our growth through future equity offerings. Any future equity issuances by us, including a primary offering of Equity Shares, convertible securities or securities linked to Equity Shares including through exercise of employee stock options, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by the Promoters may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. In addition, any perception by investors that such issuances or sales might occur, including to comply with the minimum public shareholding norms applicable to listed companies in India, may also affect the market price of our Equity Shares.

There can be no assurance that we will not issue Equity Shares, convertible securities or securities linked to Equity Shares or that our Promoters will not dispose of, pledge, or encumber their Equity Shares in the future.

External Risk Factors

43. ***The Equity Shares have never been publicly traded and the Offer may not result in an active or liquid market for the Equity Shares. Further, the price of the Equity Shares may be volatile, and you may be unable to resell the Equity Shares at or above the Offer Price.***

Prior to the Offer, there has been no public market for the Equity Shares, and an active trading market on the Indian stock exchanges may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, there will be liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares may bear no relationship to the market price of the Equity Shares after the Offer.

The market price of the Equity Shares after the Offer can be volatile as a result of several factors beyond our control, including volatility in the Indian and global securities markets, our results of operations, the performance of our competitors, developments in the Indian and global air travel industry, changing perceptions in the market about investments in this sector in India, investor perceptions of our future performance, adverse media reports about us or our sector, changes in the estimates of our performance or recommendations by financial analysts, significant developments in India's economic liberalisation and deregulation policies, and significant developments in India's fiscal regulations. In addition, the Stock Exchanges may experience significant price and volume fluctuations, which may have a material adverse effect on the market price of the Equity Shares.

General or industry specific market conditions or stock performance or domestic or international macroeconomic and geopolitical factors unrelated to our performance may also affect the price of the Equity Shares. In particular, the stock market as a whole in the past has experienced extreme price and volume fluctuations that have affected the market price of many companies in ways that may have been unrelated to the companies' operating performances. For these reasons, investors should not rely on recent trends to predict future share prices, results of operations or cash flow and financial condition.

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

We are not a publicly listed company and have not, historically, been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the SEBI Listing Regulations, which will require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and / or we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies. Further, as a publicly listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a

result, our management's attention may be diverted from our business concerns, which may adversely affect our business, prospects, results of operations and financial condition.

45. *Sale of Equity Shares by our Promoters in future may adversely affect the market price of the Equity Shares.*

After the completion of the Offer, our Promoters will own a significant percentage of our issued Equity Shares. Sale of a large number of the Equity Shares by our Promoters could adversely affect the market price of the Equity Shares. Similarly, the perception that any such primary or secondary sale may occur, could adversely affect the market price of the Equity Shares. No assurance may be given that our Promoters will not dispose of, pledge or encumber their Equity Shares in the future.

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

Following the Offer, our listed Equity Shares will be subject to a daily "circuit breaker" imposed on listed companies by the Stock Exchanges, which does not allow transactions beyond certain volatility in the trading price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on the Equity Shares' circuit breaker will be set by the stock exchanges based on historical volatility in the price and trading volume of the Equity Shares. The Stock Exchanges are not required to inform our Company of the percentage limit of the circuit breaker, and they may change the limit without our knowledge. This circuit breaker would effectively limit the upward and downward movements in the trading price of the Equity Shares beyond the circuit breaker limit set by the Stock Exchanges. As a result of this circuit breaker, there can be no assurance regarding the ability of shareholders to sell Equity Shares or the price at which shareholders may be able to sell their Equity Shares.

47. *The determination of the Price Band and Offer Price is based on various factors and assumptions and the Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Offer. Further, the current market price of some securities listed pursuant to certain previous issues managed by the BRLM is below the respective offer price.*

The determination of the Price Band is based on various factors and assumptions and will be determined by our Company and the Selling Shareholders in consultation with the BRLMs. Furthermore, the Offer Price of the Equity Shares will be determined by our Company and the Selling Shareholders in consultation with the BRLMs through the Book Building Process. These will be based on numerous factors, including factors as described under "*Basis for the Offer Price*" beginning on page 83 and may not be indicative of the market price for the Equity Shares after the Offer. In addition to the above, the current market price of securities listed pursuant to certain previous initial public offerings managed by the BRLMs is below their respective issue price. For further details, see "*Other Regulatory and Statutory Disclosures – Price information of past issues handled by the BRLMs*" on page 274. The factors that could affect the market price of the Equity Shares include, among others, broad market trends, our financial performance and results post-listing, and other factors beyond our control. We cannot assure you that an active market will develop, or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing.

48. *There is no guarantee that our Equity Shares will be listed on the BSE and the NSE in a timely manner or at all.*

There is no guarantee that our Equity Shares will be listed on the BSE and the NSE in a timely manner or at all. In accordance with Indian law, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Offer and until Allotment of Equity Shares pursuant to this Offer. In accordance with current regulations and circulars issued by SEBI, our Equity Shares are required to be listed on the BSE and the NSE within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

49. *You may not be able to immediately sell any of the Equity Shares you subscribe to in this Offer on an Indian Stock Exchange.*

The Equity Shares are proposed to be listed on the Stock Exchanges. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and commence trading, including the crediting of the investor's demat accounts within the timeline specified under applicable law. Further, in accordance with Indian law, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Offer and until Allotment of Equity Shares pursuant to this Offer. The Allotment of

Equity Shares in the Offer and the credit of Equity Shares to the investor's demat account with the relevant depository participant and listing is expected to be completed within the period as may be prescribed under applicable law. Any failure or delay in obtaining the approvals or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. We cannot assure you that the Equity Shares will be credited to investor's demat accounts, or that trading in the Equity Shares will commence, within the prescribed time periods or at all which could restrict your ability to dispose of the Equity Shares.

50. *A slowdown in economic growth in India could adversely affect our business.*

The structure of the Indian economy has undergone considerable changes in the last decade. These include increasing importance of external trade and of external capital flows. Any slowdown in the growth of the Indian economy or the air travel sector could adversely affect our business, financial condition and results of operations. India's economy could be adversely affected by a general rise in interest rates, fluctuations in currency exchange rates, adverse conditions affecting air travel industry or various other factors.

Further, conditions outside India, such as slowdowns in the economic growth of other countries, could have an impact on the growth of the Indian economy and government policy may change in response to such conditions. The Indian economy and financial markets are also significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States, Europe or China or Asian emerging market countries, may have an impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss of investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets, and could have an adverse effect on our business, financial condition and results of operations and the price of the Equity Shares.

51. *Increasing employee compensation in India may erode some of our competitive advantage and may reduce our profit margins, which may have a material adverse effect on our business, financial condition, cash flows and results of operations.*

Employee compensation in India has historically been significantly lower than employee compensation in the United States and Western Europe for comparably skilled professionals. However, compensation increases in India may erode some of this competitive advantage and may negatively affect our profit margins. Employee compensation in India is increasing at a faster rate than in the United States and Western Europe, which could result in increased costs relating to managers and other mid-level professionals. We may need to continue to increase the levels of our employee compensation to remain competitive and manage attrition. Compensation increases may have a material adverse effect on our business, financial condition, cash flows and results of operations.

52. *Political, economic or other factors that are beyond our control may have an adverse effect on our business and results of operations.*

We are incorporated in India, and our operations are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations and cash flows are significantly affected by factors influencing the Indian economy.

The Indian economy and capital markets are influenced by economic, political and market conditions in India and globally. Adverse geopolitical conditions such as increased tensions between India and its neighbouring countries, resulting in any military conflict in the region could adversely affect our business and operations. Such events may lead to countries including the Government of India imposing restrictions on the air travel industry. Other factors that may adversely affect the economy, and hence our results of operations and cash flows, may include:

- a. high rates of inflation in India and in countries where we operate our business;
- b. any slowdown or perceived slowdown in the Indian economy or the economy of any emerging market, or in specific sectors of such economies;
- c. any exchange rate fluctuations;
- d. any scarcity of credit or other financing, resulting in an adverse impact on economic conditions and scarcity of financing for our expansions;
- e. prevailing income conditions among consumers and corporates;
- f. volatility in, and actual or perceived trends in trading activity on, the relevant market's principal stock exchanges;

- g. changes in tax, trade, fiscal or monetary policies;
- h. political instability, terrorism or military conflict in the region or globally, including in various neighbouring countries;
- i. occurrence of natural or man-made disasters;
- j. any downgrading of debt rating of India by a domestic or international rating agency; and
- k. instability in financial markets.

53. *Governmental actions and changes in policy could adversely affect our business.*

The Government of India and the State Governments in India have broad powers to affect the Indian economy and our business in numerous ways. Additionally, we operate our business in several countries and any change in policies in such countries may affect our business. Any change in the existing policies of Government of India and/or State Government, or foreign government policies, or new policies affecting the economy of India or any foreign country, where we operate our business, could adversely affect our business operations. Moreover, we also cannot assure you that the Central Government or State Governments in India, or foreign government in countries where we operate will not implement new regulations and policies which will require us to obtain additional approvals and licenses from the Government and other regulatory bodies or impose onerous requirements and conditions on our operations. We cannot predict the terms of any new policy, and we cannot assure you that such policy will not be onerous. Such new policy may also adversely affect our business, cash flows, financial condition and prospects.

54. *We may be affected by competition law in India and any adverse application or interpretation of the Competition Act could adversely affect our business.*

The Competition Act, 2002, of India, as amended (**Competition Act**) regulates practices having an appreciable adverse effect on competition (**AAEC**) in the relevant market in India. Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an AAEC is considered void and results in the imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, shares the market by way of geographical area or number of guests in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC in the relevant market in India and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise.

On March 4, 2011, the Government issued and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to and pre-approved by the Competition Commission of India (**CCI**). Additionally, on May 11, 2011, the CCI issued Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India.

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. We are currently not a party to an outstanding proceeding, nor have we received any notice in relation to non-compliance with the Competition Act and the agreements entered into by us. However, if we are affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations and prospects.

55. *A downgrade in ratings of India, may affect the trading price of the Equity Shares.*

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. India's sovereign rating is Baa3 with a "negative" outlook (Moody's), BBB- with a "stable" outlook (S&P) and BBB- with a "negative" outlook (Fitch). In Fiscal 2020, both Fitch and Moody had lowered India's sovereign credit rating a notch. 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 financing is available, including raising any overseas additional financing. A downgrading of India's credit ratings may occur, for example, upon a change of government tax or

fiscal policy, which are outside our control. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of our Equity Shares.

56. *The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.*

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

57. *Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the Financial Statements prepared and presented in accordance with SEBI ICDR Regulations contained in this Red Herring Prospectus.*

We have not attempted to quantify the impact of U.S. GAAP or any other system of accounting principles on the financial data, prepared and presented in accordance with Ind AS for the Fiscals ended March 31, 2022, March 31, 2021 and March 31, 2020 included in this Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or any other accounting principles. U.S. GAAP differs in significant respects from Ind AS. Accordingly, the degree to which the restated financial statements included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS and SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Red Prospectus should accordingly be limited. Additionally, Ind AS differs in certain respects from IFRS and therefore financial statements prepared under Ind AS may be substantially different from financial statements prepared under IFRS.

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

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

59. *Financial difficulty and other problems in certain financial institutions in India could have a material adverse effect on our business, results of operations, future cash flows and financial condition.*

Indian financial system may be affected by financial difficulties faced by all or some of the Indian financial institutions whose commercial soundness may be closely related as a result of credit, trading, clearing or other relationships. This risk, which is sometimes referred to as "systemic risk", may adversely affect financial intermediaries, such as clearing agencies, banks, securities firms and exchanges. Any such difficulties or instability of the Indian financial system in general could create an adverse market perception about Indian financial institutions and banks and adversely affect our business.

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, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. The Income Tax Act levies taxes on such long-term capital gains exceeding ₹0.1 million arising from sale of equity shares on or after April 1, 2018, while continuing to exempt the unrealized capital gains earned up to January 31, 2018 on such equity shares subject to specific conditions. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of a securities transaction tax (STT), on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Any gain realized on the sale of Equity Shares held for more than 12 months, which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India.

Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be 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. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

61. *Investors may have difficulty enforcing foreign judgments against us or our management.*

We are incorporated under the laws of India and all our directors and key managerial personnel reside in India. A majority of our assets, and the assets of our Directors and officers, are also located in India. Where investors wish to enforce foreign judgments in India, they may face difficulties in enforcing such judgments. India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. India exercises reciprocal recognition and enforcement of judgments in civil and commercial matters with a limited number of jurisdictions. In order to be enforceable, a judgment obtained in a jurisdiction which India recognises as a reciprocating territory must meet certain requirements of the Code of Civil Procedure, 1908, of India (**Civil Code**). Further, the Civil Code only permits enforcement of monetary decrees not being in the nature of any amounts payable in respect of taxes or, other charges of a like nature or in respect of a fine or other penalty and does not provide for the enforcement of arbitration awards. Judgments or decrees from jurisdictions not recognised as a reciprocating territory by India cannot be enforced or executed in India. Even if a party were to obtain a judgment in such a jurisdiction, it would be required to institute a fresh suit upon the judgment and would not be able to enforce such judgment by proceedings in execution. Further, the party which has obtained such judgment must institute the new proceedings within three years of obtaining the judgement.

As a result, you may be unable to: (i) effect service of process outside of India upon us and such other persons or entities; or (ii) enforce in courts outside of India judgments obtained in such courts against us and such other persons or entities. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it viewed the amount of damages awarded as excessive or inconsistent with Indian practice. A party seeking to enforce a foreign judgment in India is required to obtain prior approval from the RBI to repatriate any amount recovered pursuant to the execution of such foreign judgment, and any such amount may be subject to income tax in accordance with applicable laws.

62. *Financial instability, economic developments and volatility in securities markets in other countries may also cause the price of the Equity Shares to decline.*

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. For instance, the economic downturn in the U.S. and several European countries during a part of Fiscals 2008 and 2009 adversely affected market prices in the global securities markets, including India. Following the United Kingdom's exit from the European Union (**Brexit**), there still remains significant uncertainty around the impact of Brexit on the general economic conditions in the United Kingdom and the European Union and any consequential impact on global financial markets. In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general.

A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of the Equity Shares.

63. *Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely impact the trading price of the Equity Shares.*

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the valuation and reporting requirements specified by the RBI. If a transfer of shares is not in compliance with such requirements and does not fall under any of the exceptions specified by the RBI, then the RBI's prior approval is required. In addition, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate

that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. We cannot assure you that any required approval from the RBI or any other Government agency can be obtained on any particular terms or at all. For further details, see '*Restrictions on Foreign Ownership of Indian Securities*' on page 309.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT and the FEMA Rules, any investment, subscription, purchase or sale of equity instruments by entities, investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular terms, in a timely manner or at all.

64. *Our ability 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. Such regulatory restrictions could constrain our ability to obtain financings on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that any required regulatory approvals for borrowing in foreign currencies will be granted to us without onerous conditions, or at all. Limitations on foreign debt may have an adverse effect on our business growth, financial condition and results of operations.

65. *If security or industry analysts do not publish research, or publish unfavourable or inaccurate research about the business of our Company, the price and trading volume of the Equity Shares may decline.*

The trading market for the Equity Shares may depend, in part, on the research and reports that securities or industry analysts publish about us or our business. We may be unable to sustain coverage by established and / or prominent securities and industry analysts. If either none or only a limited number of securities or industry analysts maintain coverage of our Company, or if these securities or industry analysts are not widely respected within the general investment community, the trading price for our Equity Shares would be negatively impacted. In the event we obtain securities or industry analyst coverage, if one or more of the analysts downgrade our Equity Shares or publish inaccurate or unfavourable research about our business, our Equity Shares price may decline. If one or more of these analysts cease coverage of our Company or fail to publish reports on us regularly, demand for our Equity Shares could decrease, which might cause the price and trading volume of our Equity Shares to decline.

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

Under the Companies Act, a company incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares voting on such resolution. However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interests in our Company may be reduced.

67. *QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid.*

Pursuant to the SEBI Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date. While our Company is required to complete Allotment pursuant to the Offer within 6 Working Days from the Bid/Offer Closing Date, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operation or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

SECTION III: INTRODUCTION

THE OFFER

The following table summarises the details of the Offer:

Offer of Equity Shares by way of Offer for Sale by the Selling Shareholders ⁽¹⁾⁽²⁾	Up to 17,242,368 Equity Shares aggregating to ₹ [●] million
The Offer consists of:	
A. QIB Portion ⁽³⁾⁽⁴⁾	Not less than 12,931,777 Equity Shares
<i>of which:</i>	
(1) Anchor Investor Portion ⁽³⁾	Up to 7,759,066 Equity Shares
(2) Net QIB Portion available for allocation to QIBs other than Anchor Investors (assuming the Anchor Investor Portion is fully subscribed)	5,172,711 Equity Shares
<i>of which:</i>	
(a) Mutual Fund Portion (5% of the Net QIB Portion) ⁽³⁾	258,636 Equity Shares
(b) Balance of the Net QIB Portion for all QIBs including Mutual Funds	4,914,075 Equity Shares
B. Non-Institutional Portion ⁽⁴⁾	Not more than 2,586,355 Equity Shares
C. Retail Portion ⁽⁴⁾⁽⁵⁾	Not more than 1,724,236 Equity Shares
Pre and Post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as at the date of this Red Herring Prospectus)	52,250,000 Equity Shares
Equity Shares outstanding after the Offer	52,250,000 Equity Shares
Utilization of Net Proceeds	Our Company will not receive any proceeds from the Offer.

- (1) *The Offer has been authorised by our Board of Directors pursuant to the resolution passed at its meeting dated January 10, 2022. The Draft Red Herring Prospectus has been approved by our Board pursuant to a resolution passed on January 21, 2022 and this RHP has been approved by our Board pursuant to a resolution passed on August 17, 2022. Further, our Board has taken on record the approval for the Offer for Sale by the Selling Shareholders pursuant to its resolution dated August 17, 2022.*
- (2) *The Equity Shares being offered by the Selling Shareholders are eligible for being offered for sale pursuant to the Offer for Sale in terms of the SEBI ICDR Regulations. The Selling Shareholders have confirmed and consented to their participation in the Offer for Sale as set forth below.*

Name of the Selling Shareholder	Number of Offered Shares	Date of consent letter
Mukesh Yadav	6,531,200	August 16, 2022
Dinesh Nagpal	6,531,200	August 16, 2022
Liberatha Peter Kallat	4,179,968	August 16, 2022

For further details, see “Other Regulatory and Statutory Disclosures” and “Offer Procedure” on page 267 and 289, respectively.

- (3) *Our Company and the Selling Shareholders may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investor(s) on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In case of under-subscription in the Anchor Investor Portion, the remaining Equity Shares will be added back to the QIB Category. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders in proportion to their Bids. For further details, see “Offer Procedure” on page 289.*
- (4) *Subject to valid Bids being received at or above the Offer Price, in the event aggregate demand in the QIB Category has been met, undersubscription, if any, in any category, except the QIB Category, would be met with spill-over from any other category or categories, as applicable, at the discretion of our Company and the Selling Shareholders, in consultation with the BRLMs*

and the Designated Stock Exchange, subject to applicable law. Under subscription, if any, in the QIB Portion would not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see “Offer Structure” on page 286. In case of an under subscription in the Offer, the Equity Shares proposed for sale by each Selling Shareholder shall be in proportion to the Offered Shares by such Selling Shareholder. Further, not more than 15% of the Offer shall be available for allocation to Non-Institutional Investors of which (a) one third of such portion shall be reserved for applicants with application size of more than ₹ 0.2 million and up to ₹ 1 million; and (b) two third of such portion shall be reserved for applicants with application size of more than ₹ 1 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors.

- (5) Allocation to Bidders in all categories, except Anchor Investors, if any Non-Institutional Investors and Retail Individual Investors, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. The allocation to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis. The allocation to each Non-Institutional Investor shall not be less than ₹ 0.2 million, subject to the availability of Equity Shares in Non-Institutional Investors’ category, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis, in accordance with SEBI ICDR Regulations. Allocation to Anchor Investors shall be on a discretionary basis. For details, see “Offer Procedure” on page 289.

For further details of the Offer procedure, including the grounds for rejection of Bids, see “Offer Procedure” on page 289. For further details of the terms of the Offer, see “Terms of the Offer” on page 280.

SUMMARY OF FINANCIAL INFORMATION

The summary financial information presented below should be read in conjunction with “*Restated Consolidated Financial Statements*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 189 and 247.

RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(in ₹ million)

	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
ASSETS			
Non - current assets			
Property, plant and equipment	29.77	38.30	52.89
Capital work in progress	-	0.43	6.40
Intangible assets	45.47	2.61	1.18
Right of use assets	64.17	73.66	-
Investment property	17.92	271.01	-
Financial assets			
Other financial assets	27.19	24.72	25.82
Deferred tax assets (net)	12.38	7.75	21.04
Other non-current assets	210.06	186.61	105.72
Total non - current assets	406.96	605.09	213.05
Current assets			
Financial assets			
Trade receivables	906.56	395.49	685.24
Cash and cash equivalents	10.96	100.00	321.34
Other bank balances	134.72	-	-
Other financial assets	82.74	50.91	28.56
Other current assets	61.97	18.98	56.75
Current tax assets	82.92	54.55	72.65
Total current assets	1279.87	619.93	1,164.54
Total assets	1686.83	1,225.02	1,377.59
EQUITY AND LIABILITIES			
Equity			
Share capital	104.50	47.50	47.50
Other equity	717.15	595.49	607.62
Total equity attributable to the owners of the Company	821.65	642.99	655.12
Non-controlling interest	0.00	0.00	0.00
Total equity	821.65	642.99	655.12
Liabilities			
Non - current liabilities			
Financial liabilities			
Borrowings	10.22	12.85	20.10
Lease Liabilities	64.30	63.33	-
Provisions	16.96	18.35	22.24
Total non - current liabilities	91.48	94.53	42.34

	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Current liabilities			
Financial liabilities			
Borrowings	2.53	7.34	10.81
Lease Liabilities	5.46	11.10	-
Trade payables			
(i) Total outstanding dues of micro enterprises and small enterprises	422.27	211.81	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	290.80	97.10	561.37
Other financial liabilities	14.01	26.59	53.32
Other current liabilities	35.84	130.14	53.54
Provisions	2.79	3.42	1.09
Total current liabilities	773.70	487.50	680.13
Total equity and liabilities	1686.83	1,225.02	1,377.59

RESTATED CONSOLIDATED STATEMENT OF PROFITS AND LOSS

(in ₹ million, unless otherwise stated)

	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Income			
Revenue from operations	2,824.98	1,056.33	3,670.43
Other income	14.91	24.76	7.65
Total income	2,839.89	1,081.09	3,678.08
Expenses			
Cost of Services	2,372.66	875.41	2,995.62
Employee benefits expenses	165.53	126.39	179.28
Finance costs	14.31	7.45	7.05
Depreciation and amortization expenses	21.29	15.54	15.88
Other expenses	61.34	58.31	44.68
Total expenses	2,635.13	1,083.10	3,242.51
Profit / (loss) before tax	204.76	(2.01)	435.57
Tax Expenses			
Current tax	47.82	-	103.18
Tax expense related to earlier years	0.23	-	0.00
Deferred tax (credit)/charge	(5.81)	12.49	15.56
Total tax expenses	42.24	12.49	118.74
Profit / (loss) after tax for the year	162.52	(14.50)	316.83
Other comprehensive income / (loss)			
Items that will not be reclassified subsequently to Profit and Loss			
- Remeasurement gain / (loss) on defined benefit obligation	4.68	3.17	(4.51)
Income tax relating to items that will not be reclassified to Profit and Loss	(1.18)	(0.80)	1.14
Total other comprehensive income / (loss) for the year	3.50	2.37	(3.37)
Total comprehensive income / (loss) for the year	166.02	(12.13)	313.46
Profit / (loss) after tax for the year attributable to:			
- Owners	162.52	(14.50)	316.83
- Non-controlling interest	0.00	(0.00)	0.00
Other comprehensive income/(loss) for the year attributable to:			
- Owners	3.50	2.37	(3.37)
- Non-controlling interest	-	-	-
Total comprehensive income/(loss) for the year attributable to:			
- Owners	166.02	(12.13)	313.46
- Non-controlling interest	0.00	(0.00)	0.00

	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Earnings / (Loss) per equity share*			
Basic	3.11	(0.28)	6.06
Diluted	2.98	(0.28)	6.06
Face Value per share*	2	2	2

* Face value reduced from ₹ 10 to ₹ 2 as a result of split of Equity Shares on September 10, 2021.

RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS

(in ₹ million, unless otherwise stated)

	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
A. Cash flow from operating activities			
Profit / (loss) before tax	204.76	(2.01)	435.57
<u>Adjustments:-</u>			
Depreciation / Amortization	21.29	15.54	15.88
Share based payment expenses (ESOP)	12.64		
Assets written off	0.03	1.41	-
Provision for expected credit Loss	(0.08)	0.06	(1.95)
Bad debts	1.25		
Finance costs	14.31	7.31	6.86
Interest income	(2.72)	(13.89)	(3.76)
Profit on disposal of investment	(10.62)	(9.06)	-
Profit on sale of property, plant and equipment	-	(0.03)	(0.01)
Operating profit / (loss) before working capital changes	240.86	(0.67)	452.59
Adjustments for working Capital changes:			
(Increase)/ decrease in trade payables and other financial liabilities	391.58	(279.19)	140.06
(Decrease) / increase in provisions and other payables	(91.65)	(10.96)	17.49
(Increase)/ decrease in trade receivables and other financial assets	(546.54)	287.04	(257.39)
(Increase)/ decrease in other assets	(39.19)	48.22	31.17
Change in working capital	(285.80)	45.10	(68.67)
Cash (used in) / generated from operating activities post working capital changes	(44.94)	44.43	383.92
Income taxes (paid)/ refund received	(76.42)	18.12	(159.54)
Net cash generated from Operating activities (A)	(121.36)	62.55	224.38
B. Cash flow from investing Activities			
Paid towards purchase of property, plant & equipment and investment property	(27.25)	(359.04)	(71.24)
Proceeds from sale of property, plant & equipment	(2.86)	0.45	0.01
Paid towards purchase of intangible assets	(42.86)	-	-
Proceeds from sale of investment property	263.71	76.16	-
Proceeds from / (Investment in) bank deposits	(134.72)	-	70.06
Interest received	2.72	13.89	3.76
Net cash generated from / (used in) investing activities (B)	58.74	(268.54)	2.59
C. Cash Flow from financing activities			
Proceeds/ (repayment) of borrowings	(7.44)	(10.72)	10.49
Payment of lease liabilities	(11.81)	(1.96)	-
Finance cost paid	(7.17)	(2.68)	(3.49)
Net cash (used in) / generated from financing activities (C)	(26.42)	(15.36)	7.00

	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Net (decrease)/ increase in cash and cash equivalents (A+B+C)	(89.04)	(221.34)	233.97
Cash and cash equivalents (Opening Balance)	100.00	321.34	87.37
Cash and cash equivalents (Closing Balance)	10.96	100.00	321.34
Change in cash & cash equivalents	(89.04)	(221.34)	233.97

GENERAL INFORMATION

Our Company was incorporated as ‘*Believe Tradelink Private Limited*’ on April 24, 2008, at New Delhi, as a private limited company under the Companies Act, 1956 and received a certificate of incorporation from the RoC. Subsequently, pursuant to a special resolution passed by the Shareholders of our Company on May 1, 2015, our Company’s name was changed to Dreamfolks Services Private Limited, and a fresh certificate of incorporation dated June 12, 2015, was issued to our Company by the RoC. Thereafter, our Company was converted into a public limited company pursuant to a special resolution passed in the extraordinary general meeting of our Shareholders held on October 20, 2021 and the name of our Company was changed to its present name pursuant to a fresh certificate of incorporation issued by the RoC on November 23, 2021.

For further details in relation to changes in Registered Office of our Company, see “*History and Certain Corporate Matters*” on page 154.

Registered Office of our Company

22, DDA Flats, Panchsheel Park,
Shivalik Road, South Delhi,
New Delhi – 110 017,
India.

Company registration number and corporate identity number

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

Company Registration Number: 177181

Corporate Identity Number: U51909DL2008PLC177181

Corporate Office of our Company

501, Tower 2, Fifth Floor,
Worldmark, Sector-65,
Gurugram – 122 018,
Haryana, India.

Registrar of Companies

Our Company is registered with the RoC, National Capital Territory of Delhi and Haryana, situated at the following address:

Address of the RoC

4th Floor, IFCI Tower,
61, Nehru Place,
New Delhi – 110019,
India.

Board of Directors

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

Name	Designation	DIN	Address
Liberatha Peter Kallat	Chairperson and Managing Director	06849062	Flat No. B 1501, Ireo Grand Arch, Sector 58, Gurugram 122011.
Mukesh Yadav	Non-Executive Director	01105819	MD-28, Eldeco Mansion, Sohna Road, Sector 48, Gurugram, Haryana, India 122018.
Dinesh Nagpal	Non-Executive Director	01105914	Residency, Greenwood Park, Sector 46, Opposite Cyber Park, Gurugram, Haryana 122003.
Balaji Srinivasan	Executive Director	03512187	Flat No. 272, Delhi Apartments, Plot No. 15C, Sector-22, Dwarka, New Delhi –110077.
Sharadchandra Damodar Abhyankar	Independent Director	00108866	303, Marvel Residency Co-Op HSG Soc Ltd., Nanda Patkar Road, Vile Parle East, Mumbai – 400057, Maharashtra
Mario Anthony Nazareth	Independent Director	00013337	5/1 Colaba Mill Flats, Sorab Bharucha Road, Colaba, Mumbai – 400005, Maharashtra

Name	Designation	DIN	Address
Aditi Balbir	Independent Director	03271132	C-34, Block C, Hauz Khas, Delhi - 110016
Sudhir Jain	Independent Director	00010445	K-10/3, DLF Phase 2, Sikandarpur, Ghosi 68, Gurgaon, Haryana - 122002

For further details of our directors, see “*Our Management*” on page 160.

Company Secretary and Compliance Officer

Rangoli Aggarwal is the Company Secretary and Compliance Officer of our Company. Her contact details are as follows:

Rangoli Aggarwal

501, Tower 2, Fifth Floor,
Worldmark, Sector-65,
Gurugram – 122 018,
Haryana, India.
Telephone: +91 0124 4037 306
E-mail: rangoli@dreamfolks.in

Investor Grievances

Bidders can contact our Company Secretary and Compliance Officer, and/or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode etc. For all Offer related queries and for redressal of complaints, Bidders may also write to the BRLMs or the Registrar to the Offer, in the manner provided below.

All grievances related to the Offer, other than of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder’s DP ID, Client ID, UPI ID, PAN, date of submission of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder and ASBA Account number (for Bidders other than UPI Bidders using the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or the UPI ID in case of UPI Bidder using the UPI Mechanism.

All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders’ DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form, and the name and address of the BRLMs where the Bid cum Application Form was submitted by the Anchor Investor.

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 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 2022, and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within 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.

Book Running Lead Managers

Equirus Capital Private Limited

12th Floor, C Wing,
Marathon Futurex,
N M Joshi Marg, Lower Parel,
Mumbai – 400 013.
Maharashtra, India.
Tel: +91 22 4332 0734
E-mail: dreamfolks.ipo@equirus.com

Investor grievance e-mail: investorsgrievance@equirus.com
 Website: www.equirus.com
 Contact Person: Mrunal Jadhav
 SEBI Registration No.: INM000011286

Motilal Oswal Investment Advisors Limited

Motilal Oswal Tower,
 Rahimtullah Sayani Road,
 Opposite Parel ST Depot, Prabhadevi,
 Mumbai-400025, Maharashtra, India
 Tel: +91 22 7193 4380
 E-mail: dreamfolks.ipo@motilaloswal.com
 Investor grievance Id: moiaplredressal@motilaloswal.com
 Website: www.motilaloswalgroup.com
 Contact Person: Kirti Kanoria
 SEBI Registration No: INM000011005

Statement of Inter-se Allocation of Responsibilities

The responsibilities of the BRLMs in the Offer are set out below:

Sr. No.	Activity	Responsibility	Co-ordinator
1.	Capital structuring, positioning strategy and due diligence of the Company including its operations/management/business plans/legal etc. Drafting and design of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, abridged prospectus and application form. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalization of Prospectus and RoC filing.	Equirus, Motilal	Equirus
2.	Drafting and approval of all statutory advertisements.	Equirus, Motilal	Equirus
3.	Appointment of intermediaries viz., Registrar's, Printers, Advertising Agency, Syndicate, Sponsor Bank, Bankers to the Issue and other intermediaries, including coordination of all agreements to be entered into with such intermediaries.	Equirus, Motilal	Equirus
4.	Drafting and approval of all publicity material other than statutory advertisement as mentioned in (2) above including corporate advertisement, brochure and filing of media compliance report.	Equirus, Motilal	Motilal
5.	Preparation of roadshow marketing presentation and FAQs.	Equirus, Motilal	Motilal
6.	International Institutional marketing of the Offer, which will <i>inter alia</i> cover Institutional marketing strategy.	Equirus, Motilal	Equirus
7.	Domestic Institutional marketing of the Offer, which will cover, <i>inter alia</i> : <ul style="list-style-type: none"> • Institutional marketing strategy; • Finalizing the list and division of investors for one-to-one meetings; and • Finalizing road show and investor meeting schedule 	Equirus, Motilal	Motilal
8.	Non-Institutional marketing of the Issue and retail marketing of the Issue, which will cover, <i>inter alia</i> : <ul style="list-style-type: none"> • Formulating marketing strategies; • Preparation of publicity budget, finalizing media and public relations strategy; • Finalizing centres for holding conferences for brokers; • Finalizing collection centres; • Finalising commission structure; 	Equirus, Motilal	Motilal

Sr. No.	Activity	Responsibility	Co-ordinator
	<ul style="list-style-type: none"> • Arranging for selection of underwriters and underwriting agreement; and • Follow-up on distribution of publicity and Offer material including form, prospectus and deciding on the quantum of the Offer material. 		
9.	Managing the book and finalization of pricing in consultation with the Company	Equirus, Motilal	Equirus
10.	Coordination with Stock Exchanges for Book Building Process, filing of letters including software, bidding terminals, mock trading, payment of 1% security deposit to the Designated Stock Exchange and Anchor Investor intimation.	Equirus, Motilal	Motilal
11.	<p>Post-Offer activities, which shall involve essential follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising our Company about the closure of the Offer, based on correct figures, finalization of the basis of allotment or weeding out of multiple applications, listing of instruments, demat credit and refunds and coordination with various agencies connected with the post-Issue activity such as Registrar to the Offer, Bankers to the Offer, SCSBs including responsibility for underwriting arrangements, as applicable.</p> <p>Co-ordination with SEBI and Stock Exchanges for refund of 1% security deposit and submission of all post Offer reports including the initial and final post Offer report to SEBI.</p>	Equirus, Motilal	Motilal

Syndicate Members

Equirus Securities Private Limited

A-2102 B, 21st Floor, A Wing,
Marathon Futurex, N.M. Joshi Marg,
Lower Parel, Mumbai 400 013
Tel: +91 70690 30851
E-mail: mahek.gandhi@equirus.com
Website: www.equirus.com
Contact Person: Mahek Gandhi
SEBI Registration No.: INZ000251536

Motilal Oswal Financial Services Limited

Motilal Oswal Tower,
Rahimtullah Sayani Road,
Opposite Parel ST Depot, Prabhadevi,
Mumbai-400025, Maharashtra, India
Tel: +91 22 7193 4200 / +91 22 7193 4263
E-mail: ipo@motilaloswal.com/santosh.patil@motilaloswal.com
Website: www.motilaloswalgroup.com
Contact Person: Santosh Patil
SEBI Registration No: INZ000158836

Legal Counsel to the Company

Bharucha & Partners

13th Floor, Free Press Journal,
Free Press Marg, Nariman Point,
Mumbai – 400 001,
Maharashtra, India.
Tel: +91 22 6132 3900

Legal Counsel to the BRLMs

DSK Legal

1203-BA, One World Centre, Tower 2B,
Floor 12B, 841, Senapati Bapat Marg,
Elphinstone Road,
Mumbai – 400 013,
Maharashtra, India.
Tel: +91 22 6658 8000

Special International Legal Counsel to the BRLMs

Duane Morris & Selvam LLP

16 Collyer Quay, #17-00
Singapore 049318
Tel: +65 6311 0030

Statutory Auditor to the Company

S.S. Kothari Mehta and Company*

69, Okhla Industrial Area,
Phase III, New Delhi – 110 020, India.
Tel: +91 11 4670 8888
E-mail: delhi@sskmin.com
Firm registration number: 000756N
Peer review number: 011814

* *The Statutory Auditors have confirmed that they hold a valid certificate dated August 23, 2019 (which is valid till August 22, 2022) issued by the peer review board of the Institute of Chartered Accountants of India and are eligible to examine the financial information as per the requirements of SEBI ICDR Regulations. The Statutory Auditors have also confirmed that they have received a valid certificate dated August 3, 2022 (which is effective from August 23, 2022 and will remain valid till August 31, 2025) bearing peer review number 014441 issued by the peer review board of the Institute of Chartered Accountants of India.*

Changes in Auditors

Except as disclosed below, there has been no change in the Statutory Auditors of our Company during the last 5 years preceding the date of this Red Herring Prospectus.

Particulars	Date of change	Reasons for change
S.S. Kothari Mehta and Company Plot No. 68, Okhla Industrial Area, Phase III, New Delhi 110020, India. Tel: +91 11 4670 8888 E-mail: delhi@sskmin.com Firm registration number: 000756N Peer review number: 011814	September 14, 2021	Appointment of a statutory auditor due to casual vacancy created by the resignation of the previous statutory auditor i.e. Wadhwa & Co. on September 6, 2021.
Wadhwa & Co. Chartered Accountants 22, DDA Flats, Panchsheel Park, Shivalik Road, New Delhi 110017 E-mail: sushil@sushilwadhwa.com Firm registration number: 021821N Peer review number: NA	September 6, 2021	Resignation due to pre-occupation of the auditor.

Registrar to the Offer

Link Intime India Private Limited

C 101, 247 Park,
L.B.S. Marg, Vikhroli (West),
Mumbai 400 083
Tel: +91 22 4918 6200

E-mail: dreamfolks.ipo@linkintime.co.in
Website: www.linkintime.co.in
Investor grievance e-mail: dreamfolks.ipo@linkintime.co.in
Contact Person: Shanti Gopalkrishnan
SEBI Registration Number: INR000004058

Banker to the Offer

Escrow Collection Bank / Public Offer Account Bank / Refund Bank / Sponsor Bank

ICICI Bank Limited

Capital Market Division, 1st Floor,
5th Floor, HT Parekh Marg
Churchgate, Mumbai – 400020
Tel: +91 22 6805 2182
E-mail: sagar.welekar@icicibank.com/ipocmg@icicibank.com
Website: www.icicibank.com
Contact Person: Sagar Welekar
SEBI Registration Number: INB100000004

Expert

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

Our Company has received written consent dated August 16, 2022 from S.S. Kothari Mehta & Company, the Statutory Auditor to include their name as required under Section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus and as an ‘expert’ defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditor, and in respect of their (i) examination report, dated July 13, 2022 on our Restated Consolidated Financial Statements; and (ii) the statement of special tax benefits available to the Company and its shareholders dated August 16, 2022 included in this Red Herring Prospectus; such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Bankers to our Company

IndusInd Bank

Ground Floor, Unit No. 1A,
Horizon Tower 2, DLF Phase V,
Gurgaon – 122001, Haryana
Tel: +91 98996 30900
Website: www.indusind.com
Contact Person: Varun Garg
Email: garg.varun@indusind.com

ICICI Bank

Universal Trade Tower,
Sector – 49, Sohna Road,
Gurgaon – 122010, Haryana
Tel: +91 96504 98443
Website: www.icicibank.com
Contact Person: Suraj
Email: suraj.bhat@icicibank.com

Axis Bank

Ground Floor, Shop No. 05A, 05B, 06A & 7,
Universal Trade Tower, Main Sohna Road, Sector-49,
Gurgaon – 122018 Haryana
Tel: +91 85878 55786
Website: www.axisbank.com
Contact Person: Sheeraz Qidwai
Email: brhd1262@axisbank.com

HDFC Bank

Vatika Business Park, Sector-49, Badshahpur,
Gurgaon – 122001, Haryana
Tel: +91 88822 25940
Website: www.hdfcbank.com
Contact Person: Shivali Gupta
Email: shivali.gupta@hdfcbank.com

Designated Intermediaries***Self-Certified Syndicate Banks***

The list of SCSBs notified by SEBI for the ASBA process is available on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> , or at such other website as may be prescribed by SEBI from time to time. A list of the Designated Branches of the SCSBs with which an ASBA Bidder (other than a UPI Bidder using the UPI mechanism), not Bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the ASBA Forms, is available at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 on the SEBI website, and at such other websites as may be prescribed by SEBI from time to time.

Further, the branches of the SCSBs where the Designated Intermediaries could submit the ASBA Form(s) of Bidders (other than UPI Bidders using the UPI Mechanism) is provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.

Details of nodal officers of SCSBs, identified for Bids made through the UPI Mechanism, are available at www.sebi.gov.in.

SCSBs eligible as Issuer Banks for UPI Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43>) respectively, as updated from time to time.

Syndicate SCSB Branches

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

Registered Brokers

The list of the Registered Brokers eligible to accept ASBA Forms from Bidders (other than UPI Bidders), including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx and www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at <https://www.bseindia.com/Static/PublicIssues/RtaDp.aspx> and <https://www.nseindia.com/products-services/initial-public-offerings-asba-procedures>, respectively, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as their name and contact details, is provided on the websites of the Stock Exchanges at <https://www.bseindia.com/Static/PublicIssues/RtaDp.aspx> and <https://www.nseindia.com/products-services/initial-public-offerings-asba-procedures>, respectively, as updated from time to time.

Monitoring Agency

As this Offer is through an offer for sale of Equity Shares, our Company is not required to appoint a monitoring agency for this Offer.

Credit Rating

As this Offer is through an offer for sale of Equity Shares, there is no credit rating for this Offer.

Green Shoe Option

No green shoe option is contemplated under the Offer.

IPO Grading

No credit agency registered with SEBI has been appointed in respect of obtaining grading for this Offer.

Debenture Trustee

As the Offer is through an offer for sale of Equity Shares, the appointment of trustees is not required.

Appraising Entity

As the Offer is through an offer for sale of Equity Shares, our Company will not receive any proceeds from the Offer. Accordingly, no appraising entity has been appointed for the Offer.

Filing

A copy of the Draft Red Herring Prospectus was filed electronically through the SEBI Intermediary Portal at <https://siportal.sebi.gov.in/intermediary/index.html>, in accordance with SEBI circular bearing reference SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 and was emailed to SEBI at cfddil@sebi.gov.in, in accordance with the instructions issued by the SEBI on March 27, 2020, in relation to 'Easing of Operational Procedure - Division of Issues and Listing - CFD'.

A copy of this Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act is being filed with the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 will be filed with the RoC at its office, and through the electronic portal at <http://www.mca.gov.in/mcafoportal/loginvalidateuser.do>

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus and the Bid cum Application Forms. The Price Band and Minimum Bid Lot will be decided by our Company and the Selling Shareholders, in consultation with the BRLMs, and if not disclosed in the Red Herring Prospectus, will be advertised in all editions of the Financial Express, an English language national daily with wide circulation and all editions of Jansatta, a Hindi language national daily with wide circulation (Hindi also being the regional language of New Delhi, where our Registered Office is located), at least 2 Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading on their respective websites. The Offer Price shall be determined by our Company and the Selling Shareholders, in consultation with the BRLMs after the Bid/Offer Closing Date.

All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Offer by providing details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs and Sponsor Bank, as the case may be. The RIBs may participate in the Offer through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by SCSBs; or (b) through the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/Offer Period and withdraw their Bids until the Bid/Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. Allocation to the Anchor Investors will be on a discretionary basis, while allocation to QIBs (other than Anchor Investors) will be on a proportionate basis. For further details, see “*Terms of the Offer*” and “*Offer Procedure*” on pages 280 and 289, respectively.

The Book Building Process and the Bidding process are subject to change from time to time, and the Bidders are advised to make their own judgment about investment through the aforesaid processes prior to submitting a Bid in the Offer.

Bidders should note that the Offer is also subject to obtaining (i) final approval of the RoC after the Prospectus is filed with the RoC; and (ii) final listing and trading approvals from the Stock Exchanges, which our Company shall apply for after Allotment.

Each Bidder, by submitting a Bid in the Offer, will be deemed to have acknowledged the above restrictions and the terms of the Offer.

For further details on the method and procedure for Bidding, see “*Offer Procedure*” on page 289.

Underwriting Agreement

After the determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC, our Company and the Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters and the Selling Shareholders for the Equity Shares proposed to be Offered through the Offer. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein.

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC.

Name, address, telephone number and e-mail address of the Underwriters	Indicated number of Equity Shares to be underwritten	Amount underwritten (in ₹ million)
[●]	[●]	[●]
[●]	[●]	[●]

The above-mentioned amount is indicative and will be finalised after determination of the Offer Price and actual allocation and subject to the provisions of the SEBI ICDR Regulations.

In the opinion of the Board of Directors (based on certificates / representations provided by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The abovementioned Underwriters are registered as merchant bankers with SEBI or stock brokers with Stock Exchanges. Our Board, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment. Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them, in accordance with the Underwriting Agreement. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscribers for or subscribe to the Equity Shares to the extent of the default amount in accordance with the Underwriting Agreement. The Underwriting Agreement has not been executed as on the date of this Red Herring Prospectus and will be executed after determination of the Offer Price and allocation of Equity Shares, but prior to filing the Prospectus with the RoC. The extent of underwriting obligations and the Bids to be underwritten in the Offer shall be as per the Underwriting Agreement.

CAPITAL STRUCTURE

The Equity Share capital of our Company, as of the date of this Red Herring Prospectus is set forth below:

(in ₹, except share data)

Sr. No.	Particulars	Aggregate nominal value	Aggregate value at Offer Price
A	AUTHORIZED SHARE CAPITAL		
	75,000,000 Equity Shares of face value of ₹2 each	150,000,000	-
B	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER		
	52,250,000 Equity Shares of face value of ₹2 each	104,500,000	-
C	PRESENT OFFER		
	Offer for Sale of up to 17,242,368 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million ⁽¹⁾	34,484,736	[●]*
D	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER		
	52,250,000 Equity Shares of face value ₹ 2 each	104,500,000	-
E	SECURITIES PREMIUM ACCOUNT		
	Before the Offer		Nil
	After the Offer		Nil

* To be included upon finalization of the Offer Price.

(1) The Equity Shares being offered by the Selling Shareholders are eligible for being offered for sale pursuant to the Offer for Sale in terms of the SEBI ICDR Regulations. The Selling Shareholders have confirmed and consented to their participation in the Offer for Sale as set forth below.

Name of the Selling Shareholder	Number of Equity Shares offered in the Offer for Sale	Date of consent letter
Mukesh Yadav	6,531,200	August 16, 2022
Dinesh Nagpal	6,531,200	August 16, 2022
Liberatha Peter Kallat	4,179,968	August 16, 2022

For further details, see "Other Regulatory and Statutory Disclosures" on page 267.

Details of changes in our authorised share capital

Set forth below are the details of the changes in the authorised share capital of our Company:

Sr. No.	Date of shareholders resolution	Particulars
1.	April 9, 2008	Incorporated with an authorized share capital of ₹ 500,000 divided into 50,000 Equity Shares of ₹ 10 each.
2.	January 25, 2018	The authorised share capital of our Company was increased from ₹ 500,000 divided into 50,000 Equity Shares of face value of ₹10 each to ₹ 50,000,000 divided into 5,000,000 Equity Shares of face value of ₹ 10 each.
3.	September 10, 2021	Subdivision of each existing Equity Shares of ₹ 10 each into 5 Equity Shares of ₹ 2 each.
4.	September 14, 2021	The authorised share capital of our Company was increased from ₹ 50,000,000 divided into 25,000,000 Equity Shares of face value of ₹ 2 each to ₹ 150,000,000 divided into 75,000,000 Equity Shares of face value of ₹ 2 each.

Notes to the Capital Structure

1. Equity Share capital history of our Company

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

Date of allotment	Number of Equity Shares allotted	Face value (₹)	Issue price per equity share (₹)	Form of consideration	Reasons / Nature for allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (in ₹)
April 24, 2008	10,000	10	10	Cash	Initial Subscription to the Memorandum of Association ⁽¹⁾	10,000	100,000
March 31, 2018	4,740,000	10	-	-	Bonus issue in the ratio 474 Equity Shares for every 1 Equity Share held in our Company ⁽²⁾	4,750,000	47,500,000
September 10, 2021	Our Company sub-divided each Equity Share of a face value of ₹ 10 each to 5 Equity Shares of a face value of ₹ 2 each.					23,750,000	47,500,000
September 25, 2021	28,500,000	2	-	-	Bonus issue in the ratio 1.2 Equity Shares for every 1 Equity Share held in our Company ⁽³⁾	52,250,000	104,500,000

(1) Allotment of 5,000 Equity Shares each to Gulshan Madan and Vijay Ram Sharma.

(2) Allotment of 1,611,600 Equity Shares to Mukesh Yadav, 1,564,200 Equity Shares to Dinesh Nagpal, 1,564,200 Equity Shares to Liberatha Peter Kallat.

(3) Allotment of 9,405,000 Equity Shares to Liberatha Peter Kallat, 9,405,000 Equity Shares to Dinesh Nagpal, 9,690,000 Equity Shares to Mukesh Yadav.

2. Details of shares issued for consideration other than cash or by way of bonus issue or out of revaluation reserves

Except as set forth below we have not issued Equity Shares for consideration other than cash or by way of bonus issue or out of revaluation reserves:

Date of allotment	Number of Equity Shares allotted	Face value (₹)	Issue price per equity share (₹)	Form of consideration	Reasons for allotment	Benefits if any that have accrued to the Company
March 31, 2018	4,740,000	10	-	-	Bonus issue in the ratio of 474 Equity Shares for every 1 Equity Share held in our Company ⁽¹⁾	-
September 25, 2021	28,500,000	2	-	-	Bonus issue in the ratio of 1.2 Equity Shares for every 1 Equity Share held in our Company ⁽²⁾	-

(1) Allotment of 1,611,600 Equity Shares to Mukesh Yadav, 1,564,200 Equity Shares to Dinesh Nagpal, 1,564,200 Equity Shares to Liberatha Peter Kallat.

(2) Allotment of 9,405,000 Equity Shares to Liberatha Peter Kallat, 9,405,000 Equity Shares to Dinesh Nagpal and 9,690,000 Equity Shares to Mukesh Yadav.

- Our Company does not have any preference share capital as of the date of this Red Herring Prospectus.
- Our Company has not revalued its assets since incorporation and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
- Our Company has not allotted any Equity Shares pursuant to any scheme of arrangement approved under Sections 391-394 of the Companies Act, 1956 or Sections 230-234 of the Companies Act, 2013.
- Our Company has not issued any Equity Shares pursuant to an employee stock option scheme till the date of this Red Herring Prospectus. For details in relation to our employee stock option plan see “Capital Structure - Employee Stock Option Plan” on page 77.

7. All transactions in Equity Shares by our Promoters and members of our Promoter group between the date of filing of the Draft Red Herring Prospectus and the date of closing of the Offer shall be reported to the Stock Exchanges within 24 hours of such transactions.
8. Except for the allotment of Equity Shares pursuant to a bonus issue as disclosed in “*Capital Structure - Details of shares issued for consideration other than cash or by way of bonus issue or out of revaluation reserves*” on page 67, our Company has not issued any Equity Shares at a price that may be lower than the Offer Price during a period of 1 year preceding the date of this Red Herring Prospectus.

9. Shareholding Pattern of our Company:

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

Category (I)	Category of Shareholder (II)	No. of Shareholders (III)	No. of fully paid-up Equity Shares held (IV)	No. of partly paid-up Equity Shares held (V)	No. of shares underlying depository receipts (VI)	Total No. of shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of Equity Shares (calculate as per SCRR) (VIII) As a % of (A+B+C2)	No. of Voting Rights held in each class of securities (IX)				No. of Equity Shares underlying outstanding convertible securities (including warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted equity share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	No. of locked-in Equity Shares (XII)		No. of Equity Shares pledged or otherwise encumbered (XIII)		No. of Equity Shares held in dematerialized form (XIV)
								No. of Voting Rights						No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class (Equity Shares)	Class (others)	Total	Total as a % of (A+B+C)							
(A)	Promoter and Promoter Group	6	52,249,900	Nil	Nil	52,249,900	100.00	52,249,900	Nil	52,249,900	100.00	Nil	Nil	Nil	Nil	Nil	Nil	52,249,900
(B)	Public	1	100	Nil	Nil	100	Negligible	100	Nil	100	Negligible	Nil	Nil	Nil	Nil	Nil	Nil	100
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	Nil	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying depository receipts	-	-	-	-	-	-	-	Nil	-	-	-	-	-	-	-	-	-
(C2)	Shares held by employee trusts	-	-	-	-	-	-	-	Nil	-	-	-	-	-	-	-	-	-
	Total (A+B+C)	7	52,250,000	Nil	Nil	52,250,000	100	52,250,000	Nil	52,250,000	100	Nil	Nil	Nil	Nil	Nil	Nil	52,250,000

10. Other details of Shareholding of our Company

As on the date of the filing of this Red Herring Prospectus, our Company has 7 Shareholders.

Set forth below is a list of shareholders holding 1% or more of the paid-up Equity Share capital of our Company, on a fully diluted basis, as on the date of filing of this Red Herring Prospectus.

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of the pre- Offer Equity Share capital (%)
1.	Liberatha Peter Kallat	17,242,400	33.00
2.	Mukesh Yadav	17,764,800	34.00
3.	Dinesh Nagpal	17,242,400	33.00
Total		52,249,600	100.00

Set forth below is a list of shareholders holding 1% or more of the paid-up Equity Share capital of our Company, on a fully diluted basis, as of 10 days prior to the date of filing of this Red Herring Prospectus.

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of the pre- Offer Equity Share capital (%)
1.	Liberatha Peter Kallat	17,242,400	33.00
2.	Mukesh Yadav	17,764,800	34.00
3.	Dinesh Nagpal	17,242,400	33.00
Total		52,249,600	100.00

Set forth below is a list of shareholders holding 1% or more of the paid-up Equity Share capital of our Company, on a fully diluted basis, as of the date 1 year prior to the date of filing of this Red Herring Prospectus:

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of the pre- Offer Equity Share capital (%)
1.	Liberatha Peter Kallat	1,567,500	33.00
2.	Mukesh Yadav	1,615,000	34.00
3.	Dinesh Nagpal	1,567,500	33.00
Total		4,750,000	100.00

Set forth below is a list of shareholders holding 1% or more of the paid-up Equity Share capital of our Company, on a fully diluted basis, as of the date 2 years prior to the date of filing of this Red Herring Prospectus:

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of the pre- Offer Equity Share capital (%)
1.	Liberatha Peter Kallat	1,567,500	33.00
2.	Mukesh Yadav	1,615,000	34.00
3.	Dinesh Nagpal	1,567,500	33.00
Total		4,750,000	100.00

11. Our Company presently does not intend or propose to alter its capital structure for a period of 6 months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of the Equity Shares, or by way of further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for the Equity Shares), whether on a preferential basis, or by way of issue of bonus Equity Shares, or on a rights basis, or by way of further public issue of Equity Shares, or otherwise. However, the foregoing restrictions do not apply to any issuance of Equity Shares, pursuant to the exercise of employee stock options under the ESOP Plan.

12. Details of acquisition of specified securities in the last 3 years

Save and except for below, our Promoters, Promoter Group and Selling Shareholders have not acquired any specified securities in the last 3 years.

Promoters and Selling Shareholders

Sr. No.	Name of the Promoter / Selling Shareholder	Date of Acquisition	Number of Equity Shares acquired	Acquisition price per Equity Share (in ₹)
1.	Liberatha Peter Kallat	September 25, 2021	9,405,000	Nil
2.	Mukesh Yadav	September 25, 2021	9,690,000	Nil
3.	Dinesh Nagpal	September 25, 2021	9,405,000	Nil

Equity Shares allotted pursuant to a bonus issue in the ratio 1.2 Equity Shares for every 1 Equity Share held in our Company.

Promoter Group

Sr. No.	Name of the Promoter Group	Date of Acquisition	Number of Equity Shares acquired	Acquisition price per Equity Share (in ₹)
1.	Indu Nagpal	September 28, 2021	100 ⁽¹⁾	2.00
2.	Dumpala Shivakumar	September 28, 2021	100 ⁽²⁾	2.00
3.	Usha Yadav	September 28, 2021	100 ⁽³⁾	2.00

(1) *Transfer of 100 Equity Shares by Dinesh Nagpal to Indu Nagpal.*

(2) *Transfer of 100 Equity Shares by Liberatha Peter Kallat to Dumpala Shivakumar.*

(3) *Transfer of 100 Equity Shares by Mukesh Yadav to Usha Yadav.*

13. As on the date of this Red Herring Prospectus, save and except for 2,351,250 employee stock options granted under the ESOP Plan, there are no outstanding options, convertible securities, warrants, rights to convert debentures, loans or other instruments convertible, into Equity Shares.

14. Details of Shareholding of our Promoters and members of the Promoter Group in our Company

- a. As on the date of this Red Herring Prospectus, our Promoters hold 52,249,600 constituting approximately 100.00% of the issued, subscribed and paid-up Equity Share capital of our Company, as set forth below:

Sr. No.	Name of the Promoter	Pre-Offer No. of Equity Shares	Percentage of the pre-Offer equity share capital (%)	Post-Offer No. of Equity Shares*	Percentage of the post-Offer equity share capital (%)*
1.	Liberatha Peter Kallat	17,242,400	33.00	13,062,432	25.00
2.	Mukesh Yadav	17,764,800	34.00	11,233,600	21.50
3.	Dinesh Nagpal	17,242,400	33.00	10,711,200	20.50
Total		52,249,600	100.00	35,007,232	67.00

**Assuming sale of all Offered Shares in the Offer.*

Build-up of the Promoters' shareholding in our Company

The build-up of the equity shareholding of our Promoters since incorporation of our Company is set forth in the table below:

(i) **Liberatha Peter Kallat**

Nature of transaction	Date of allotment / acquisition/ transfer and made fully paid up	No. of Equity Shares	Face value per Equity Share (₹)	Issue / acquisition/ transfer price per Equity Share (₹)	Form of consideration	Percentage of the pre Offer capital (%)	Percentage of the post Offer capital (%)
Transfer from Gulshan Madan	January 15, 2014	3,300	10	200	Cash	0.03	0.03
Bonus issue in the ratio 474 Equity Shares for every 1 Equity Share held in Our Company	March 31, 2018	1,564,200	10	-	-	14.97	14.97
Pursuant to a resolution passed by our Shareholders on September 10, 2021, our Company sub-divided the face value of Equity Shares from ₹ 10 each to ₹ 2 each. Therefore, the cumulative number of Equity Shares held by Liberatha Peter Kallat pursuant to sub-division were 7,837,500 Equity Shares of face value ₹ 2 each.							
Bonus issue in the ratio 1.2 Equity Shares for every 1 Equity Share held in Our Company	September 25, 2021	9,405,000	2	-	-	18.00	18.00
Transfer to Dumpala Shivakumar	September 28, 2021	(100)	2	2	Cash	(Negligible)	(Negligible)
Total shareholding		17,242,400				33.00	33.00

(ii) **Mukesh Yadav**

Nature of transaction	Date of allotment / acquisition/ transfer and made fully paid up	No. of Equity Shares	Face value per Equity Share (₹)	Issue / acquisition/ transfer price per Equity Share (₹)	Form of consideration	Percentage of the pre Offer capital (%)	Percentage of the post Offer capital (%)
Transfer from Vijay Ram Sharma	August 10, 2011	1,700	10	10	Cash	0.02	0.02
Transfer from Gulshan Madan	January 15, 2014	1,700	10	200	Cash	0.02	0.02
Bonus issue in the ratio 474 Equity Shares for every 1 Equity Share held in Our Company	March 31, 2018	1,611,600	10	-	-	15.42	15.42
Pursuant to a resolution passed by our Shareholders on September 10, 2021, our Company sub-divided the face value of Equity Shares from ₹ 10 each to ₹ 2 each. Therefore, the cumulative number of Equity Shares held by Mukesh Yadav pursuant to sub-division is 8,075,000 Equity Shares of face value ₹ 2 each.							
Bonus issue in the ratio 1.2 Equity Shares for every 1 Equity Share held in Our Company	September 25, 2021	9,690,000	2	-	-	18.54	18.54
Transfer to Usha Yadav	September 28, 2021	(100)	2	2	Cash	(Negligible)	(Negligible)
Transfer to Vaibhav Yadav	September 28, 2021	(100)	2	2	Cash	(Negligible)	(Negligible)
Total shareholding		17,764,800				34.00	34.00

(iii) **Dinesh Nagpal**

Nature of transaction	Date of allotment / acquisition/ transfer and made fully paid up	No. of Equity Shares	Face value per Equity Share (₹)	Issue / acquisition/ Transfer price per Equity Share (₹)	Form of consideration	Percentage of the pre Offer capital (%)	Percentage of the post Offer capital (%)
Transfer from Vijay Ram Sharma	August 10, 2011	3,300	10	10	Cash	0.03	0.03
Bonus issue in the ratio 474 Equity Shares for every 1 Equity Share held in Our Company	March 31, 2018	1,564,200	10	-	-	14.97	14.97
Pursuant to a resolution passed by our Shareholders on September 10, 2021, our Company sub-divided the face value of Equity Shares from ₹ 10 each to ₹ 2 each. Therefore, the cumulative number of Equity Shares held by Dinesh Nagpal pursuant to sub-division were 7,837,500 Equity Shares of face value ₹ 2 each.							
Bonus issue in the ratio 1.2 Equity Shares for every 1 Equity Share held in Our Company	September 25, 2021	9,405,000	2	-	-	18.00	18.00
Transfer to Indu Nagpal	September 28, 2021	(100)	2	2	Cash	(Negligible)	(Negligible)
Total shareholding		17,242,400				33.00	33.00

- b. All the Equity Shares held by our Promoter were fully paid-up on the respective dates of acquisition of such Equity Shares.
- c. All Equity Shares held by our Promoters are in dematerialized form as on the date of this Red Herring Prospectus.
- d. None of the Equity Shares held by our Promoters or Promoter Group are pledged or otherwise encumbered as on the date of this Red Herring Prospectus.

e. Except as set forth below, no member of the Promoter Group holds Equity Shares in our Company:

Sr. No.	Name of the member of the Promoter Group	No. of Equity Shares	Percentage of the pre-Offer Equity Share capital (%)	Percentage of the post-Offer Equity Share capital (%)
1.	Indu Nagpal	100	Negligible	Negligible
2.	Dumpala Shivakumar	100	Negligible	Negligible
3.	Usha Yadav	100	Negligible	Negligible
Total		300	Negligible	Negligible

f. Except as disclosed above in the “*Capital Structure - Build-up of the shareholding of our Promoters in our Company*” on page 71, none of our Promoters or the members of the Promoter Group or their relatives have purchased or sold any securities of our Company during the period of 6 months immediately preceding the date of this Red Herring Prospectus. Except as disclosed above in the “*Capital Structure - Build-up of the shareholding of our Promoters in our Company*” on page 71, none of our Directors or their relatives have purchased or sold any securities of our Company during the period of 6 months immediately preceding the date of this Red Herring Prospectus.

g. 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 6 months immediately preceding the date of this Red Herring Prospectus.

15. Details of Promoters’ contribution and lock-in

- Pursuant to Regulation 14 and Regulation 16 SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by the Promoters is required to be locked-in for a period of 18 months as minimum promoter’s contribution from the date of Allotment (**Promoters’ Contribution**) in the Offer and our Promoters’ shareholding in excess of 20% is required be locked-in for a period of 6 months from the date of Allotment.
- Our Promoters have consented to lock-in for a period of 18 months from the date of Allotment, the entire post-Offer Equity Share capital of our Company held by them. Our Promoters have agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner, the Promoter’s Contribution from the date of filing this Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted in accordance with the SEBI ICDR Regulations.
- The number of Equity Shares held by our Promoters and Selling Shareholders, Liberatha Peter Kallat, Mukesh Yadav and Dinesh Nagpal and the number of Equity Shares which will be offered by each of the Promoters and Selling Shareholders in the Offer for the Offer for Sale is set out below:

Sr. No.	Name of the Promoter / Selling Shareholder	Number of existing Equity Shares held (A)	Percentage of total pre-Offer Equity Share Capital (%)	Maximum Number of Offered Shares (B)	Residual Equity Shares (C=A-B)*	Percentage of total post-Offer Equity Share Capital (%)*
1.	Liberatha Peter Kallat	17,242,400	33.00	4,179,968	13,062,432	25.00
2.	Mukesh Yadav	17,764,800	34.00	6,531,200	11,233,600	21.50
3.	Dinesh Nagpal	17,242,400	33.00	6,531,200	10,711,200	20.50
	Total	52,249,600	100.00	17,242,368	35,007,232	67.00

*Assuming sale of all Offered Shares in the Offer.

- The Equity Shares being offered by the Selling Shareholders is in compliance with Regulations 8 and 8A of the SEBI ICDR Regulations.
- The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Promoters’ Contribution under Regulation 15 of the SEBI ICDR Regulations. In this regard, we confirm that:

- i. the Equity Shares offered as part of the Promoters' Contribution do not comprise Equity Shares acquired during the immediately 3 preceding years:
 - for consideration other than cash involving revaluation of assets or capitalisation of intangible assets; or
 - resulting from a bonus issue out of revaluation reserves or unrealised profits, or against Equity Shares that are otherwise ineligible for computation of Promoters' Contribution;
- ii. The Promoters' Contribution does not include Equity Shares acquired during the immediately preceding 1 year at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;
- iii. Our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership firm, and, consequently, the Promoters' Contribution does not include Equity Shares issued pursuant to conversion of partnership firm or a limited liability partnership firm; and
- iv. The Equity Shares held by our Promoters and offered as part of the Promoters' Contribution are not subject to any pledge.

16. Equity Shares locked-in for 6 months

The entire pre-Offer Equity Share capital held by persons other than Promoters and any other categories of shareholders exempted under Regulation 17 of the SEBI ICDR Regulations, will be locked-in for a period of 6 months from the date of Allotment.

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

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

18. Recording on non-transferability of Equity Shares locked-in

In accordance with Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

19. Other requirements in respect of lock-in

Pursuant to Regulation 21 of the SEBI ICDR Regulations, Equity Shares held by our Promoter and locked-in, as mentioned above, may be pledged as collateral security for a loan with a scheduled commercial bank, a public financial institution, Systemically Important Non-Banking Financial Company or a deposit accepting housing finance company, subject to the following:

- a. With respect to the Equity Shares locked-in as Promoter's Contribution for 18 months from the date of Allotment, the loan must have been granted to our Company for the purpose of financing one or more of the objects of the Offer, which is not applicable in the context of this Offer.
- b. With respect to the Equity Shares other than the above which are locked-in, such pledge of the Equity Shares must be one of the terms of the sanction of the loan.

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

In accordance with Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoter and locked-in, may be transferred to any member of our Promoter Group or a new promoter, subject to continuation of lock-in applicable with the transferee for the remaining period and compliance with provisions of the SEBI Takeover Regulations.

Further, in terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by persons other than our Promoters prior to the Offer and locked-in for a period of 6 months, may be transferred to any other person holding Equity Shares which are locked-in along with the Equity Shares proposed to be transferred, subject to the continuation of the lock-in with the transferee and compliance with the provisions of the SEBI Takeover Regulations.

20. Employee Stock Option Plan

Our Company has formulated an employee stock option plan namely Dreamfolks Employee Stock Option Plan 2021 (**ESOP Plan**) pursuant to a resolution passed by the Shareholders on September 29, 2021, with a maximum options pool of 52,25,000 options.

The maximum number of Equity Shares that may be issued pursuant to the exercise of options granted to participants under the ESOP Plan shall not exceed 52,25,000 (subject to adjustments for corporate actions such as bonus issue or subdivision of equity shares). Upon exercise and payment of the exercise price, the option holder will be entitled to be allotted 1 Equity Share per employee stock option. The maximum number of options granted per employee under the ESOP Plan cannot exceed 52,25,000 options. The ESOP Plan has been framed in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The details of the ESOP Plan as certified by S. S. Kothari Mehta & Company, Chartered Accountants through a certificate dated August 16, 2022 are as follows:

Particulars	Details
Options Granted	2,351,250
Options vested (including exercised)	Nil
Options exercised	Nil
Exercise price of options (in ₹)	96.46
Options vested and not exercised	Nil
The total number of Equity Shares arising as a result of exercise of options	Nil
Options forfeited or lapsed	Nil
Vesting Period (from the date of grant)	33% in Year 1 33% in Year 2 34% in Year 3
Variation of terms of options	Nil
Money realized by exercise of options	Nil
Total number of options in force	Nil
Employee-wise detail of options granted to:	
a) Key Managerial Personnel	Giya Diwaan - 1,306,250 Balaji Srinivasan - 1,045,000
b) Any other employee who received a grant in any 1 year of options amounting to 5% or more of the options granted during the year	Nil
c) Identified employees who were granted options during any 1 year equal to/exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant	Giya Diwaan - 1,306,250 Balaji Srinivasan - 1,045,000
Fully diluted EPS pursuant to issue of Equity Shares on exercise of options in accordance with the relevant accounting standard on EPS	₹ 2.98 per share for Fiscal 2022
Difference between employee compensation cost calculated using the intrinsic value of stock options and the employee compensation cost that shall have been	Not applicable, since our Company has calculated employee compensation cost using the fair value of

Particulars	Details																
finalized if our Company had used fair value of options and impact of this difference on profits and EPS of our Company for the last 3 fiscals	the stock options (based on Black Scholes valuation model)																
Description of the pricing formula and the method and significant assumptions used during the year to estimate the fair values of options, including weighted average information, namely, risk free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option	<p>The fair value of the share options is estimated at the grant date using the Black-Scholes option pricing model, taking into account the terms and conditions upon which the share options were granted. Inputs to the valuation were as follows:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>March 31, 2022</th> </tr> </thead> <tbody> <tr> <td>Dividend Yield (%)</td> <td>0%</td> </tr> <tr> <td>Volatility (%)</td> <td>18.37%-22.30%</td> </tr> <tr> <td>Risk-free interest rate (%)</td> <td>4.17%-5.11%</td> </tr> <tr> <td>Average expected life of options (years)</td> <td>1.5 years - 3.5 years</td> </tr> <tr> <td>Date of grant</td> <td>September 29, 2021</td> </tr> <tr> <td>Model used</td> <td>Black Scholes Model</td> </tr> <tr> <td>Exercise price (in ₹)</td> <td>₹ 96.46 per share</td> </tr> </tbody> </table>	Particulars	March 31, 2022	Dividend Yield (%)	0%	Volatility (%)	18.37%-22.30%	Risk-free interest rate (%)	4.17%-5.11%	Average expected life of options (years)	1.5 years - 3.5 years	Date of grant	September 29, 2021	Model used	Black Scholes Model	Exercise price (in ₹)	₹ 96.46 per share
Particulars	March 31, 2022																
Dividend Yield (%)	0%																
Volatility (%)	18.37%-22.30%																
Risk-free interest rate (%)	4.17%-5.11%																
Average expected life of options (years)	1.5 years - 3.5 years																
Date of grant	September 29, 2021																
Model used	Black Scholes Model																
Exercise price (in ₹)	₹ 96.46 per share																
Impact on profits and EPS of the last 3 years if our Company had followed the accounting policies specified in Regulation 15 of the ESOP Regulations in respect of options granted in the last 3 years	Our Company is already following the accounting policies specified in Regulation 15 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 i.e. as per the applicable Indian Accounting Standards																
Intention of key managerial personnel and whole-time directors who are holders of Equity Shares allotted on exercise of options to sell their shares within 3 months after the listing of Equity Shares pursuant to the Offer	Based on the representations received from key managerial personnel and whole-time directors, they do not intend to sell their Equity Shares (allotted on exercise of options, if any) within 3 months after the listing of Equity Shares pursuant to the Offer.																
Intention to sell Equity Shares arising out of the ESOP Plan or allotted under an ESOP Plan within 3 months after the listing of Equity Shares by directors, senior managerial personnel and employees having Equity Shares arising out of the ESOP scheme, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)	Based on the representations received from directors, senior managerial personnel and employees who could potentially have (as no options have been vested and exercised as yet) Equity Shares arising out of the ESOP Plan, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions), they do not intend to sell their Equity shares (allotted on exercise of options, if any) within 3 months after the listing of Equity Shares pursuant to the Offer.																

21. Our Company, our Directors and the BRLMs have no existing buyback arrangements and or any other similar arrangements for the purchase of Equity Shares being offered through the Offer.
22. All Equity Shares transferred pursuant to the Offer 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 Red Herring Prospectus.
23. As on the date of this Red Herring Prospectus, the BRLMs and its associates (as defined in the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The BRLMs and its affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.
24. None of the members of our Promoter Group will participate in the Offer.

25. Neither the (i) BRLMs or any associate of the BRLMs (other than mutual funds sponsored entities which are associates of the BRLMs or insurance companies promoted by entities which are associates of the BRLMs or AIFs sponsored by the entities which are associates of the BRLMs or FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associates of the BRLMs); nor (ii) any person related to the Promoter or Promoter Group can apply under the Anchor Investor Portion.
26. There will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner until the Equity Shares are listed on the Stock Exchanges. However, the foregoing restrictions do not apply to any issuance of Equity Shares, pursuant to the exercise of employee stock options under the ESOP Plan.
27. Our Company will ensure that there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
28. No person connected with the Offer shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or otherwise, to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.

SECTION IV: PARTICULARS OF THE OFFER

OBJECTS OF THE OFFER

The objects of the Offer are to carry out the Offer for Sale of up to 17,242,368 Equity Shares by the Selling Shareholders with the benefits of listing the Equity Shares on the Stock Exchanges. Further, our Company expects that the listing of the Equity Shares will enhance our visibility and brand image and provide liquidity to our Shareholders and will also provide a public market for our Equity Shares in India.

Utilisation of the Offer Proceeds by Selling Shareholders

Our Company will not directly receive any proceeds from the Offer (**Offer Proceeds**) and the entire Offer Proceeds, after deducting the Offer related expenses and the relevant taxes thereon, will be received by the Selling Shareholders, in proportion to the Offered Shares sold by the respective Selling Shareholders as part of the Offer. For details of the Offered Shares by each Selling Shareholder, see “*The Offer*” on page 49.

Offer related expenses

The total Offer related expenses are estimated to be approximately ₹ [●] million. The Offer related expenses consist of listing fees, underwriting fee, selling commission and brokerage, fees payable to the BRLMs, legal counsel, Registrar to the Offer, Bankers to the Offer, processing fee to the SCSBs for processing ASBA Forms submitted by ASBA Bidders procured by the Syndicate and submitted to SCSBs, brokerage and selling commission payable to Registered Brokers, SCSBs, RTAs and CDPs, fees payable to the Sponsor Bank for Bids made by UPI Bidders, printing and stationery expenses, advertising and marketing expenses and all other incidental expenses for listing the Equity Shares on the Stock Exchanges. Other than listing fees, which will be paid by our Company, all costs, fees, and expenses directly attributable to the Offer shall be borne by the Selling Shareholders, on a *pro rata* basis in proportion to the respective Offered Shares. Upon the successful completion of the Offer, the Selling Shareholders will receive the entire Offer Proceeds, after deducting the Offer related expenses and the relevant taxes thereon, in proportion to the Offered Shares sold by the respective Selling Shareholders as part of the Offer.

The breakup of the estimated Offer expenses is set forth below:

Activity	Estimated expenses (₹ in million)*	As a % of total estimated Offer related expenses	As a % of the total Offer size
Fees payable to the BRLMs (including brokerage, underwriting and selling commission)	[●]	[●]	[●]
Selling commission, processing fees and bidding charges for the members of the Syndicate, Registered Brokers, SCSBs, RTAs and CDPs	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Printing and stationery expenses	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Others:	[●]	[●]	[●]
a. Listing fees, SEBI filing fees, book building software fees, and other regulatory expenses including expenses towards Stock Exchanges;			
b. Fees payable to legal counsel; and			
c. Miscellaneous.			
Total estimated Offer expenses	[●]	[●]	[●]

* The Offer expenses will be incorporated in the Prospectus on finalization of Offer Price.

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

Portion for RIBs	0.35% of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders	0.20% of the Amount Allotted* (plus applicable taxes)

* Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.

Selling Commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE or NSE.

No processing fees shall be payable by our Company and the Selling Shareholders to the SCSBs on the applications directly procured by them.

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

Portion for RIB and Non-Institutional Bidders	₹ 10 per valid application (plus applicable taxes)
---	--

Selling commission on the portion for RIBs (up to ₹ 200,000) using the UPI mechanism, Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the brokers which are members of Syndicate (including their Sub-Syndicate Members) would be as follows:

Portion for RIBs	0.35% of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders	0.20% of the Amount Allotted* (plus applicable taxes)

*Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.

The Selling Commission payable to the Syndicate / Sub-Syndicate Members will be determined on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate / Sub-Syndicate Member.

Uploading Charges payable to members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the applications made by RIBs using 3-in-1 accounts and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking or using 3-in-1 accounts, would be as follows: ₹ 10 plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), RTAs and CDPs.

The selling commission and bidding charges payable to Registered Brokers the RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE or NSE.

Selling commission/ uploading charges payable to the Registered Brokers on the portion for RIBs (up to ₹ 200,000) procured through UPI Mechanism and Non Institutional Bidders which are directly procured by the Registered Broker and submitted to SCSB for processing, would be as follows:

Portion for RIBs*	₹ 10 per valid application (plus applicable taxes)
Portion for Non-Institutional Bidders*	₹ 10 per valid application (plus applicable taxes)

* Based on valid applications

Uploading charges/ Processing fees for applications made by RIBs (up to ₹ 200,000) and Non-Institutional Bidders (for an amount more than ₹ 200,000 and upto ₹ 500,000) using the UPI Mechanism would be as under:

<i>Members of the Syndicate / RTAs / CDPs (uploading charges)</i>	<i>₹ 30 per valid application (plus applicable taxes)</i>
---	---

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

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

Monitoring utilization of funds

As the Offer is through an offer for sale of Equity Shares, our Company will not receive any proceeds from the Offer. Accordingly, no monitoring agency will be appointed for the Offer.

Appraising Entity

As the Offer is through an offer for sale of Equity Shares, our Company will not receive any proceeds from the Offer. Accordingly, no appraising entity has been appointed for the Offer.

Other confirmations

Our Promoters who are the Selling Shareholders will receive the entire Net Proceeds from the Offer for Sale. None of our Directors (other than Promoters), KMPs, Promoter Group or Group Companies will receive any portion of the Offer Proceeds.

BASIS FOR THE OFFER PRICE

The Offer Price will be determined by our Company and Selling Shareholders, in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 2 each and the Offer Price is [●] times the Floor Price and [●] times the Cap Price of the Price Band. Investors should also see “Risk Factors”, “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, “Restated Consolidated Financial Statements” and “Summary Financial Information” on pages 26, 130, 247, 189 and 51 respectively.

Qualitative Factors

We believe the following business strengths allow us to successfully compete in the industry:

- Dominant player in the airport lounge aggregation industry in India with strong tailwinds;
- Entrenched relationships with marquee Clients including global card network providers in India and prominent Indian and global banks and corporates;
- Strong business moat due to flywheel effect led by Clients and Operators network;
- Ability to capitalize on growing Consumer base with no associated costs of direct Consumer acquisition;
- Asset and human resource light business model with a strong track record of delivering consistent growth;
- Proprietary technology platform that ensures scalability; and
- Experienced promoters and management team with strong domain expertise

For further details, see “Our Business –Strengths” on page 135.

Quantitative Factors

Some of the information presented below relating to our Company is based on the Restated Consolidated Financial Statements prepared in accordance with the SEBI ICDR Regulations. For details, see “Restated Consolidated Financial Statements” on page 189.

Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

1. Basic and Diluted Earnings Per Share (‘EPS’)

As per our Restated Consolidated Financial Statements:

Particulars	Basic EPS (₹)	Diluted EPS (₹)	Weight
Fiscal 2020	6.06	6.06	3
Fiscal 2021	(0.28)	(0.28)	1
Fiscal 2022	3.11	2.98	2
Weighted average	4.02	3.98	-

Notes:

1) EPS has been calculated in accordance with the Indian Accounting Standard 33 – ‘Earnings per share’ notified under the Companies (Indian Accounting Standards) Rules, 2015.

2) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/total of weights.

3) Basic Earnings per share (₹) = Net profit/ (loss) after tax, as restated attributable to equity shareholders divided by weighted average number of Equity Shares outstanding during the year.

4) Diluted Earnings per share (₹) = Net profit/ (loss) after tax, as restated attributable to equity shareholders divided by weighted average number of diluted Equity Shares outstanding during the year.

2. Price Earning Ratio (P/E) in relation to Offer Price of ₹ [●] per Equity Share:

Particulars	P/E at lower end of the Price Band	P/E at higher end of the Price Band
Basic EPS as per the Restated Consolidated Financial Statements for Fiscal 2022	[●]	[●]
Diluted EPS as per the Restated Consolidated Financial Statements for Fiscal 2022	[●]	[●]

3. Industry P/E ratio

Our company operates in an industry which is in its nascent stages. Therefore, there are limited numbers of operators in this industry and there are no listed peer companies.

4. Average Return on Net Worth (RoNW):

As per our Restated Consolidated Financial Statements:

Particulars	RoNW (%)	Weight
Fiscal 2020	48.36	3
Fiscal 2021	(2.25)	1
Fiscal 2022	19.78	2
Weighted average	30.40	-

Notes:

- 1) Return on Net Worth (%) = Net Profit after tax, for the year divided by Net worth as at the end of the year.
- 2) "Net Worth" means the aggregate value of the paid-up share capital of our Company and all reserves created out of profits and securities premium account, as per the statement of assets and liabilities of our Company in the Restated Consolidated Financial Statements.
- 3) The weighted average is a product of RoNW and respective assigned weight dividing the resultant by total aggregate weight.

5. Net Asset Value (NAV) per Equity Share of face value of ₹ 2 each

Net Asset Value per Equity Share	₹
As on March 31, 2022	15.73
After the Offer	[●]
At the Floor Price	[●]
At the Cap Price	[●]
At the Offer Price	[●]

Notes:

- 1) Offer Price per Equity Share will be determined on conclusion of the Book Building Process.
- 2) Net Asset Value per share = Net Worth at the end of the year divided by weighted average number of Equity Shares. Weighted average number of Equity Shares represents the shares used for computing Basic EPS/LPS.
- 3) "Net Worth" means the aggregate value of the paid-up share capital of our Company and all reserves created out of profits and securities premium account, as per the statement of assets and liabilities of our Company in the Restated Consolidated Financial Statements.

6. Key Performance Indicators

(in ₹ million)

Particulars	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020
Number of Pax (in million)	3.53	1.38	4.88
Average revenue per passenger (₹)	800.28	765.46	752.14
Gross profit margin @	16.01%	17.13%	18.39%
Net profit margin \$	5.75%	(1.37%)	8.63%
Average Gross profit per passenger (₹)*	128.14	131.10	138.28
EBITDA** (₹ in million)	240.36	20.98	458.50
EBITDA Margin %***	8.46%	1.94%	12.47%
ROCE (%)#	23.99%	0.74%	63.46%
ROE (%)##	19.78%	(2.25%)	48.36%
Cash generated from operating activities (₹ in million)	(121.36)	62.55	224.38

*Gross profit is the revenue from operations of our Company after deducting cost of services. Gross profit per passenger = Gross profit / Number of Pax.

**Sum of profit before tax, depreciation and amortization and finance cost

***EBITDA / Total Income

#EBITDA / Capital employed i.e. Shareholders equity plus non current liabilities

##PAT / Shareholder's equity

@Gross profit/ Revenue from Operations

\$ PAT/ Revenue from Operations

As certified by S.S. Kothari Mehta & Company, Chartered Accountants through a certificate dated August 16, 2022.

Our Company operates in an industry which has no listed peers. Therefore, there are no directly comparable metrics to evaluate our Company. The aforementioned key performance indicators help in measuring the performance of our Company including with respect to its cash generating capacity, profitability, and the efficiency with which the capital is employed. Further, these key performance indicators are historically used by our management to analyze, track the operational and/or financial performance of our Company.

7. Comparison of accounting ratios with listed industry peers

There are no listed peer companies in India.

8. The Offer Price will be [●] times of the face value of the Equity Shares

The Offer Price of ₹ [●] has been determined by our Company and Selling Shareholders, in consultation with the BRLMs, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters on page 83. The trading price of the Equity Shares could decline due to the factors mentioned in “Risk Factors” or any other factors that may arise in the future and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

Date: August 16, 2022

To

The Board of Directors
Dreamfolks Services Limited
#501, Tower-2, Fifth Floor
Worldmark, Sector-65, Gurugram
Haryana, India – 122018

Equirus Capital Private Limited
12th Floor, C Wing, Marathon Futurex
N M Joshi Marg, Lower Parel
Mumbai - 400 013, Maharashtra, India

Motilal Oswal Investment Advisors Limited
Motilal Oswal Tower
Rahimtullah Sayani Road
Opposite Parel ST Depot
Prabhadevi, Mumbai – 400 025
Maharashtra, India

(Equirus Capital Private Limited and Motilal Oswal Investment Advisors Limited are hereinafter individually referred to as “**Book Running Lead Manager**” and collectively as the “**Book Running Lead Managers**”)

Sub: Proposed initial public offering (the “Offer”) of equity shares of face value of Rs. 2 each (the “Equity Shares”) of Dreamfolks Services Limited (Formerly known as the Dreamfolks Services Private Limited (the “Company”).

Dear Sirs,

We, S.S. Kothari Mehta & Company, Chartered Accountants, the Statutory Auditors of the Company, hereby report that the enclosed statement is in connection with (i) the special tax benefits available to (i) the Company and, (ii) to the shareholders of the Company, under applicable tax laws presently in force in India including the Income Act, 1961 (**Act**), the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017 and the applicable states’ Goods and Services Tax Act, the Finance Act, 2021, the Foreign Trade Policy and Handbook of Procedures, Customs Act, 1962, State Industrial Incentive Policies and rules made under any of the aforementioned legislations. The Company does not have material subsidiary.

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant statutory provisions. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions, which is based on business imperatives the Company faces in the future, the Company may or may not choose, or be able, to fulfil.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to the Company. Further, the benefits discussed in the enclosed statement are neither exhaustive nor conclusive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer. We are

neither suggesting nor are we advising the investors to invest or not to invest money based on this statement. We do not express any opinion or provide any assurance as to whether:

1. The Company or its shareholders will continue to obtain these benefits in the future; or
2. The conditions prescribed for availing of the benefits have been/would be met with.

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

We undertake to update you of any change in the above-mentioned disclosures until the Equity Shares allotted, pursuant to the Offer, are listed and commence trading on the Stock Exchanges. In the absence of any such communication from us, the above information should be considered as an updated information until the Equity Shares commence trading on the Stock Exchanges, pursuant to the Offer.

This certificate is for information and for inclusion, in part or in full, in, the red herring prospectus and the prospectus to be filed in relation to the Offer (**“collectively the “Offer Documents”**) or any other Offer-related material, and may be relied upon by the Company, the Book Running Lead Managers and the legal advisors to the Offer. We hereby consent to the submission and disclosure of this certificate as may be necessary to the SEBI, the ROC, the Stock Exchanges and any other regulatory or judicial authorities and, or, for any other litigation purposes and, or, for the records to be maintained by the Book Running Lead Managers, in accordance with applicable law.

All capitalized terms not defined herein bear the meaning ascribed to them in the Offer Documents.

Yours sincerely,

For S.S. Kothari Mehta & Company
Chartered Accountants
FRN: 000756N

Sunil Wahal
Partner
Mem No: 087294
UDIN: 22087294APAOUK3304

Place: New Delhi

CC:

Domestic Legal Counsel to the Book Running Lead Managers

DSK Legal
1203-BA, One World Centre, Tower 2B
Floor 12B, 841, Senapati Bapat Marg
Elphinstone Road, Mumbai 400 013
Maharashtra, India

Domestic Legal Counsel to the Company

Bharucha and Partners
13th Floor, Free Press House
Free Press Journal Marg
Nariman Point, Mumbai 400 021
Maharashtra, India

STATEMENT OF SPECIAL TAX BENEFITS

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND TO ITS SHAREHOLDERS UNDER THE DIRECT AND INDIRECT TAX LAWS IN INDIA.

I. SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY UNDER DIRECT TAXATION

Outlined below are the special tax benefits available to **Dreamfolks Services Limited** (the “**Company**”) and its Shareholders under the Income-tax Act, 1961 (the “**Act**”) as amended by the Finance Act, 2021 applicable for Financial Year 2021-22 relevant to the Assessment Year 2022-23.

- **Lower corporate tax rate under section 115BAA**

Section 115BAA has been inserted in the Act w.e.f. FY 2019-20. It gives an option to domestic company to be governed by this section from a particular assessment year. If a company opts for section 115BAA of the Act, the company can pay corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and education cess of 4%). However once opted for reduced rate of taxation under the said section, it cannot be subsequently withdrawn.

Section 115BAA further provides that domestic companies availing the option will not be required to pay Minimum Alternate Tax (MAT) on their ‘book profits’ under section 115JB of the Act. However, such a company will no longer be eligible to avail any specified exemptions / incentives under the Act and will also need to comply with the other conditions specified in section 115BAA. Also, if a company opts for section 115BAA, the tax credit (under section 115JAA), if any, which it is entitled to on account of MAT paid in earlier years, will no longer be available.

Further, it shall not be allowed to claim set-off of any brought forward losses arising to it on account of additional depreciation and other specified incentives.

The Company has already evaluated and opted for the lower corporate tax rate of 25.168% (prescribed under section 115BAA of the Act) with effect from AY 2020-21.

Special direct tax benefits available to the Shareholders

There are no special direct tax benefits available to the shareholders

II. TAX BENEFITS AVAILABLE TO THE COMPANY UNDER INDIRECT TAXES

At present, the Company is declaring its income under various categories like Lounge Service and other services. Basis these incomes, Special tax benefits available to **Dreamfolks Services Limited** under the Indirect Tax Regulations:

1. Benefits under the Central Goods and Services Act, 2017, respective State Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017 (read with relevant Rules prescribed thereunder)

Under the GST regime, all supplies of goods and services which qualify as export of goods or services are zero-rated, that is, these transactions attract a GST rate of zero per cent. There are two mechanisms for claiming refund of accumulated input tax credit (ITC) against export. Either person can export under Bond/ Letter of Undertaking (LUT) as zero-rated supply and claim refund of accumulated Input Tax Credit or person may export on payment of integrated Goods and Services Tax and claim refund thereof as per the provisions of Section 54 of Central Goods and Services Tax Act, 2017.

Thus, the GST law allows the flexibility to the exporter (which will include the supplier making supplies to SEZ) to claim refund upfront as integrated tax (by making supplies on payment of tax using ITC) or export without payment

of tax by executing a Bond/LUT and claim refund of related ITC of taxes paid on inputs and input services used in making zero rated supplies.

Special indirect tax benefits available to the Shareholders

No special benefits are available to the Shareholders under the various law related to Indirect taxes like The Central Goods and Services Tax Act, 2017, The Integrated Goods and Services Tax Act, 2017 and the applicable States' Goods and Services Tax Acts, The Finance Act, 2022, The Foreign Trade Policy and Handbook of Procedures, Customs Act, 1962, State Industrial Incentive Policies

Notes:

1. There are no other special direct and indirect tax benefits that are available to the Company presently.
2. The above Statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.
3. For direct tax benefits, this Annexure sets out only the special tax benefits available to the Company and the shareholders under the current Income-tax Act, 1961 i.e. the Act as amended by the Finance Act, 2022 applicable for the Financial Year 2022-23 relevant to the Assessment Year 2023-24, presently in force in India.
4. This Annexure is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax arising out of their participation in the Offer.
5. Our views expressed in this statement are based on the facts and assumptions as indicated in the statement. No assurance is provided that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

SECTION V: ABOUT THE COMPANY

INDUSTRY OVERVIEW

Unless otherwise indicated, the industry and market data used in this section has been derived from a report titled 'Indian Airport Lounge Aggregators Market' dated July 15, 2022, by Frost & Sullivan (India) Private Limited (**F&S Report**), prepared and issued by F&S, appointed by us pursuant to engagement letters dated September 14, 2021, and June 10, 2022 exclusively commissioned and paid for by us in connection with the Offer. Unless otherwise indicated, all industry and other related information derived from the F&S Report and included herein with respect to any particular year refers to such information for the relevant calendar year. F&S was appointed by our Company and is not connected to our Company, our Directors, and our Promoters. A copy of the F&S Report is available on the website of our Company at www.dreamfolks.in/img/doc/industry-report-frost-sullivan.pdf. The data presented in this section may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts, and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The investors should not construe any of the contents set out in this section as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.

GLOBAL MACRO-ECONOMIC OUTLOOK

Ongoing global recovery from COVID19, which varied across the globe was further tempered subdued due to the Russia-Ukraine war and its expected impact on global economies. The world economy registered a growth of 6.1% in CY 2021 and an expected growth of 3.6% in CY 2022. Beyond 2022, growth is expected to moderate to 3.43% in the near term. The rebound in Indian economy is forecasted to be much higher at around 8.2% in FY 2022.

Global Economic Scenario

The global economy grew at 6.1% in CY 2021¹ and is expected to grow by 3.6% in CY 2022 as per the World Economic Outlook (WEO) released by International Monetary Fund (IMF) published in April 2022.

As compared to the WEO published in April 2022², the world economic growth has been revised downwards by 2.32% for CY 2022. The upwards revision by 1.93% for CY 2022 for advanced economies is an outcome of growth outlook, balanced by upward revision of 2.58% in Emerging Markets and Developing economies (EMDEs). The comparison of WEO data of Oct 2021 and April 2022 are shown below in Table 1.

Table 1: Global GDP Outlook

Month	April 2022		October 2021	
Year	2022	2023	2021	2022
World Output	3.59%	3.55%	5.90%	4.90%
Advanced Economies	3.26%	2.36%	5.20%	4.50%
Emerging Market and Developing Economies	3.82%	4.40%	6.40%	5.10%

Source: Data from WEO published by IMF on April 2022

Regarding the changed outlook, IMF view is, "The upward revision for 2022 reflects an upgrade for advanced economies—the economic rebound since the pandemic and the substantial contribution of advanced as well as fast moving economies to the same is expected to be one of the key drivers. In FY 2021, the downward trajectory of the global economy was in part due to supply disruptions—and for low-income developing countries, largely due to

¹ All years in the economic forecast section pertain to CY unless specified otherwise

² <https://www.imf.org/en/Publications/WEO/Issues/2021/07/27/world-economic-outlook-update-july-2021>

worsening pandemic dynamics. This is partially offset by stronger near-term prospects among some commodity-exporting emerging market and developing economies. Rapid spread of Delta and the threat of new variants had increased uncertainty about how quickly the pandemic can be overcome. Policy choices have become more difficult, with limited room to maneuver”³

In several EMDEs, elevated COVID-19 caseloads, withdrawal of macroeconomic support and barriers to vaccination were offsetting the progress made in several indicators in the recent years. While the few commodity exporting nations in EMDEs are benefitting from the higher prices, other nations are suffering due to high cost of raw material which is negatively affecting their exports.

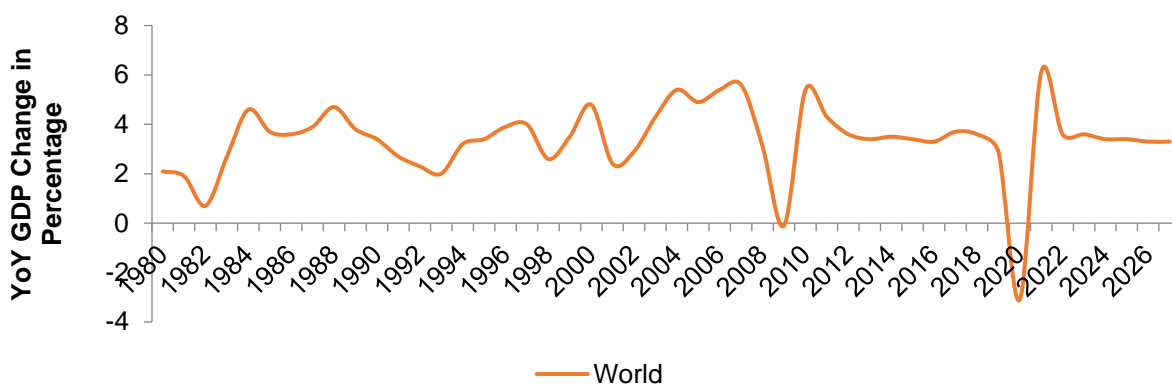
The overall rebound in economy is also indicated by recovery in the global manufacturing sector. Global manufacturing activity has firmed, and industrial production has surpassed its pre-pandemic level. In services sector, travel and tourism industry is still to recuperate from the blow of the pandemic however it shows a positive trend and is likely to recover to pre-pandemic levels earlier than previous estimates.

Contrarily, commodity prices have seen an increase in advanced nations. This is attributed to the improving global outlook and as well as commodity-specific supply factors. Recovery in commodity prices and in global activity from the reeling trough of the pandemic is contributing to an increase in consumer inflation, especially in certain EMDEs that have experienced currency depreciation. To a certain extent this was aggravated by the Suez Canal blockage in March (Ferrantino et al. 2021), consequently the terms of trade have deteriorated for EMDEs as they export more of primary products. However, it is to be noted that primary products have an inelastic demand in the short term resulting in a price rise for primary goods in the post pandemic period. There also has been a sharp rise in freight charges and localized shortages of shipping containers. In spite of many nations having adopted a combination of fiscal and monetary policy interventions coupled with an external trade policy strategy, in certain cases it was not sufficient to tide over the effect of the pandemic.

The pandemic induced disruptions and subsequent supply chain jeopardy exposed the contemporary vulnerabilities of existing supply chain. Motivated by economic nationalism and vulnerabilities in supply chain, many governments are actively promoting import substitution. However, the success of implementation would depend on consumers disposition towards low cost goods, and principle of comparative advantage would operate resulting in international trade and specialization.

Based on the above factors, the real GDP growth projections are as below:

Figure 1: World Real GDP Growth



Note: Real GDP growth figures from CY 1980 to CY 2021 are actuals; and for CY 2022 to CY 2026 are estimates | Source - IMF⁴

To summarize, as per IMF, real GDP growth of the world was 6.1% in CY 2021, and is expected to be 3.6% in CY 2022, and moderate to 3.43% in the medium term.

³ <https://www.imf.org/en/Publications/WEO/Issues/2021/10/12/world-economic-outlook-october-2021>

⁴ https://www.imf.org/external/datamapper/NGDP_RPCH@WEO/WEOWORLD

Regional Growth Outlook

Regional growth has bounced back, however speed of recovery differs considerably among nations and regions. Recovery to pre pandemic output is far from complete at the current instance of time.

In advanced economies, continued monetary and fiscal support was a necessary condition to drive the post-recession recovery in the short-term gap. To achieve price stability and public debt sustainability, a gradual normalization of macroeconomic policy level interventions will be necessary. In advanced economies, inflation is expected to be 5.7% in CY 2022 as a result of war-related rises in commodity prices and broader pricing pressures.

South East Asian nations will be largely benefitted by gains in trade⁵. Even during the worst of the pandemic, trade has upheld invariably well. South East Asia is a heavily trade driven region, and trade can drive the post pandemic recovery in the region. A huge surge in demand for personal protective equipment and electronic devices was observed as the world transitioned from an office economy to work from home economy. The phenomenon has resulted in increased manufacturing of these equipment in South East Asian nations.

Main drivers of post pandemic recovery as per forecasts are India, Cambodia, Vietnam in Asia and Ethiopia, Kenya and Niger in Africa as shown below. This is discounting the growth of China.

Table 2: Real GDP Growth, 2019-2027

Country	2019	2020	2021	2022	2023	2024	2025	2026	2027
USA	2.3	3.4	5.7	3.7	2.3	1.4	1.7	1.7	1.7
UK	1.7	-9.3	7.4	3.7	1.2	1.4	2.2	1.8	1.5
China	6	2.2	8.1	4.4	5.1	5.1	5	4.9	4.8
Japan	-0.2	-4.5	1.6	2.4	2.3	0.8	0.7	0.5	0.4
India	3.7	-6.6	8.9	8.2	6.9	7	7	6.5	6.2
Cambodia	7.1	-3.1	2.2	5.1	5.9	6.1	6.3	6.5	6.5
Kenya	5	-0.3	7.2	5.7	5.3	5.4	5.5	5.4	5.4
Niger	5.9	3.6	1.3	6.9	7.2	11.5	13.4	7	6.3
Vietnam	7.2	2.9	2.6	6	7.2	7	6.9	6.8	6.7

Note: Table explaining Real GDP growth of major economies pre pandemic and probable drivers of post pandemic recovery in world. All years in CY except India which is in FY Forecasts | Source: IMF Data Mapper, IMF 2022.

In comparison to the 2008 Global Financial Crisis, governments across the globe undertook timely policy intervention during the pandemic. It is also to be noted that, the global financial crisis had an exogenous shock from the collapse of banking sector affecting the aggregate global demand which further developed into a recession. In contrast, the COVID induced recession was primarily due to supply side factors which are easing out as the lockdowns start to abate around the globe⁶.

⁵ <https://www.brookings.edu/blog/order-from-chaos/2021/03/15/southeast-asias-post-pandemic-recovery-outlook/>

The steps taken by a few leading countries are enumerated in succeeding paragraphs.

US: The key economic policy responses adopted by the U.S are:

- On the fiscal front President Biden, signed into law, the “American Rescue Plan’ on 11, March 2021. It accounts for 8.8% of the U.S GDP which is about \$ 1,844 bn. The plan extends unemployment benefit programs and assistance to families, communities, and businesses, with \$1,400 being provided to eligible individuals as a direct stimulus package.
- On December 28,2020 President Trump signed a US\$ 86 billion coronavirus relief and government funding bill as a part of Consolidated Appropriations Act 2021. It amounted to around 4.1 % of US GDP.
- The plan includes enhanced unemployment benefits of US\$ 300 weekly and federal enhancements for the unemployed.

India:

- The fiscal support measures were categorized into two measures; above the line measures and below the line measures. Above the line measures allocation was about 3.5% of GDP and below the line measure allocation was about 5.3% of GDP. The support was announced on March 26, 2020.
- Above-the-line expenditure mainly focused on social protection and healthcare including cash transfers to low-income households and in-kind transfers.
- Below-the-line measures primarily focused on credit facilitation and building up investor confidence so that investment demand can be driven. In below-the-line measures, both fiscal and monetary tools were used in tandem.

Estimates from latest panel of UNWTO (United Nations World Tourism Organization) suggests that the tourism sector is expected to see an increasing growth and make a strong recovery as the economic and COVID situation improves⁷based on the below factors:

- The pandemic is waning at a global level, and effects of it are slowly subsiding. Life is returning to normalcy.
- There is a huge volume of pent up demand, and economic activity is are expected to recover sooner than earlier estimations
- More borders are opening up to international tourists and travelers under reasonable restrictions or conditions.
- In 2020, reduction of -65.9% was observed in air travel. However this trend has reversed with estimated growth of 18% in 2021, and 51% in 2022 for global air travel over 2020.
- Indian aviation sector saw a 37% month on month recovery in domestic air travel in September 2020.⁸
- Estimates from ICRA (Investment Information and Credit Rating Agency of India Limited) suggests that there is continued increase in growth volume of domestic aviation.
- Many governments are adopting tourist friendly measures like visa on arrival, electronic visa, and softer travel restrictions in hopes of inducing tourism.

⁷ <https://www.unwto.org/news/tourist-numbers-down-83-but-confidence-slowly-rising>

⁸ <https://www.timesnownews.com/business-economy/india-revival-mission/article/indian-aviation-sees-recovery-in-september-with-37-month-on-month-growth-icra/662565>

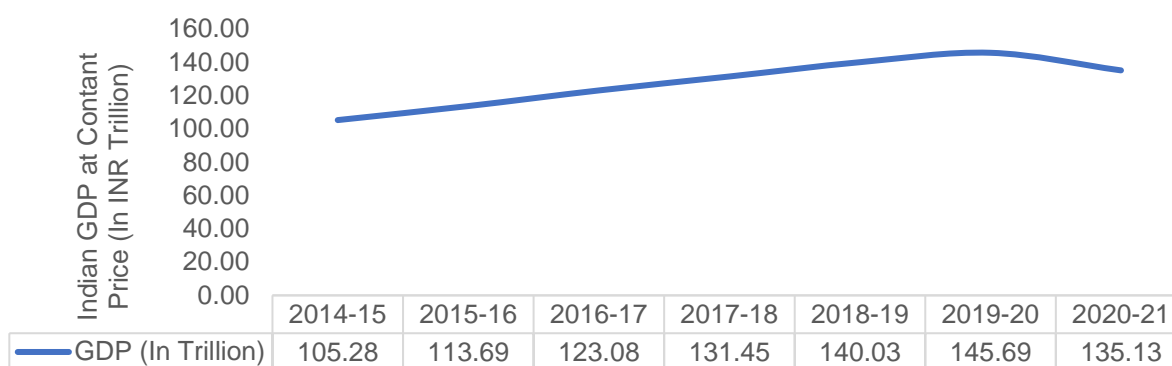
INDIA MACRO-ECONOMIC OUTLOOK

The Indian economy contracted by 7.3% in FY 2020-21⁹. However the Indian economy showed a strong rebound by 8.7%¹⁰ in FY 22. The growth projection for FY 2023 is 6.9%. The expected fast rate of growth will also have a multiplier effect on sectors like tourism and aviation.

India GDP Growth Forecast

Estimates from the Reserve Bank of India, peg the GDP at current prices to recover from the low seen in 2020. In 2014-2015 at current prices the GDP stood at 124 lakh crores INR. Till 2019-2020 it recorded a CAGR of around 8.5%¹¹. In 2020-21, it dipped due to the effect of pandemic. Major reduction was seen in the second quarter. However, in subsequent quarters, GDP at current prices crossed the 50 lakh crores mark in FY 2020-2021 indicating the worst of the pandemic was behind us.¹²

Figure 2: Indian GDP at Constant Prices (in INR Trillion)



Note: GDP at constant prices increased at an increasing rate till it peaked in FY 2019-20. In FY 2021, it is expected to slump to 135.13 INR Trillion due to the pandemic. All data from RBI Handbook on Statistics. GDP at current prices in 2014-15, was INR 105.28 Trillion INR. In 2019, it peaked at 145.69 Trillion INR.

India was one of the few nations that announced supply-side policies to combat the pandemic. The key supply-side measures undertaken by the Indian government are as follows.

- Deregulation and liberalization of sectors that include agriculture, MSME's, labor, business process outsourcing, power, PSU's and minerals.
- Coercive steps were taken to strengthen productive capacity including but not limited to space, industry, defense, education and social infrastructure.
- Measures taken to facilitate ease of doing business were undertaken especially in financial markets, corporates and administration.

Population Growth

India is at a cusp of demographic dividend, with a large increase in the working age population. This would have obvious effects on consumption including aviation.

⁹ <https://www.livemint.com/news/india/indias-gdp-contracted-by-7-3-in-2020-21-with-revival-postponed-to-202223-11622469188437.html>

¹⁰ <https://www.india-briefing.com/news/indias-gdp-grows-8-7-percent-in-fy-2022-25216.html/>

¹¹ <https://www.rbi.org.in/scripts/PublicationsView.aspx?id=20406>

¹² <https://www.rbi.org.in/scripts/AnnualPublications.aspx?head=Handbook%20of%20Statistics%20on%20Indian%20Economy>

As of the 2011 census, the total population stood at 1.2 billion people. India added around 181 million people to its population since 2001. Uttar Pradesh remained the state with the highest population, roughly around 200 million and Sikkim the state with the least population around 610,577 individuals. Based on sex, India had 623 million males as opposed to 586 million females as of 2011.

Estimates from World Bank suggests that Indian population was at 1.38 billion individuals as of 2020. This figure is expected to increase at a decreasing rate. The working age dependency ratio is one of the lowest at around 48%¹³.

Impact of Macro-Economic Outlook on Aviation

Aviation sector is one of the fastest growing sectors in India. The need for high speed mobility across the subcontinent facilitates the growth of aviation sector in India. Private Final Consumption Expenditure is a proxy variable for consumer demand and the upward trend in PFCE indicates that the consumer demand is also demonstrating an upward trend.

Along similar lines, the rise in middle-class high-income population would also result in families undertaking frequent vacations and actively seeking out employment in different parts of the countries. This would facilitate the need for high speed mobility, for which the answer is aviation sector.

The above two factors would positively influence the aviation industry resulting an upward growth in aviation sector.

GLOBAL AIR TRAVEL MARKET

The Global aviation sector had taken a hit due to the COVID-19 induced lockdowns, however the revival phase has begun. The Global airlines are planning to resume their long-haul routes, specially driven. This holds good for the Indian domestic market also; it is interesting to note that a few Indian Tier-2 and Tier-3 airports have surpassed the Pre-COVID traffic numbers. The Indian Aviation is expected to recover faster than expected, it is important to note that May 2022 Domestic Traffic numbers have optimistic growth towards reaching Pre COVID passenger numbers at an accelerated pace.

Global Air Travel Industry

The volume of global air passengers was around 1 billion in 1990 and it increased 4X times to surpass 4 billion passengers in 2019. During the past three decades the global aviation sector has witnessed 6 key incidents¹⁴ that decelerated the growth of passengers. The 6 incidents were:

- Gulf War 1990
- Asian Financial Crisis 1997
- World Trade Center terrorist attack of 9/11- 2001
- SARS pandemic of 2003
- Financial Crisis 2008
- Global COVID 2019 pandemic

The Global aviation industry has been quick to recover in the past; however the airlines have been struggling to recoup since COVID-19. The COVID-19 related losses to global airlines are estimated at around USD 200 billion¹⁵ as a result of the pandemic. In spite of this, tourism and travel is making a slow but steady recovery. Mass vaccination drives, softer travel restrictions and use of digital and electronic tools to gauge the susceptibility of an individual to the pandemic are contributing to increased tourism volume and easing up of border restrictions.

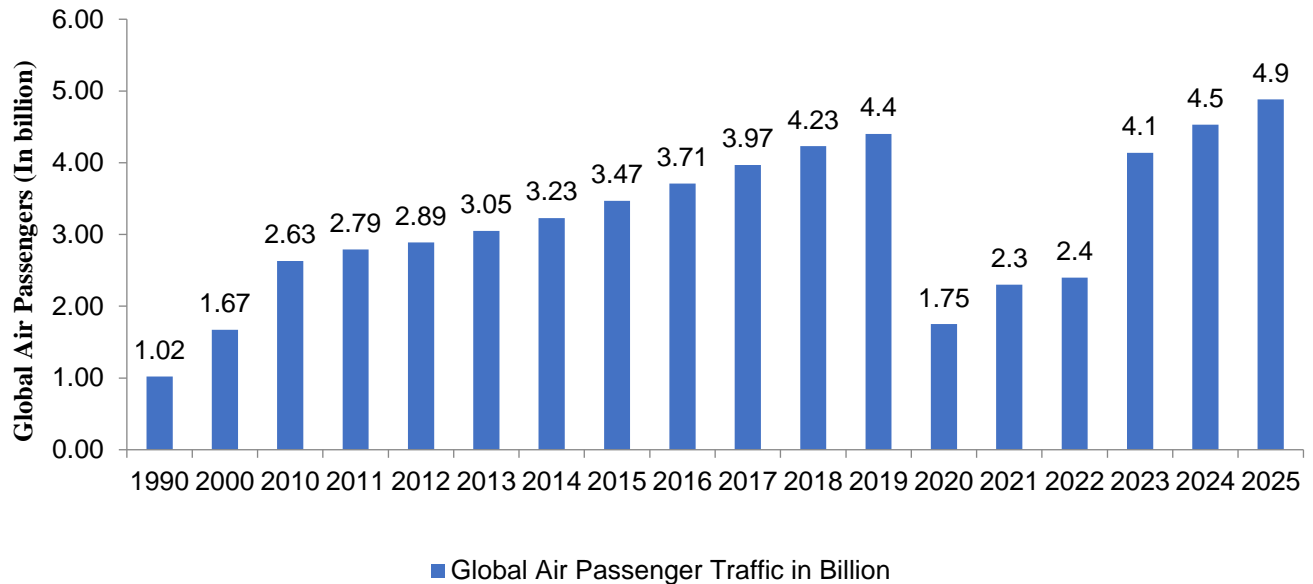
In CY 2020, the global aviation sector experienced a drop in the number of overall passengers to 1.8 billion which was 60.2% lesser than the 4.4 billion passengers in 2019.

¹³ <https://data.worldbank.org/indicator/SP.POP.DPND?locations=IN>

¹⁴ <https://www.iea.org/data-and-statistics/charts/world-air-passenger-traffic-evolution-1980-2020>

¹⁵ <https://www.livemint.com/news/india/iata-sees-sharp-fall-in-airline-losses-in-2022-11633353481570.html>

Figure 3: Global Air Passenger Traffic CY 1990- CY 2025 (In Passenger Billion)



Note: Global Air Passenger Traffic between CY 1990 to CY 2021 are actual, while CY 2022 to CY 2025 are estimates | Source: IATA

It is expected that the Global air travel passengers would reach 2.4 Billion in CY 2022 and further increase to 4.1 Billion passengers in CY 2023¹⁶

Correlation of GDP Growth with Aviation

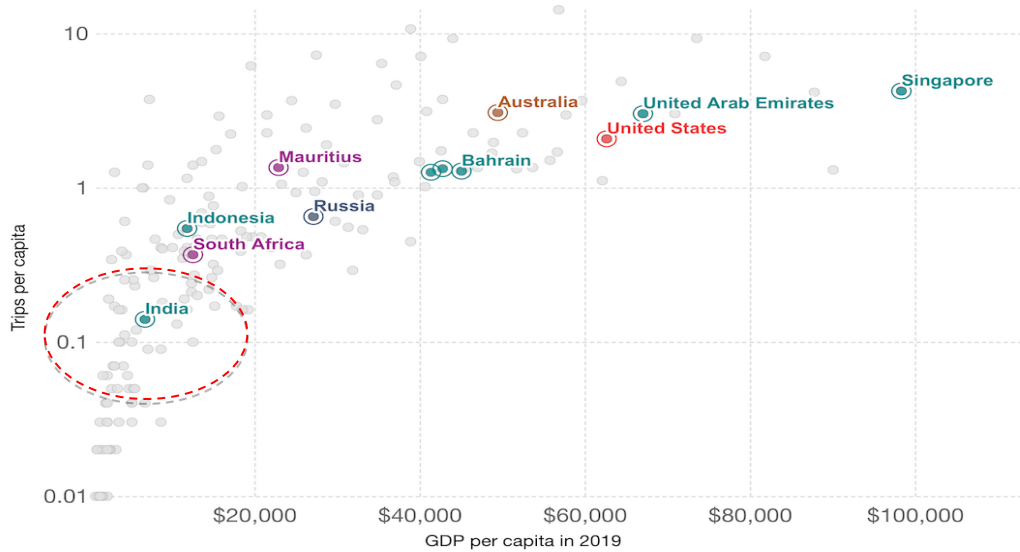
A rise in GDP contribution accounts for an increased spending within the aviation sector. Figure 4 below shows the co-relation of aviation trips per capita and GDP per capita. As the GDP per capita increases, so do the trips per capita. Singapore ranks highest in both the parameters, while India ranks lowest in the countries which have been compared. Due increasing GDP per capita, and better demographics Indian aviation sector and the number of trips per capita have a huge potential to grow.

Figure 4 below shows the correlation between GDP growth and Revenue Passenger kilometers. Except for 2020, the aviation industry average growth rate was recorded at 5%-6%, annually which indicates that aviation sector grows at a faster rate than the GDP growth. The correlation between GDP and Aviation is high. India's GDP growth to domestic air traffic growth is 1.8x and on total air traffic growth is 1.4x from FY 2010 to FY 2020.

The aviation sector's direct impact on GDP is recorded to be USD 3.5 trillion, i.e. 4.1% of Global GDP in 2019. By the year 2038, the aviation sector is expected to account for USD 6.3 trillion of Global Economy.

¹⁶[https://www.iata.org/en/pressroom/2022-releases/2022-03-01-01/#:~:text=Geneva%20D%20The%20International%20Air%20Transport,%25%20of%20the%202019%20total\).](https://www.iata.org/en/pressroom/2022-releases/2022-03-01-01/#:~:text=Geneva%20D%20The%20International%20Air%20Transport,%25%20of%20the%202019%20total).)
<https://www.fortuneindia.com/macro/global-airline-industry-to-return-to-profit-in-2023-iata/108651#:~:text=%2C%E2%80%9D%20he%20adds.-,Industry%20revenues%20are%20expected%20to%20reach%2024782%20billion%20in%202022,about%2093.3%25%20of%202019%20levels.>

Figure 4: Flyer Frequency and GDP per Capita, CY 2019¹⁷

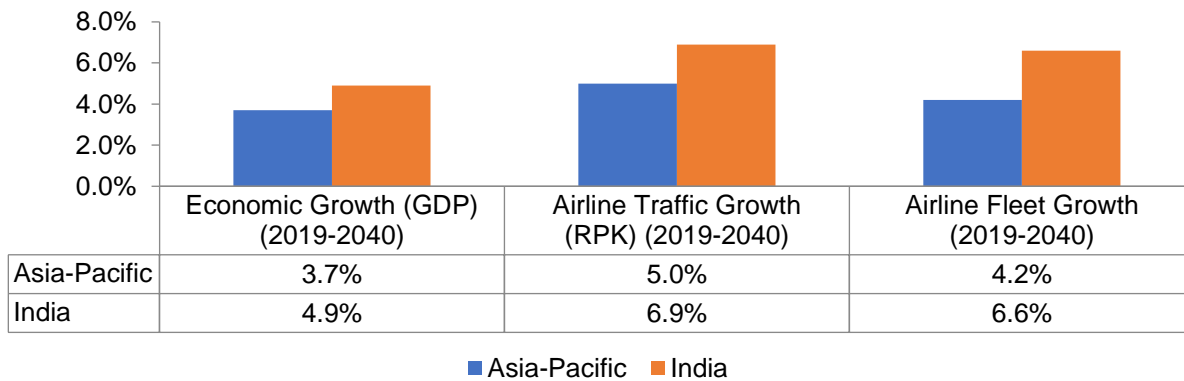


Source: IATA

India and APAC Aviation Sector

The growing markets within India and South Asia are some of the key drivers for the growth of the overall Asian aviation sector. South Asia is forecasted to have a passenger growth rate of 6.6% till the year 2040. The passenger growth prospects within this region is considered to be strong due to the presence of India. India’s economy is anticipated to grow with a CAGR of 5.1% between 2021-2040. The demographic factors and the high propensity to travel within India is expected to accelerate the growth associated with the Indian aviation market. India has a highly competitive domestic market catered to by domestic carriers. Policies that promote airport infrastructure and the imposition of regulations that support the aviation sector is expected to be a key driver for this market. The induction of project UDAN is expected to be one of the key contributing factors to the Indian Aviation Industry¹⁸

Figure 5: Aviation Industry Growth for India and APAC, Asia, CY 2019- CY 2040



Note: RPK (Revenue Per Kilometer) The above projections have been taken from Commercial Market Outlook Boeing. The data for India as shown is actually a combination of both India and Pakistan. Since India for 90% of the combined India and Pakistan market, the projections are representative of Indian projections; Source: Boeing CMO, 2021-2040.

¹⁷ <https://ourworldindata.org/grapher/number-air-trips-vs-gdp?country=IND~IDN~USA~RUS~AUS~MUS~SGP~KOR~ZAF~ARE~BHR~JPN>

¹⁸ <https://www.boeing.com/commercial/market/commercial-market-outlook/>

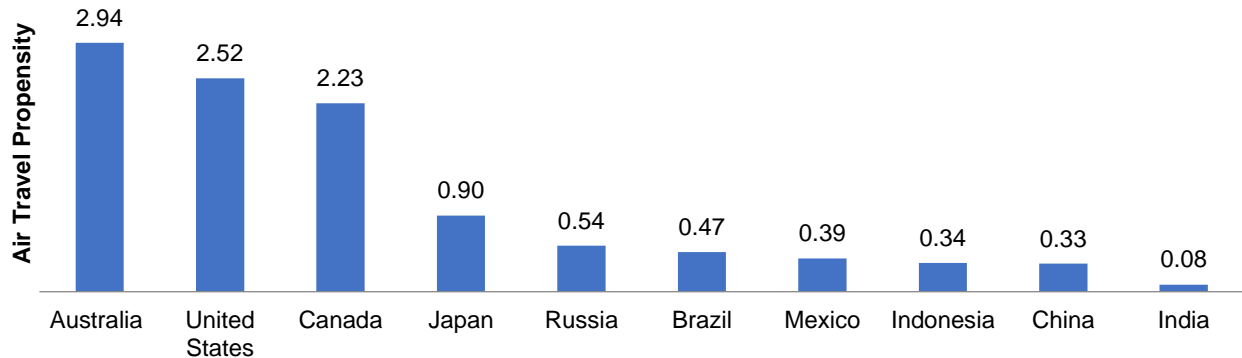
INDIAN AIR TRAVEL MARKET OVERVIEW

India Volume Growth Versus Other Countries and Way Forward

Air and Rail Travel Propensity

Travel propensity is defined as the frequency of travel for a given individual within a nation. It is ratio of passenger traffic to overall population within a given region. The air travel propensity of some key countries is as given below.

Figure 6: Air Travel Propensity (CY 2020)¹⁹²⁰



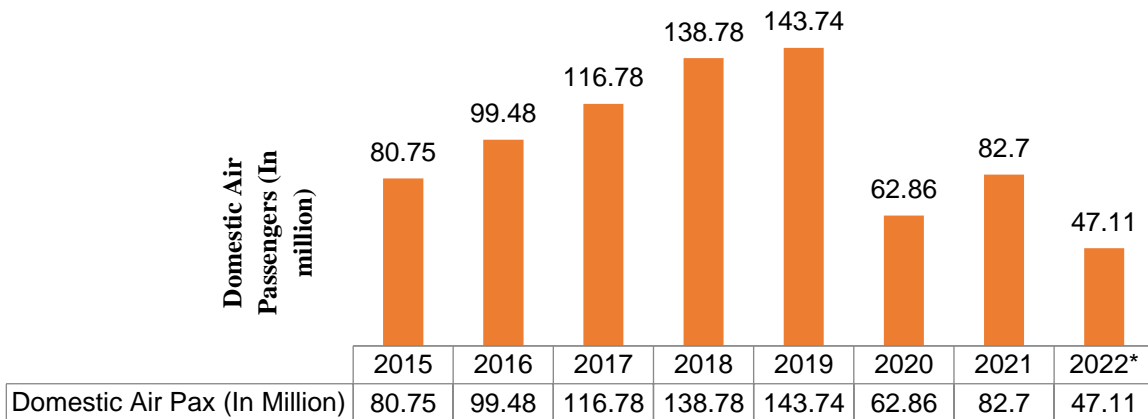
Note: Air Travel Propensity for key Economies including: US, China, India, Indonesia, Japan, Brazil, Russia, Australia, Mexico, and Canada | Source: World Bank

The top 4 countries with the highest propensity to travel via Air are noted to be Australia, US, Canada and Japan. The countries with low air travel propensity are the BRIC countries, Indonesia and Mexico. Amongst the least air travel propensity countries, India is the lowest, however it is also expected to be the third largest air travel market by 2030 according to IATA (International Air Transport Association).

India's Air Traffic Growth Trend

Domestic Traffic

Figure 7: India's Domestic Air Traffic, CY 2015-2021 and Jan-April 2022²¹



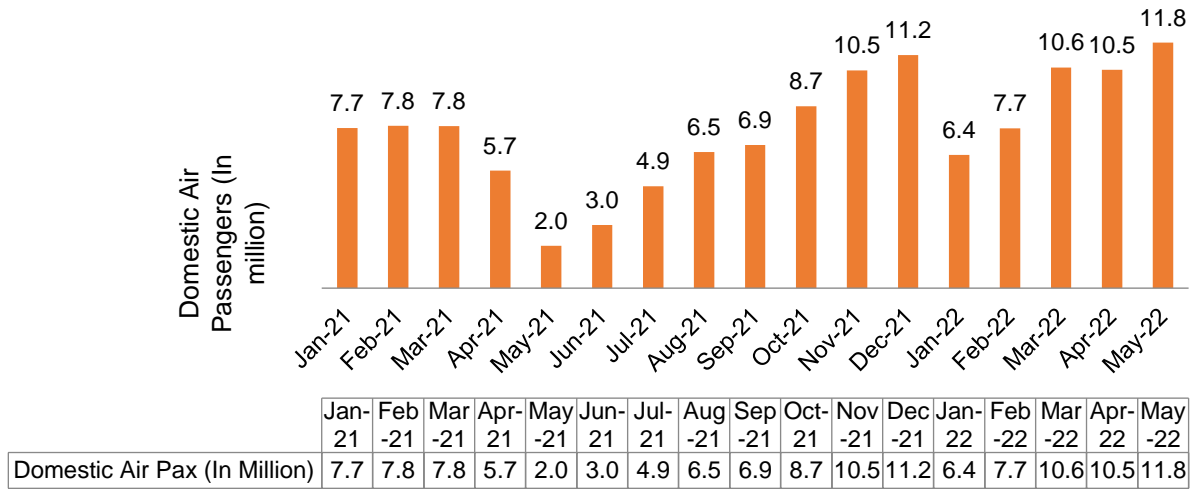
Note: Domestic Air Traffic in India (millions). All the above data are CY 2015-2021, 2022* numbers are Jan to May only; Jan-Dec values for rest of the years | Source: DGCA

¹⁹ <https://data.worldbank.org/indicator/SP.POP.TOTL>

²⁰ <https://data.worldbank.org/indicator/IS.AIR.PSGR>

²¹ <https://data.worldbank.org/indicator/IS.AIR.PSGR?locations=IN>

Figure 8: India's Domestic Air Traffic, CY 2021 and Jan-April 2022



Source: DGCA

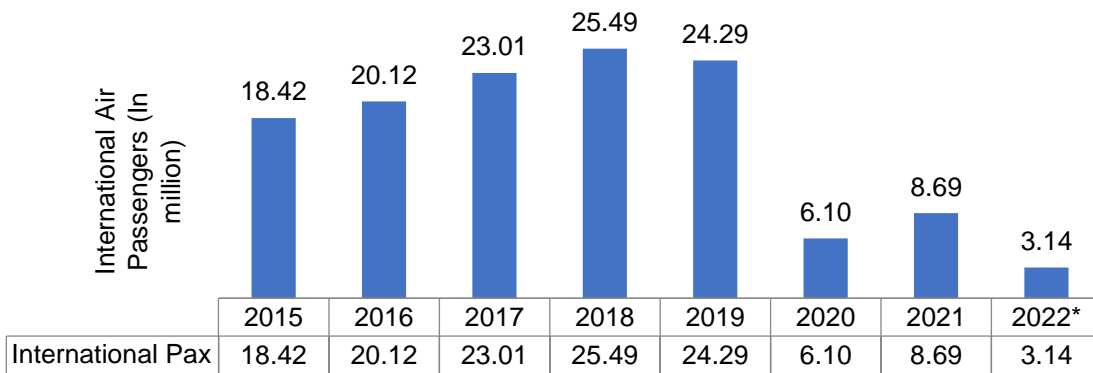
Between the years 2015-2019 the CAGR for the domestic air travel industry was noted to be 12%. However, due to the onset of COVID-19, and the Indian aviation market is expected to experience a linear recovery.

Note: Passenger Traffic for Jan- December (2018), Data for 2022 has been recorded from Jan to May | Source: DGCA

International Traffic

As per the graph below, it is observed that the CAGR for international Air Travel between 2015-2019 was 6%. The international air passenger traffic in India increased from 18.42 million in 2015 and increased to 24 million in 2019. The 2019 international air passengers numbers would have surpassed 25 million (2018 values) in a normal scenario. However, COVID-19 impacted international air travel in latter half of 2019 and continued to in 2020, 2021 and 2022. This is a temporary dip in the international air travel passengers and the market is expected to recover back to pre COVID-19 scenario by 2024-25.

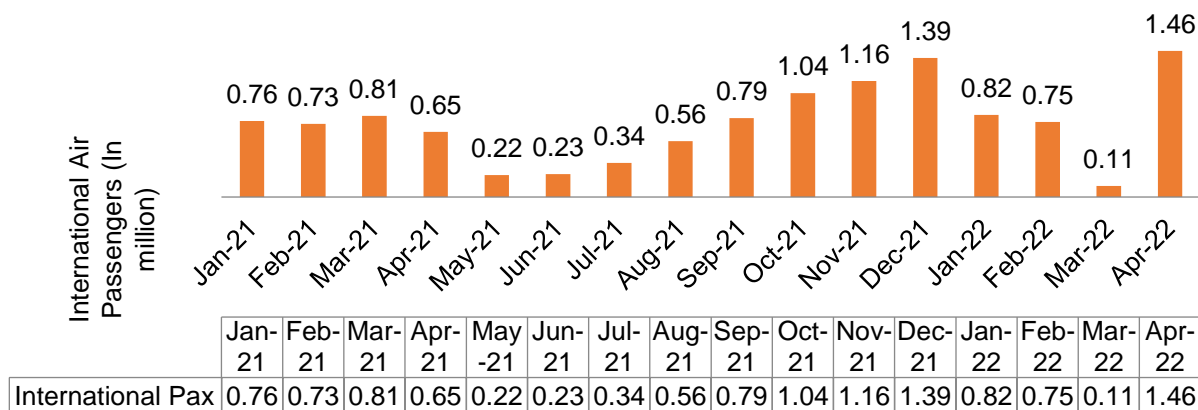
Figure 9: International Air Traffic, Arrival and Departure, millions CY 2015-2021²²



Note: 2022 Jan-April | International Passenger Traffic, CY 2022 Values only present for March and April, Jan and Feb have been extrapolated | Source: DGCA.

²² <https://www.livemint.com/news/india/india-extends-ban-on-scheduled-international-flights-till-oct-end-details-here-11632830657869.html>

Figure 10: International Air Traffic, Arrival and Departure, millions CY Jan 2021- April 2022



Note: Dip in May and June of 2021 was due to 2nd wave of COVID19 but the market has been on an increasing trend
Source: DGCA

The imposition of COVID induced travel bans led to a reduction in the international passenger demand. The scheduled international passenger services in India were suspended since March 2020. The ban on overseas flights was extended up to end of October 2021 and the ban ended on 27th March 2022. Special International flights have been operated under the “Vande Bharat Mission”, since May 2020. Under the bilateral “air bubble” arrangements were made with selected countries to facilitate international air travel. India has formed the air-bubble pact with countries including UK, US, Kenya, UAE, Bhutan, and France.

Overall, the average historic global growth rate pre COVID19 for passengers transported is recorded to be 4.86% (2015-2019) while India’s is 11.12% for the same period.

The following are the factors which are expected to contribute to the overall Indian Air Travel growth:

- Jump in India’s travel and tourism competitiveness
- Jump in ease of doing business
- Growth in business travel
- Reducing cost of air travel
- Increased travel in Tier-2 and Tier-3 destinations

1. Jump in India’s Travel and Tourism Competitiveness

Study of Various Modes of Transport

The number of travelers preferring air travel has been increasing and has almost doubled between 2015-2019. However the increase of rail and road travelers during the period 2015-2019, has been much lower. The overall economic growth supported by various other factors has increased the air travel propensity of Indians.

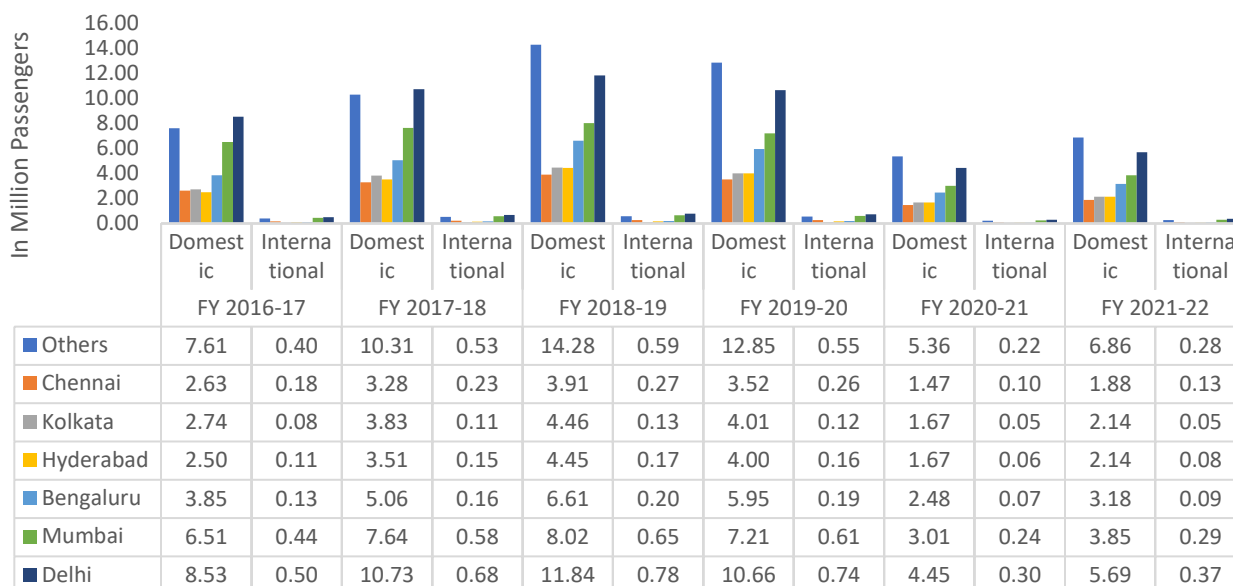
2. Jump in Ease of Doing Business in India

The Ease of doing Business Index released by World Bank suggests the competitiveness and penetration of a market based on various strategic parameters. Countries enlisted with the lowest business index have the friendliest business regulations.

The ease of doing business in India score has been increasing, and India moved from a rank of 142 in 2014 to 63 in 2019. Such improvement has been linked historically with increased foreign investments and enhanced economic activity, which in turn would have its impacts on the Indian air business r travel business sector.

3. Business Travel Market Size and Growth

Figure 11: Business Travel Market Size and Growth, Domestic and International²³



Source: Base percentage from Indian Railways document

As of 2019, India ranked as the second largest country in terms of Bleisure travel (Bleisure is defined as an extended business trip for leisure purposes). Around 72% of the Indian travelers extend their business trip. Indians travelled at least once in 12 months for business trips. Between FY 2016- FY 2022, Chennai, Delhi and Mumbai are seen to account for the largest share in terms of domestic and international travel.

4. Travel Cost Benchmarking

Figure 12: Average Cost per Passenger per Kilometre in Comparison to AC 2 Tier and Air Travel, INR²⁴

Select Destinations	Sep 18 2018		Feb 18 2022		August 18 2022	
	AC 2 Tier	Air Fare	AC 2 Tier	Air Fare	AC 2 Tier	Air Fare
New Delhi to Hyderabad	1.64	1.11	1.90	1.34	1.68	3.88
New Delhi to Bengaluru	1.43	1.21	1.70	1.47	1.51	3.06
Mumbai to Cochin	1.76	1.47	1.71	1.52	0.82	2.63
New Delhi to Chandigarh	4.60	4.40	2.90	6.50	2.95	12.71
New Delhi to Kolkata	2.61	1.45	1.80	1.64	1.62	3.94

Note: Average cost per Passenger per kilometer comparison for Rail and Air Travel. Feb 18th, 2022 rail and air fares were checked on 6th November 2021 and 24th June 2022 on IRCTC and Yatra websites

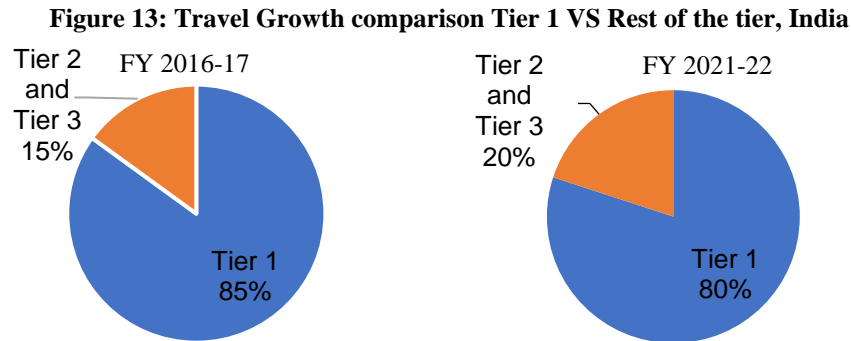
The key point to be noted is that the air travel rates were checked 4 months in prior to the actual date of travel. There has been a steep increase in airfares over the first half of 2022.

²³ <https://indianrailways.gov.in/NRP-%20Draft%20Final%20Report%20with%20annexures.pdf>

²⁴ <https://www.gqindia.com/content/cheaper-flight-booking-than-train-ticket-booking>, yatra, irctc website

However, the cost of rail travel is lower for General class and 3 tier AC within India due to which the number of passengers travelling via rail is high. However, the government of India has been taking initiatives like UDAN in order to increase the propensity of air travel and to decrease the travel cost. These have had its impacts as seen in the figure above. One of the key factors contributing to the high cost of air travel is the price of Jet fuel within India. Increased use of alternative fuels and rationalization of tax structure could lead to significant reduction in cost of travel by air and increase the air travel propensity.

5. Air Travel Growth in Indian Cities - Tier 1, Tier 2 and Tier 3

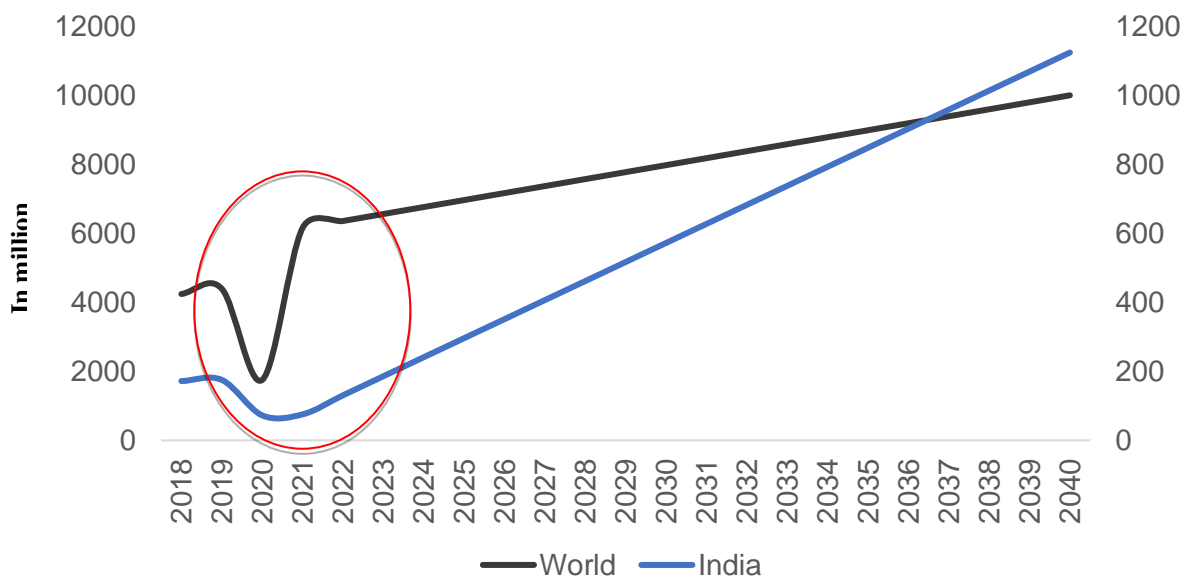


Source: AAI and Frost & Sullivan Analysis

The Tier 1 cities contributed to around 85% of the total air traffic in FY 2016-17, however in FY 2021-22 it reduced to 80%. The Government initiatives like UDAN combined with airport infrastructure development in Tier 2 and Tier 3 cities are expected to increase the percentage of air traffic from such smaller airports. The airports specified for Tier 1, Tier 2 and Tier 3 airports are explained in the section below.

India Air Travel Market Outlook 2021- 2040

Figure 14: Indian Air Travel VS World Air Travel, millions, CY 2021-2040



Note: CY 2018-2020 are actuals, while CY 2021 to CY 2040 are estimates

Source: Frost & Sullivan Estimates

Indian Air Travel Outlook- 2040

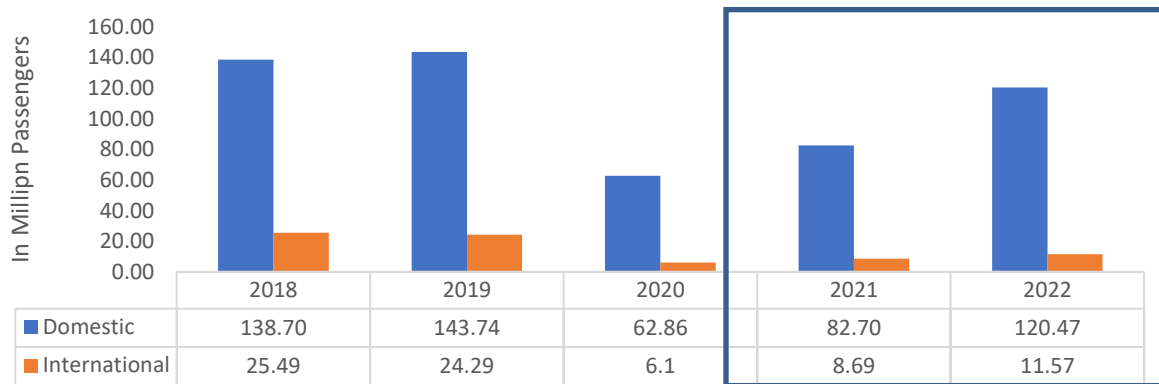
The Indian market is expected to grow at almost 6X from around 175 million air travelers in 2019 to around 1 billion travelers in 2040 as compared to the expected global growth of 2X to a total of 10 billion passengers in 2040. The Indian aircraft fleet is also expected to grow 3X and reach around 2200 aircraft by 2040.

The Indian growth scenario is supported by various factors such as government initiatives, infrastructure improvement, increase in demographic dividend, increase in per capita income and the GDP growth as discussed in earlier sections of the report.

Split by International and Domestic

The average split across the Domestic and International Air Travel Industry for India was recorded to be between 84%-85% and 16%-15% in CY 2018 and CY 2019. This proportion changed to >90% in CY 2020, in favor of Domestic traffic due to international travel regulations due to COVID-19.

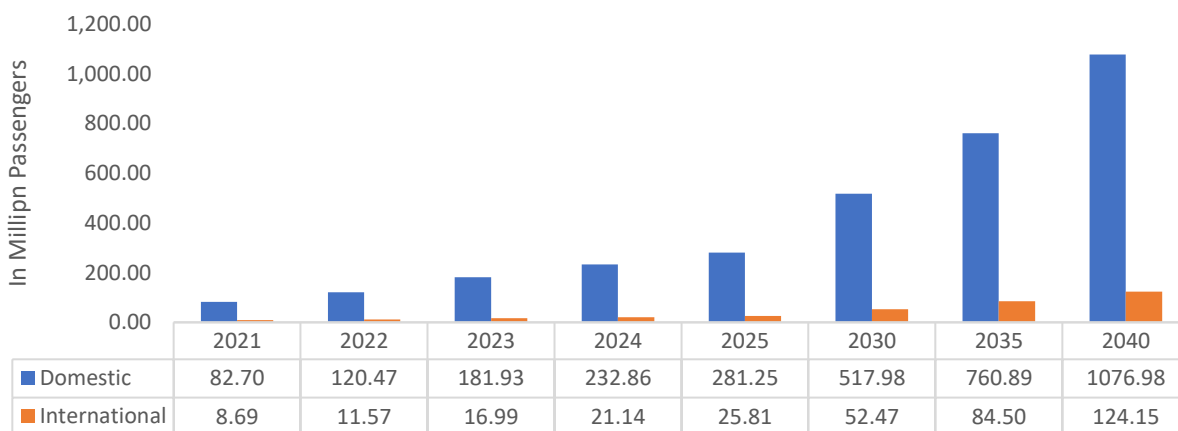
Figure 15: Growth of the Domestic and International Air Travel Industry between CY 2018-2022



Note: Change in passenger traffic for domestic and international air travel industry within India. CY 2022 is estimated (Jan-May is available for Domestic and March and April are available for International for the year 2022). Source: DGCA & Frost & Sullivan Estimates

The figure below shows the graphical representation for increase in International and Domestic Air Travel within India between the years 2018-2040. The Indian aviation sector is expected to make a recovery to pre-pandemic values by the end of calendar year 2022.

Figure 16: Forecasted Growth of the Domestic and International Air Travel Industry between CY 2022-2040



Note: All data are CY Jan-Dec | CY 2022 is estimated (Jan-May is available for Domestic and March and April are available for International for the year 2022). Source: DGCA & Frost & Sullivan Estimates

Table 3: Indian Aviation Comparative Growth, 2021 to 2040

Growth of Air Travel Passengers (CAGR)	2021-2022	2021-2023	2021-2024	2021-2025	2021-2030	2021-2035	2021-2040
India (Domestic CAGR)	46%	48%	41%	36%	23%	17%	14%
India (International CAGR)	33%	40%	34%	31%	22%	18%	15%

Note: All data are CY Jan-Dec. Source: Frost & Sullivan Estimates

The Indian domestic air travel passenger is expected to grow at a CAGR of around 36% and surpass 280 million between 2021-2025. The international Indian air travel market is expected to almost grow at 31% CAGR between 2021-2025. In the long term the domestic market is expected to grow at a CAGR of around 14% and the international market is expected to grow at around 15%. The total Indian travel market is expected to surpass 1 billion by 2040.

Table 4: Indian Aviation Comparative Growth, CY 2018 to 2040

Growth of Indian Aviation Sector	2018	2022	2025	2030	2040
Total Passengers (In millions)	165	120.8	293.0	567.6	1114
Airline Fleet	622	706 ²⁵	1175.0	1570.0	2360
General Aviation Fleet	750	1100	2452	3668	6100
Industry Revenue (In USD billions)	11.4	10	16.9	20.8	28.6
Operational Airports	99	126	220 ²⁶	235	295
No. of cities with more than 2 airports	0	0	8	16	31
No. of airports with >10 million passengers handled	7	5	20	29	47
No. of Lounges	40-50	54	70-90	150-160	204

Source: Estimates based on FICCI data, ²⁷ | Statement by MoCA and Frost Modelling | 2022 Industry revenue has been estimated

Notes: No of Lounges are expected to grow to 204, these are inclusive of additional lounges in existing airports and new lounges in upcoming airports. Around 10 airports to be operational every year.

The rise in passenger growth will be supported by an increase in the number of airports, fleet and infrastructure as below:

- The total number of operational airports is expected to reach 295 by 2040; these are a combination of second airport within the same city and new Greenfield projects.
- The initial regulations that hindered the development of second airport within the same city has been removed. Navi Mumbai airports and similar projects are key growth drivers for DreamFolks
- As of FY 2022, there were around 5 airports that handled more than 10 million passengers, compared to 3 airports in FY 2021. This is expected to nearly 7X and reach 47 by 2040. This is expected to be a key opportunity with the possibilities of multiple lounge options at these airports.

²⁵ <https://www.statista.com/statistics/643984/number-of-aircraft-by-airlines-india/>

²⁶ <https://www.news18.com/news/india/india-to-have-220-airports-by-2025-80-new-ones-in-next-3-years-jyotiraditya-scindia-4909292.html>

²⁷ <https://www.indianeagle.com/travelbeats/new-airports-india-vision-2040/>

AIRPORT INFRA, AIR TRAVEL INFRASTRUCTURE AND AIRPORT SERVICES

Airports are economic engines, every INR 100/- invested in aviation is expected to generate an economic output of INR 325/-. Similarly every 100 jobs created in aviation is expected to create 610 indirect job opportunities.²⁸ The aviation sector has been contributing roughly 3.5% to the Indian GDP, with only around 10% of the population opting for air travel, revealing a huge headroom for further growth.

Airport Infrastructure Improvements in India

Greenfield airports contribute significantly to economic growth. The government of India has agreed in principal for the development of 21 greenfield airports in the coming 4-5 years. The growth in passenger demand and air traffic is one of the key drivers for the same. The overall program cost is estimated to be INR25,000 crores. As of 2022, there were roughly 126 operational airports in India, and it is expected to increase to 295 operational airports by 2040. The Indian Government plans to spend around INR 1 trillion to set up new airports by 2024²⁹

Key Initiatives-5 Year Plan

- An investment of Rs. 350,000 Million³⁰ (USD 4.99 billion) is to be made in the next 4 years by the Indian government to support the aviation sector.
- The Indian Government has planned on investing roughly USD 1.83 billion by 2026 for the development of airport infrastructure.
- The government also plans on upgrading the airport navigation system.
- A major asset monetizing exercise has also been undertaken by the Indian government, i.e. the privatization of 13 airports.
- The government has been aiming for private investment of Rs 3,660 crore in airports by FY24.
- Presently, the AAI has approved the privatization of 6 major airports which including, Bhubaneshwar, Varanasi, Amritsar, Trichy, Indore, and Raipur.
- Other smaller airports which are to be privatized are Jharsuguda, Gaya, Kushinagar, Kangra, Tirupati, Jabalpur, and Jalgaon. In this initiative, the lease to be issued would include smaller airports clubbed with larger ones.
- This initiative is expected to promote the upgrade of both non-profitable airports and profitable ones.³¹
- The upgradations for these airports are expected to enhance the customer experience. Therefore, the privatization of airports can be viewed as a key opportunity for lounge operators in terms of exploring new markets.

UDAN Scheme

UDAN (UdeDesh ka Aam Naagrik) aims to link underserved and unserved airports in the country. The Regional Connectivity Scheme (RCS) aims to increase inter-regional connectivity by connecting 70 airports through 128 routes operated by five airlines. According to the latest findings, of 70 airports, 31 are unserved and 12 are underserved. An under-served airport is one that has less than a flight per day, whereas an unserved airport has none.

A total of 128 routes will be operated by five airlines, including SpiceJet and an Air India subsidiary, Airline Allied Services. During the commencement of the scheme, Airline Allied Services and SpiceJet operated 15 and 11 routes respectively. There were 50 routes under Air Odisha Aviation's banner, followed by 34 under Air Deccan, and 18 under Turbo Megha Airways. Each carrier flies aircraft with a seating capacity of 19-78. The Ministry of Civil Aviation has approved 780 new air routes as part of the UDAN scheme for regional air connectivity.³²

²⁸ <https://economictimes.indiatimes.com/industry/transportation/airlines/-aviation/every-rs-100-invested-in-civil-aviation-gives-economic-output-of-rs-325-jyotiraditya-scindia/articleshow/86647104.cms?from=mdr>

²⁹ https://www.business-standard.com/article/economy-policy/india-to-invest-rs-1-trillion-in-setting-up-100-new-airports-by-2024-119103001442_1.html

³⁰ <https://www.ibef.org/industry/indian-aviation.aspx>

³¹ https://www.business-standard.com/article/economy-policy/government-gives-final-approval-to-privatise-13-airports-121090900575_1.html

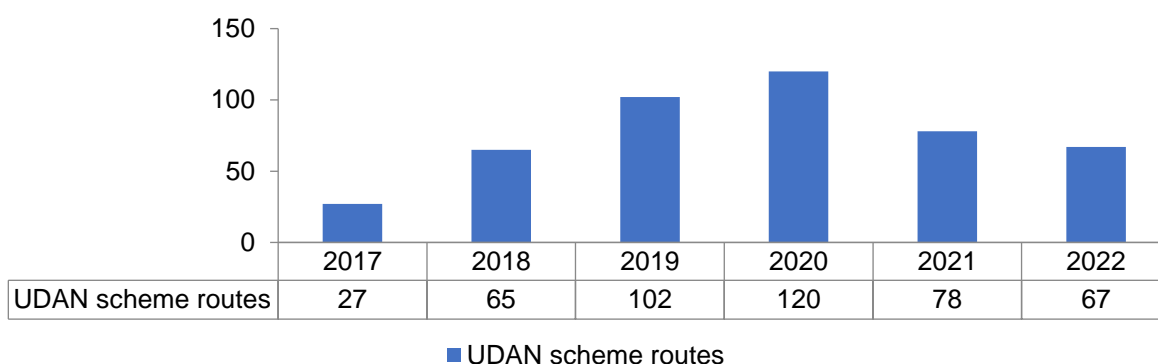
³² <https://www.aai.aero/en/rcs-udan>

UDAN 3.0 was the defining principle behind Indigo airlines' maiden flight from Agra to Lucknow in 2021. On that route, the airline used its ATR 72 aircraft. The AAI operates Agra Airport which is owned by the Indian Air Force. In addition to Ahmedabad and Bangalore, Lucknow is now connected to Agra by direct flights. As a result of these new flights, tourists and common people will have more options for tourism and travel within the region, stimulating the region's economy. As of today, 371 routes and 60 airports (including 2 water aerodromes and 5 heliports) have been operationalized by the scheme. Additionally, additional flights will also be offered from Kanpur and Lucknow soon.

A new airport is set to open in Sindhudurg on 9 October 2021. Moreover, Alliance Air has begun offering flights between Mumbai and Sindhudurg. The development of Sindhudurg Airport in the region will improve air connectivity to various locations in Western Maharashtra, Northern Karnataka, and parts of Goa. As a result, the region's tourism industry will enjoy a significant boost.³³

The Civil Aviation Ministry's agenda over the next year includes the construction of the Kushinagar airport and the Jewar airport in Uttar Pradesh.³⁴ It will aid in launching 50 new routes under the UDAN scheme. Other airports under the scheme are Deoghar in Jharkhand, Gondia and Sindhudurg in Maharashtra and Keshod in Gujarat. Several heliports including Sanjoli, Mandi Baddi and Sase in Himachal Pradesh will operate soon. The heliports in Haldwani and Almora in Uttarakhand will soon be operational.

Figure 17 Routes Developed Under UDAN Scheme³⁵



Source: MOCA

In FY 2019 and FY 2020, 102 and 120 RCS routes started operation, respectively. As a result of the COVID-19 pandemic, there were 77 new routes in FY2021. In addition, the amount incurred by the central government in FY2018 - FY2021 was Rs 3,350 crore, and the amount planned for FY2022 is Rs 1,130 crore.³⁶

³³ <https://www.financialexpress.com/infrastructure/airlines-aviation/new-airport-to-boost-tourism-in-konkan-region-alliance-air-announces-mumbai-sindhudurg-flights-from-this-date/2336146/#:~:text=The%20Sindhudurg%20airport%20is%20all,Sindhudurg%20from%20the%20same%20day.>

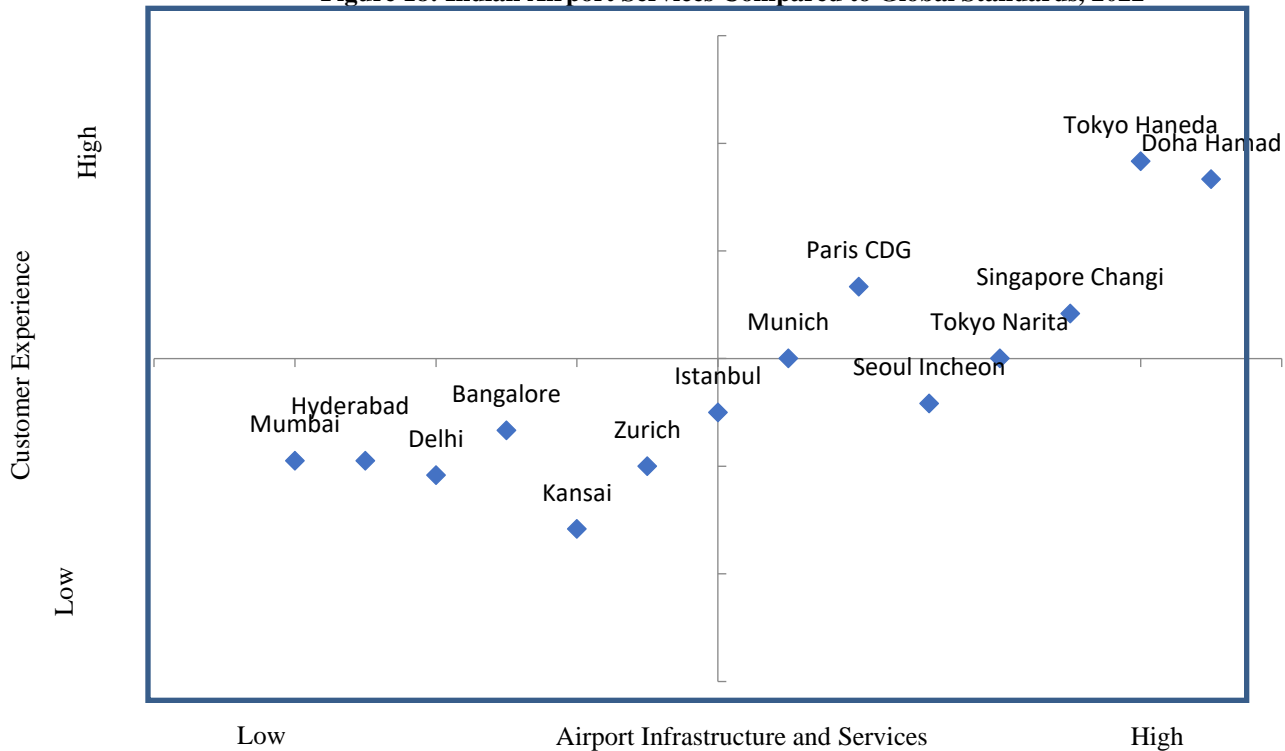
³⁴ <https://www.financialexpress.com/infrastructure/airlines-aviation/aviation-sector-takes-flight-in-up-kushinagar-ayodhya-jewar-airports-add-to-states-major-infra-upgrade/2217402/>

³⁵ <https://sarkariyोजना.com/list-airports-udan-scheme/>

³⁶ <https://www.civilaviation.gov.in/sites/default/files/annual-report-2019-2020.pdf>

Indian Airport Services

Figure 18: Indian Airport Services Compared to Global Standards, 2022³⁷

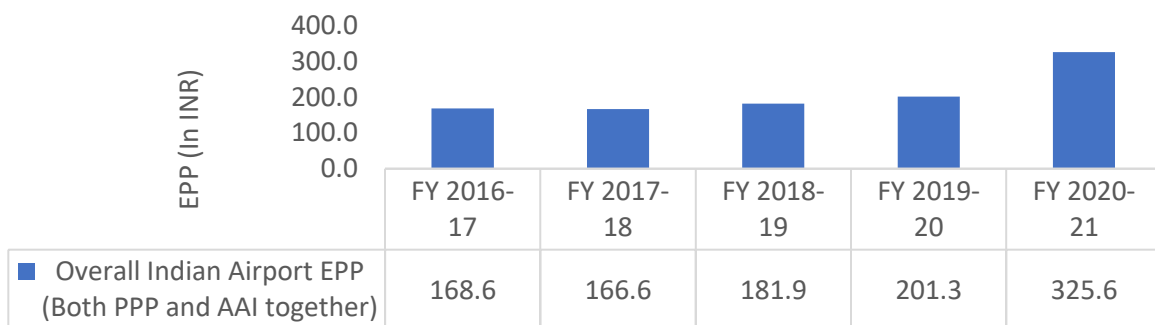


Note: Indian Airport Services compared to the top 10 Airports worldwide, base data taken from secondary sources, given in the footer | Source: World Airport & Frost & Sullivan Analysis

Non- Aeronautical Earnings per Passenger

The non-aeronautical earnings per Passenger was at INR 168 in 2016-2017 and has almost doubled to INR 325 in 2020-2021. The development of retail spaces, lounges, restaurants and other facilities have contributed to the growth in earnings per passenger. As air travel resumes and there is a growth in the both the number of passengers and per-capita income, the non-aeronautical revenue is expected to resume its upward trajectory.

Figure 19: Earnings Per Passenger, INR, FY 2017- FY 2021³⁸



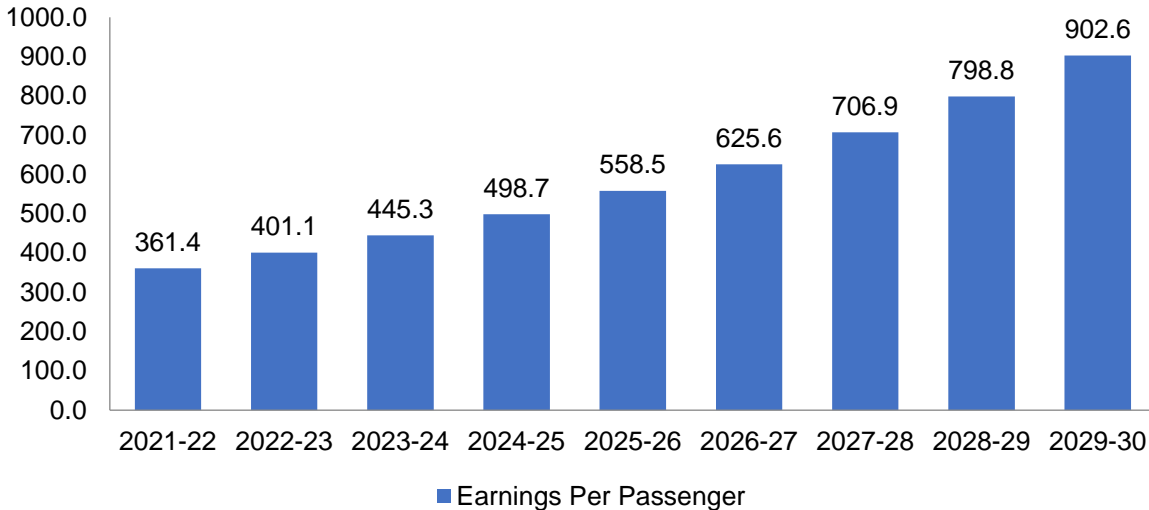
Note: Non-Aeronautical Earnings per passenger in INR for 2016-2021. All values are FY | Source: AAI and AERA

³⁷ <https://www.worldairportawards.com/the-worlds-top-10-airports-of-2021/>

³⁸ https://www.aai.aero/sites/default/files/AAI_Annual%20Report_2017-18_%20English.pdf
https://www.aai.aero/sites/default/files/AAI_Annual_Report_English.pdf

The share of Non-Aeronautical revenues for private airports like Delhi, Mumbai and Bengaluru varied between 50%-70% of their overall revenue. However, the non- aeronautical revenues from AAI managed airports were around 10%-15%. This is an indicator of how passengers are willing to spend more if provided with better services and will benefit the lounge market among other retail spends by passengers.

Figure 202: Earnings Per Passenger Forecast, FY 2022- FY 2030, INR

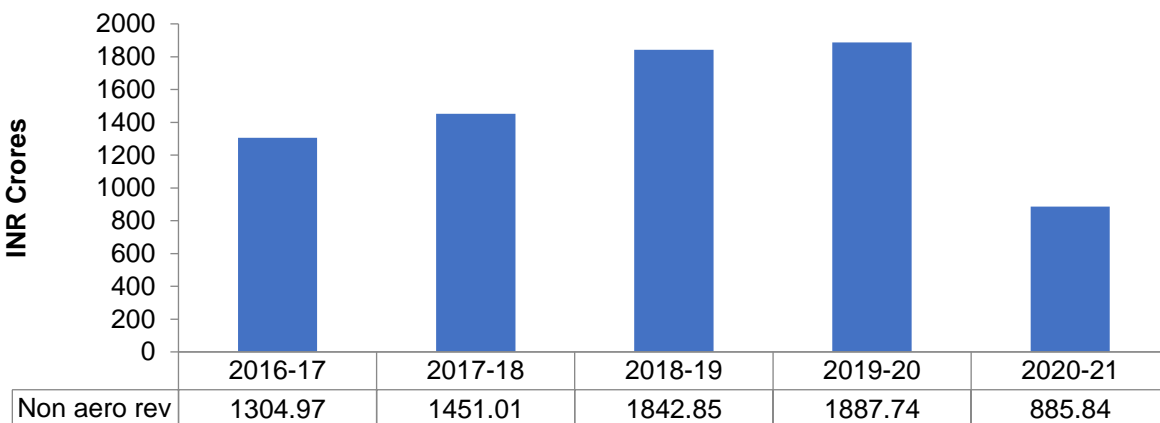


Source: F&S Estimates

Overall Airport Services Market Size

The overall airport services revenue (AAI Only) has been shown in the figure below. The airport services registered a high growth from INR 1304.97 crores in 2016-2017 to INR 1842.5 crores in 2018-2019. The increase in 2019-2020 was marginal at 1887.74 crores due drop in traffic in the last quarter due to the early effect of pandemic. In 2020-21, a sudden drop in Non-aeronautical revenue and accounted to INR 885.84 Cr.

Figure 21: Non-Aeronautical Revenue FY 2016-2017 to FY 2019-2021³⁹



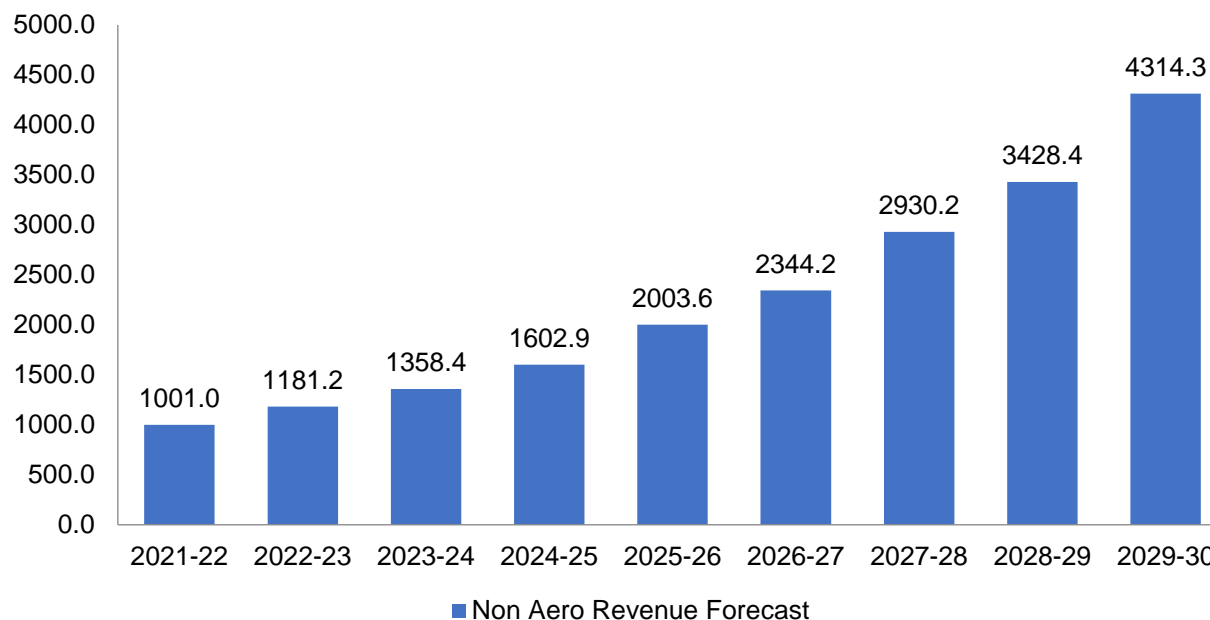
Note: Non-aeronautical Revenue in INR Crores for 2017-2021. All values are FY | Source: AAI

³⁹ https://www.aai.aero/sites/default/files/AAI_Annual%20Report_2017-18_%20English.pdf

https://www.aai.aero/sites/default/files/AAI_Annual_Report_English.pdf

https://www.aai.aero/sites/default/files/AAI_Annual_Report_English.pdf

Figure 22: Non-Aeronautical Revenue, Forecast, FY 2023- FY 2030, INR (In Crores)



Source: AAI & Frost & Sullivan Estimates

Indian Airport Market Outlook- 2040

There are 126 operational airports owned by the Airports Authority of India (AAI). It is one of the largest airport operators in the world. In addition, AAI's responsibility involves the provision of Air Navigation Services (ANS) over India's airspace and the Indian Ocean. Currently, six airports are operated under the PPP model namely Mumbai, Delhi, Bengaluru, Cochin, Nagpur and Hyderabad. A PPP model is proposed for six more airports in Jaipur, Lucknow, Ahmedabad, Guwahati, Mangalore and Thiruvananthapuram.

The AAI will then be able to focus on small airports in the hinterland, where private capital flow is unlikely. India had around 99 operational airports in FY 2018 according to FICCI document and this increased to 126 airports in FY 2022. This is expected to increase to 295 airports by FY 2040.

In India, the top 15 airports still handle the majority of the air traffic. A total of 83% of India's traffic was handled by the top 15 airports in FY 2018⁴⁰. The Indian economy is expected to mature and spread to the rest of the country. As a result, non-metro cities will drive future growth in the Indian aviation market.

The Regional Connectivity Scheme plans to boost aviation connectivity in India's unserved and underserved airports. As part of this program, state governments provide a predetermined number of seats as a subsidy on routes and airlines bid on how much light capacity they will subsidize. In addition to the subsidy, the selected airline enjoys exclusive rights to that route for three years. In addition to fiscal incentives, UDAN has attracted considerable interest from domestic carriers and small start-ups.

The Ministry of Civil Aviation (MoCA) released the draft International Air Connectivity (IAC) scheme or the International UDAN scheme in August 2018⁴¹. The scheme aims to connect non-metropolitan cities that fall under India's open skies policy with other Asian nations. As of now, the government has identified eight potential routes for international UDAN implementation. Among them, six routes will connect Guwahati with Dubai and Singapore, and two routes will connect Vijayawada with Dubai and Yangon.

⁴⁰ <https://ficci.in/spdocument/23493/civil-aviation-report.pdf>

⁴¹ <https://www.thehindubusinessline.com/opinion/columns/slate/all-you-wanted-to-know-about-international-udan/article25289960.ece>

In FY 2018, Delhi had 66 million passengers, ranking seventh-largest airport in Asia. When its fourth runway and fourth terminal are completed by 2024, the airport will see significant growth ⁴². In Mumbai, Goa, Vizag, and Pune, second airports are being planned. The construction of Navi Mumbai and Mopa airports (in Goa) is underway. The airport at Bhogapuram in Andhra Pradesh is currently in the bidding phase. It is expected that Pune's second airport at Purandar will be put up for bid soon. In December 2018, a new international airport at Kannur in North Kerala was commissioned. The same year, the 100th airport in India was inaugurated at Pakyong in Sikkim. It is expected to benefit the state's tourism and connectivity industries. At one time, Sikkim was only accessible by Bagdogra airport and by Siliguri railway station, both located several hours away.

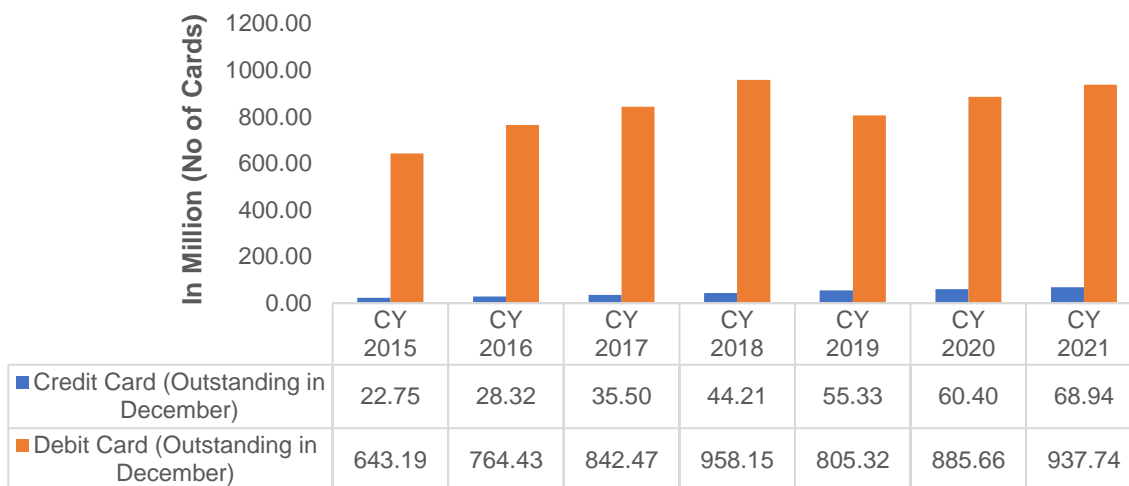
CARD INDUSTRY (CREDIT AND DEBIT) - INDIA

The credit card industry in India is experiencing high growth. The credit card market grew from around 33 million outstanding cards in Sept 2017 to around 65 million outstanding cards in Sept 2021 at a CAGR of 18.17%. The number of outstanding credit cards in Dec 2021 –were 68 million representing a growth of more than 13% over Dec 2020. Similarly, there were around 819 million outstanding debit cards in Sept 2017 which grew to 920 million debit cards in Sept 2021 growing at a CAGR of 2.93%. Outstanding debit cards are expected to surpass 1 billion next 2-3 years. The exponential increase above the average for 2018-2020 is due increased adoption of digital economy due COVID. New debit card issued is experiencing a mild decline over the past three years, however this is expected to bounce back with the improvement in the post COVID economic scenario The increase in credit/ debit cards bodes well for players like DreamFolks who stand to benefit from the card loyalty programs targeting lounge access.

Card Market Size CY 2015-CY 2021

The digital economy in India spurred during the pandemic owing to an increase in the requirement for contactless payments. The market for plastic money also experienced a shift in dynamics due to the radical shift in the financial economy. The change in trends between the years CY 2015- CY 2021 has been shown in the Figure below:

Figure 23: Outstanding Debit and Credit Cards CY 2015- CY 2021



Source: RBI

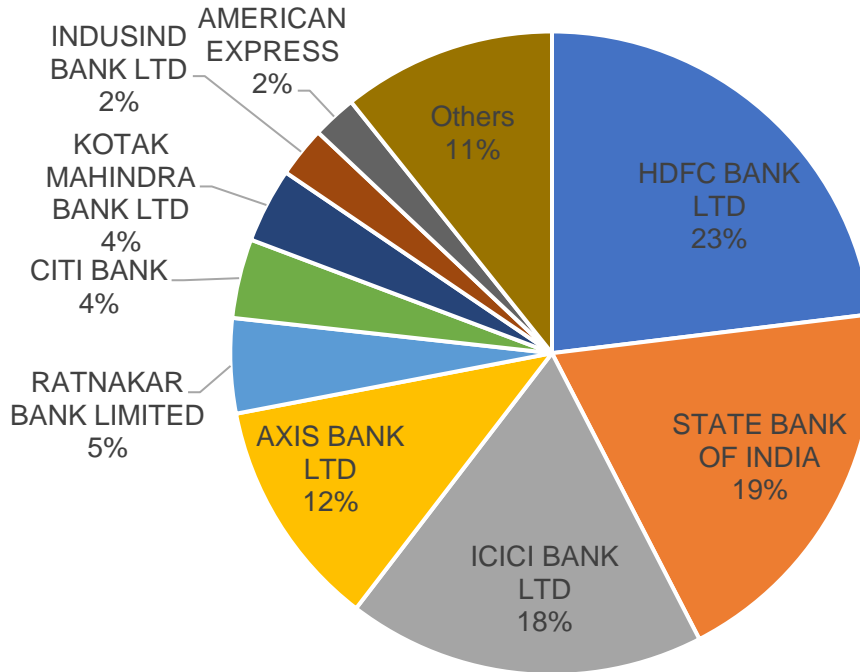
The credit card market grew at around 20% and debit card market grew at around 6.5% CAGR between the years (CY) 2015 to 2021.

⁴² <https://ficci.in/spdocument/23493/civil-aviation-report.pdf>

Market Share of Credit Card and Debit Card Market

Credit Card Market Share CY 2021

Figure 24: Market Share, Credit Card, CY 2021⁴³



Other Include: Standard Chartered Bank Ltd, Yes Bank Ltd, Canara Bank, Hongkong And Shanghai Bkg Corpn, Bank Of Baroda, Union Bank Of India, Idfc Bank Limited, Punjab National Bank, Sbm Bank India, Bank Of India, Indian Bank, Jammu And Kashmir Bank, Bank Of Maharashtra, Indian Overseas Bank, Idbi Ltd, Tamilnad Mercantile Bank Ltd, Federal Bank Ltd, Bank Of America, Dhanalakshmi Bank Ltd, Dcb Bank Ltd, South Indian Bank, Karur Vysya Bank Ltd, City Union Bank.

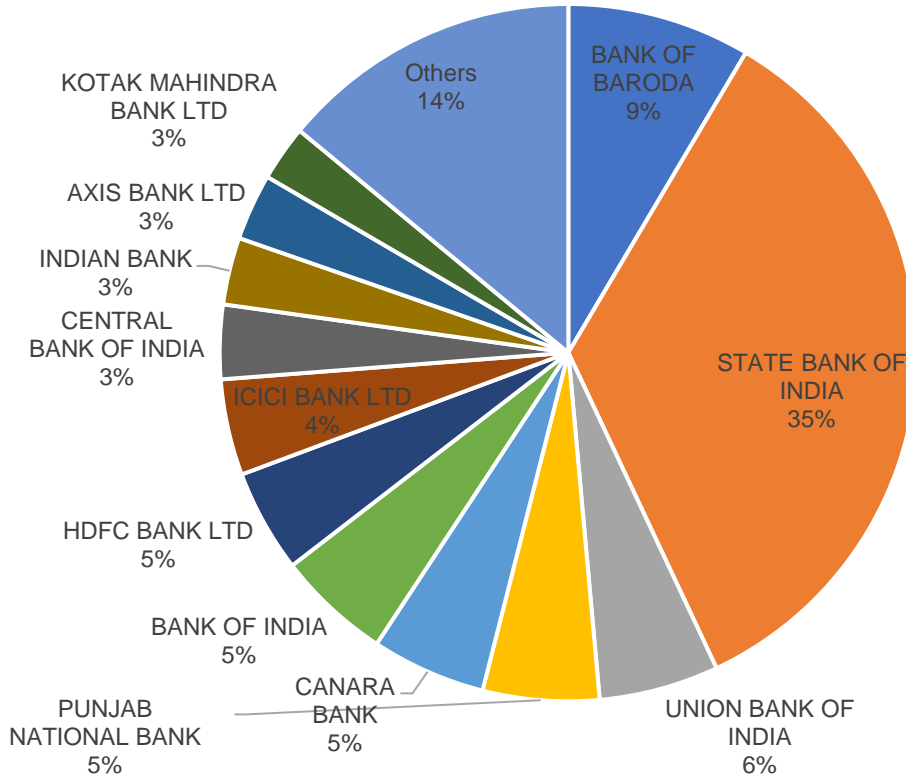
Observations

- There were around 22 Million credit card users in 2015 and this increased to around 68.94 Million in 2021.
- HDFC Bank has the largest market share with a value of 23% in CY 2021.
- State Bank of India acquired the second largest market share with a value of 19%.

⁴³ <https://rbi.org.in/Scripts/ATMView.aspx>

Debit Card Market Share CY 2022

Figure 25: Market Share Debit Card, CY 2021 ⁴⁴



Others include: Indian Overseas Bank, IBDI Ltd, Bank Of Maharashtra, Uco Bank, Federal Bank Ltd, IndusInd Bank Ltd, Karnataka Bank Ltd, Bandhan Bank Ltd, Karur Vysya Bank Ltd, Jammu And Kashmir Bank, Yes Bank Ltd, South Indian Bank, Punjab And Sind Bank, Idfc Bank Limited, City Union Bank, Tamilnad Mercantile Bank Ltd, Citi Bank, The Laxmi Vilas Bank Ltd, Ratnakar Bank Limited, Standard Chartered Bank Ltd, Dbs Bank, Dcb Bank Ltd, Catholic Syrian Bank Ltd, Dhanalakshmi Bank Ltd, Hongkong And Shanghai Bkg Corpn, Deutsche Bank Ltd, Sbm Bank India, Barclays Bank Plc

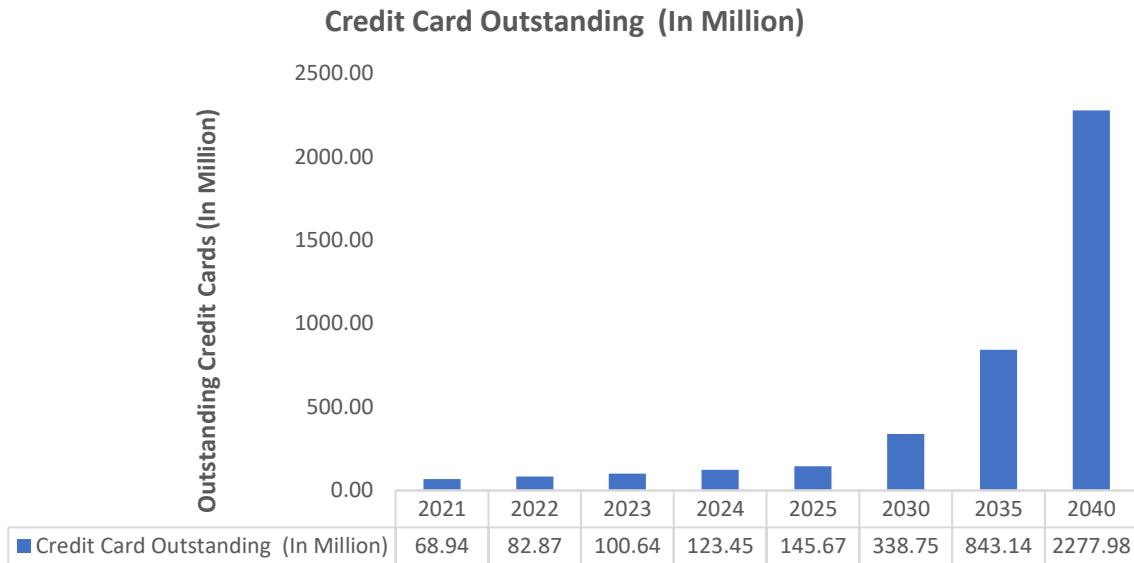
Observations

- The total number of debit card issued during 2020 was around 885 Million which is a slight decrease from 2019, which was around 805 Million. 2018 witnessed the highest debit card issued, it accounted to around 958 Million. In 2021, the number of debit cards issued was 937 Million.
- State Bank of India accounted to around 35% of the overall debit card market.

⁴⁴ <https://rbi.org.in/Scripts/ATMView.aspx>

Credit Card Market Forecast 2021-2040

Figure 26: Forecast for Credit Card Users Growth: CY 2021- CY 2040

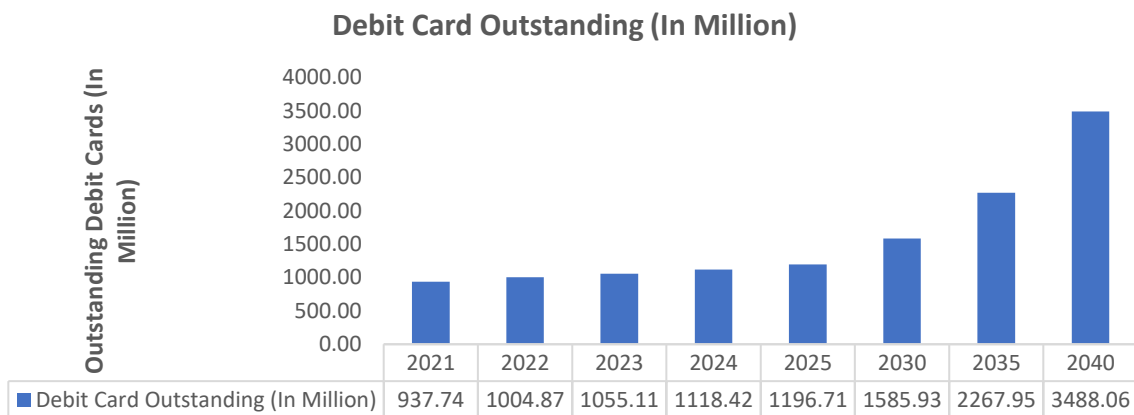


Note: Forecast Data for Outstanding Number of Credit Cards. All the years are in Calendar Year (Jan-Dec). Source: Frost & Sullivan Estimates

- The CAGR for growth in credit cards issued between the years 2021-2040 is expected to be at around 20%. The key inputs for the modelling includes Demographics, Employment, Historical Growth, Rate of Digital penetration, GDP and increased PPP.
- The number of credit cards issued is anticipated to reach 2.27 Billion by 2040. From card networks and card issuer's perspective, providing Customers access to the value-added services, including lounges, is increasingly becoming a key aspect of their credit / debit card service offering for customer engagement and customer loyalty.

Debit Card Market Forecast 2021-2040

Figure 27: Forecast for Debit Card Users Growth: 2021-2040



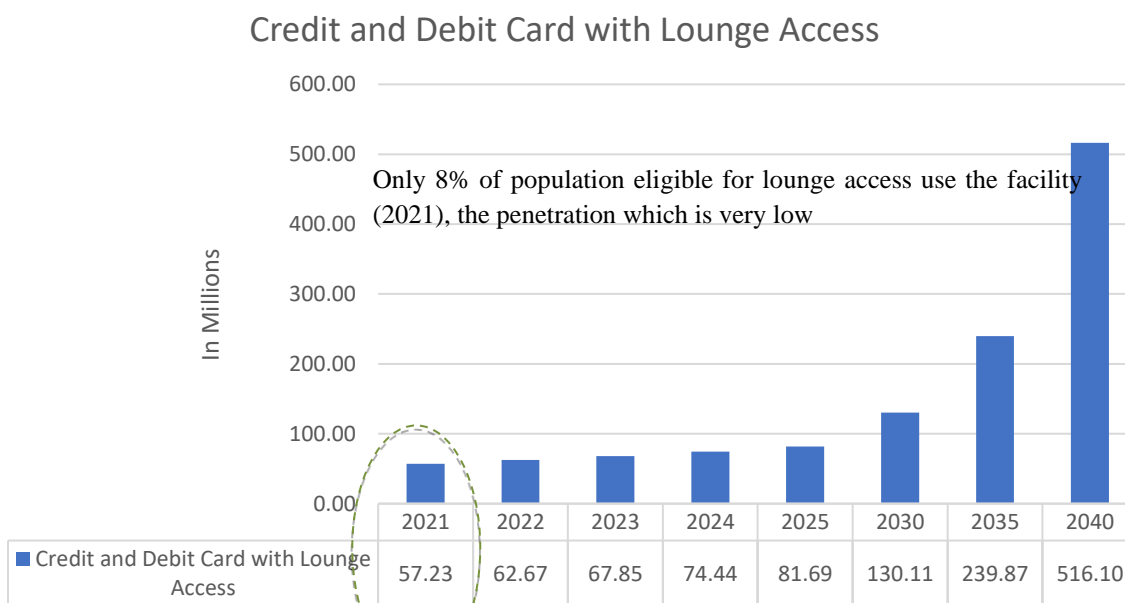
Note: Forecast Data for Outstanding Debit Cards Issued. All the years are in Calendar Year (Jan-Dec). Source: Frost & Sullivan Estimates

- According to market projections, the CAGR for debit cards issued registered a value of 7% between CY 2021-2040. The key inputs for the Demographics, Employment, Historical Growth, Rate of Digital penetration, GDP and increased PPP.
- The number of debit cards issued is expected to reach 3 Billion by the year 2040.

Number of Cards with Lounge Access

All credit and debit cards do not have the lounge access facility, the total number of credit and debit card which are estimated to have the lounge access feature are shown in the figure below.

Figure 28: Credit and Debit Cards with Lounge Access CY 2021- CY 2040 (Volume in Millions)⁴⁵



Note: Growth in Lounge Access Credit and Debit Cards | Source: Frost & Sullivan

The credit and debit cards with lounge access in India was 57.23 Million (CY 2021).

The total domestic and international lounge access is estimated at around 7.5 Million passengers per annum (Pre COVID) FY 2020, using all method of access.

The credit card and debit card-based lounge access feature card holders is expected to grow from 57.23 Million in 2021 to 516.10 Million in 2040.

⁴⁵ <https://rbi.org.in/Scripts/ATMView.aspx>

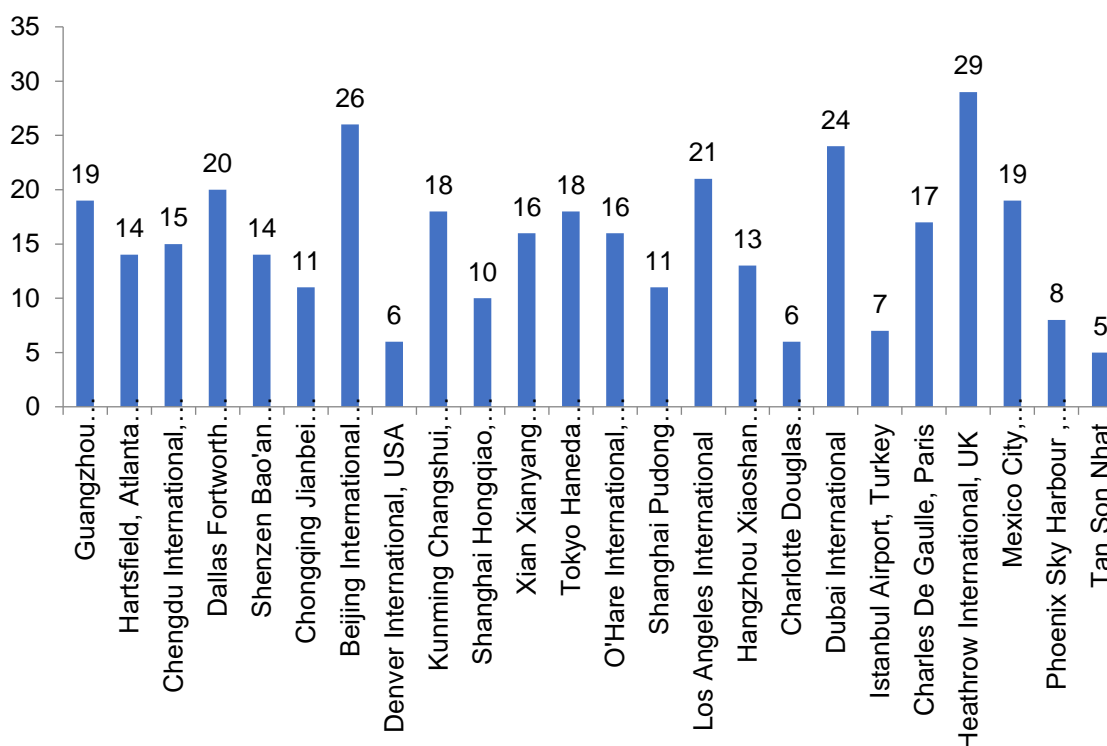
GLOBAL AND INDIAN LOUNGE MARKET OVERVIEW

The airport lounges have grown steadily in India over the past 5 years. The growth was being driven by the metro cities until about 2-3 years ago, however in the past 2 years the lounges have been expanding in non- metro airports as well. Any airport with a passenger movement of around 5-6 Million a year can accommodate a successful lounge. The number of lounges in an airport is proportional to the passenger numbers; the top 24 Global Airports average at around 7 lounges per airport. The Indian Airports average at around 2 lounges per airport. The Indian lounge market is expected to grow at 4X times of the current market size and is expected to reach 204 lounges by 2040.

Total Number of Global Lounges VS Indian Lounges top 24 Airports

Global Lounges (Top 25 Airports)

Figure 29: Busiest Airports Globally, Number of Lounges in Each Airport, 2022⁴⁶



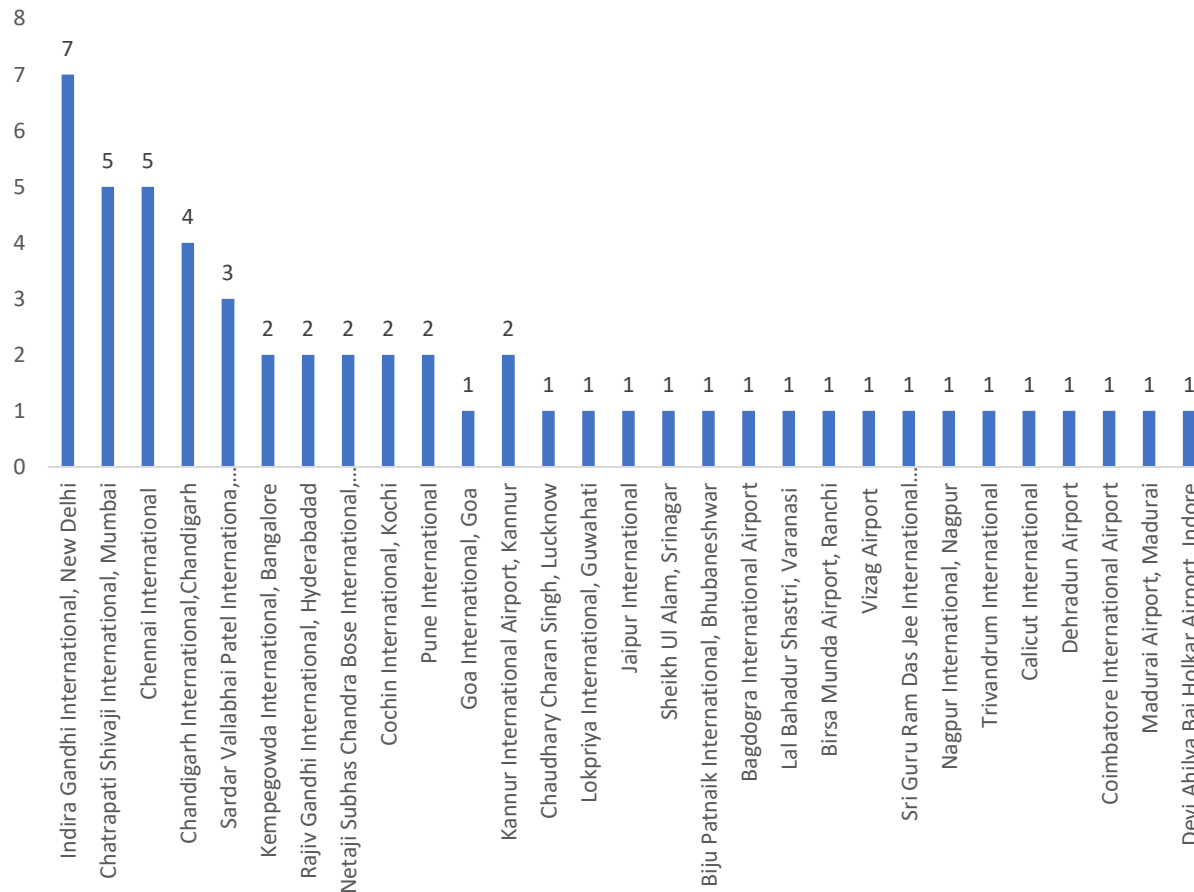
Note: Busiest Airports Globally and the Number of Lounges in each Airport (Aggregator Access Lounges, Airline Lounges are not considered). The above list will show 24, Delhi airport is amongst the top 25 which has been excluded from the above list, it will result in double counting. Source: Frost & Sullivan

- Heathrow International, UK is seen to have the largest number of lounges across the global market with a value of 29, followed by Dubai International (24 airport lounges).
- Beijing International (26 airport lounges) in China is seen to have the largest number of airport lounges followed by Guangzhou International (19 lounges).
- On an average, top 25 international airports have roughly 7 lounges per airport.

⁴⁶ <https://www.prioritypass.com/en/airport-lounges>, <https://en.dragonpass.com.cn/airports>, <https://www.loungebuddy.com/>, <https://www.tavpassport.com/en/>, <https://www.plazapremiumlounge.com>, <https://www.lounge.me/>

Total Number of Indian Airport Lounges

Figure 30: Number of Lounges in Indian Airport, FY 2022⁴⁷



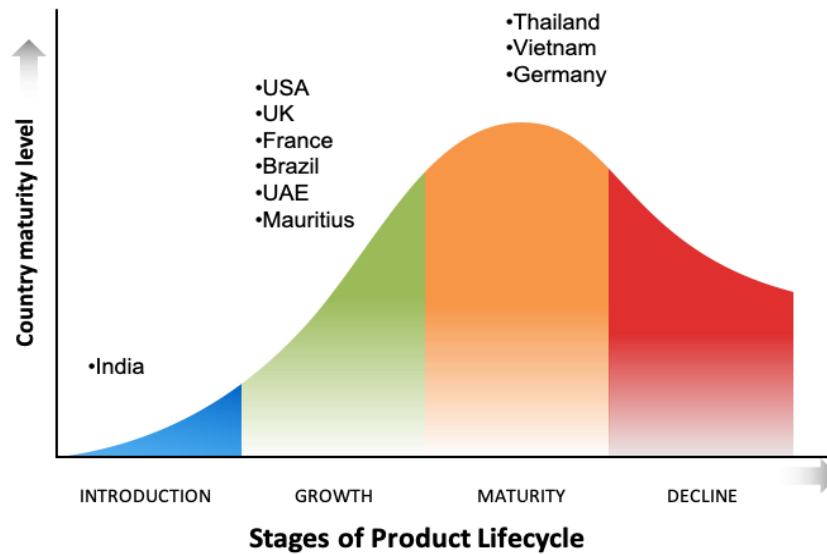
Note: India and the Total Number of Lounges at each airport (Aggregator Access Lounges, Airline Lounges are not considered) Source: Frost & Sullivan

- Indira Gandhi International Airport (7 airport lounges) has the highest number of lounges followed by Chhatrapati Shivaji International in Mumbai (5 lounges).
- Chennai International Airport has also 5 lounges and holds the third place in terms of most number of lounges amongst Indian airports.
- On an average, top 25 airports in India have only 2 lounges per airport.

⁴⁷ <https://airport.mastercard.com/en/lounge-finder/country?countrycode=IND>
<https://www.dreamfolks.in/lounge>
<http://indiaairport.com/lounges/index.htm>
<https://www.prioritypass.com/en/lounges/india>
<https://en.dragonpass.com.cn/airports>
<https://www.loungebuddy.com>

Airport Lounge Product Lifecycle Stage – Key Countries

Figure 31: Product Life Cycle, India Benchmarked to Global Markets⁴⁸

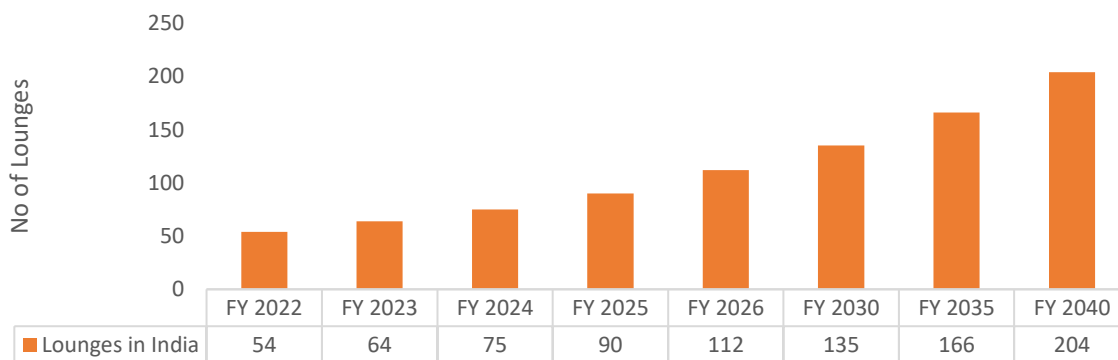


Note: Product Life Cycle (PLC) for Growth in Airport Lounges Market in India. The PLC Ratio is calculated based on economic modelling. Source: Frost & Sullivan Estimates

- In terms of global standards, India is seen to be towards the introductory stage of the product life cycle.
- Markets like the US, UK, France, Brazil, UAE, and Mauritius are in the growth stage of the product life cycle owing to the economic status and high passenger traffic in these nations.
- US and UK have the highest passenger volume amongst nations in the Growth stage of the product life cycle with a value of 926 million and 143 million respectively.
- Markets including Thailand, Vietnam, and Germany are in the Mature stage of the product life cycle.
- The economic modelling has been based on selected countries across the region, the potential markets for DreamFolks in Asia are Thailand and Vietnam. Similarly, UAE is a potential market for DreamFolks in the Middle East region. Mauritius is a potential market for DreamFolks in the African continent.

Projection for No of Lounges in India

Figure 32: Total Airport Lounges in India, FY 2022-2040

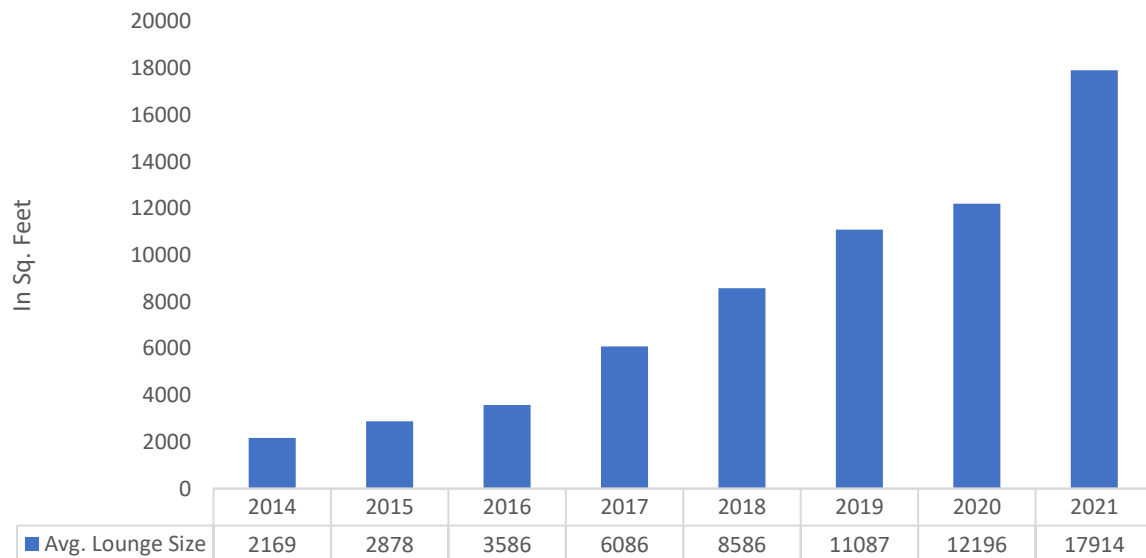


Source: Frost & Sullivan Estimate | Moderate Assumption that no new lounges would be opened between the period July-Dec 2022

⁴⁸ https://data.worldbank.org/indicator/IS.AIR.PSGR?most_recent_value_desc=true
<https://www.worldometers.info/world-population/population-by-country/>
<https://www.cia.gov/the-world-factbook/field/labor-force/country-comparison>

- The no of lounges are expected to grow at an 7% CAGR between the period 2022-2040.
- As of March 2022, the number of airport lounges in India was 54, and this is expected to grow to around 204 lounges by 2040.
- An increase in passenger traffic and growth in demand within the air travel industry is expected to boost the market growth.
- The introduction of projects like UDAN and the ongoing construction for 100 greenfield airports in India⁴⁹ (construction to be completed in 10-15 years) is expected to increase the potential opportunity for airport lounge operators within this market.
- Increased privatization of airlines is also expected to increase the investment for airline-based lounges. The growth in the lounge operators market is anticipated to increase opportunities for the lounge aggregators market as well.
- Tier II airports are expected to drive the growth of new lounges. This is due to the lower rates and increase in traffic from these airports.

Figure 33: Increase in average lounge size, FY 2014- FY 2021

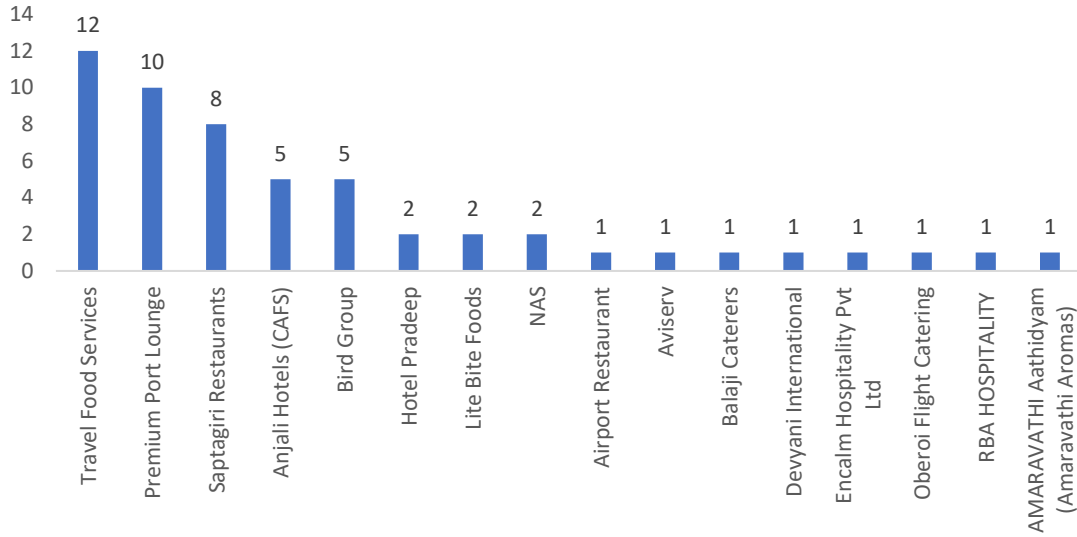


The average airport lounge size was around 2100 sq. feet in 2014, this increased more than 8X and reached around 17,900 sq. feet in 2021. The future lounges are expected to be more premium than accommodating more passengers. The penetration of lounges per airport in India is still very low compared to the global average and there is still headroom to grow the average airport lounge size per airport. In case of Greenfield airports the availability of space for lounge operations is easier. The increase in lounge space proves that there is a large headroom for growth.

⁴⁹ <https://economictimes.indiatimes.com/industry/transportation/airlines/-aviation/india-to-construct-100-airports-worth-60-billion/articleshow/65667498.cms?from=mdr>

Key Lounge Operators in India

Figure 34: India, Key Airport Lounge Operators in India, FY 2022

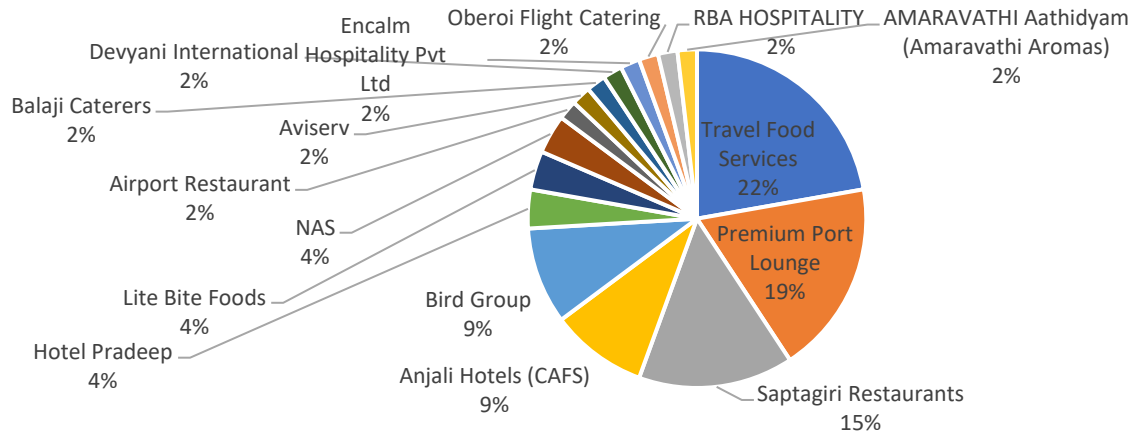


Note: Lounge Operators Market in India, Y Axis represents the number of lounges (Data for 54 lounges has been recorded | as on 31st March 2022)

The airport lounge market in India has numerous players. As of FY 2022 the number of airport lounges in India were 54 and Travel Food Services operates 12 lounges.

Number of Lounges per Operator

Figure 35: India, Market share of the lounge operators, FY 2022



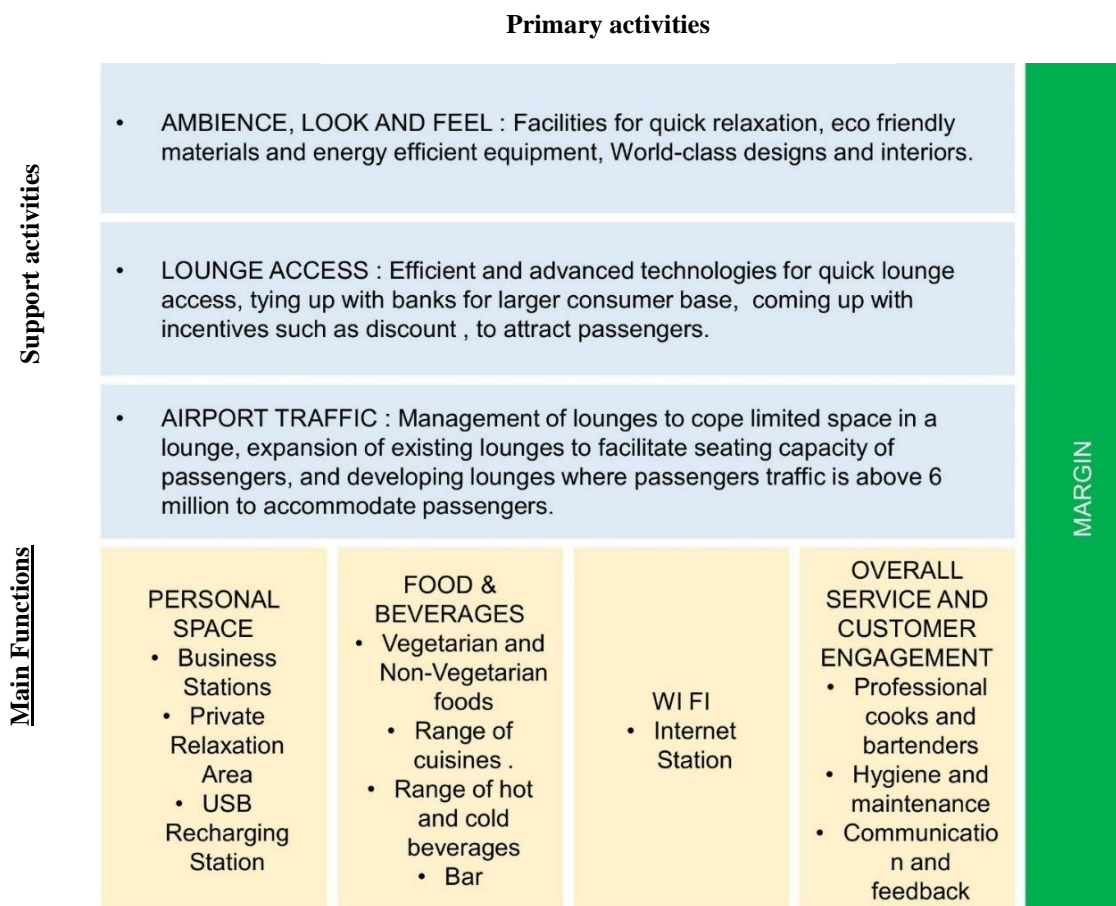
Source: Frost & Sullivan Estimates | FY 2022

The share of lounge providers in India shows that Travel Food Services have the highest market share of 22%, followed by Premium Port Lounges with 19 % of the domestic market share.

DreamFolks has tie up all lounge operators including the market leaders viz. Premium Plaza Lounge and Travel Club Lounge. The lounges work in close coordination with DreamFolks as it provides more than 80% of the overall traffic for most lounges, and also reduces the need for lounges to tie up with multiple bank / other partners. DreamFolks

cover 100% of lounges being operated in India, while it has significant exclusivity for India issued credit and debit card programs in key locations.

Figure 36: Value chain for Airport Lounge Service Providers



LOUNGE MARKET DYNAMICS AND ACCESS METHODS TO AIRPORT LOUNGES

Airport Lounge Market in India

The key drivers, and restraints that are expected to impact the Airport Lounges Market in India are enumerated in succeeding paragraphs. Frost & Sullivan considered all these factors for forecasting the future market growth.

Drivers

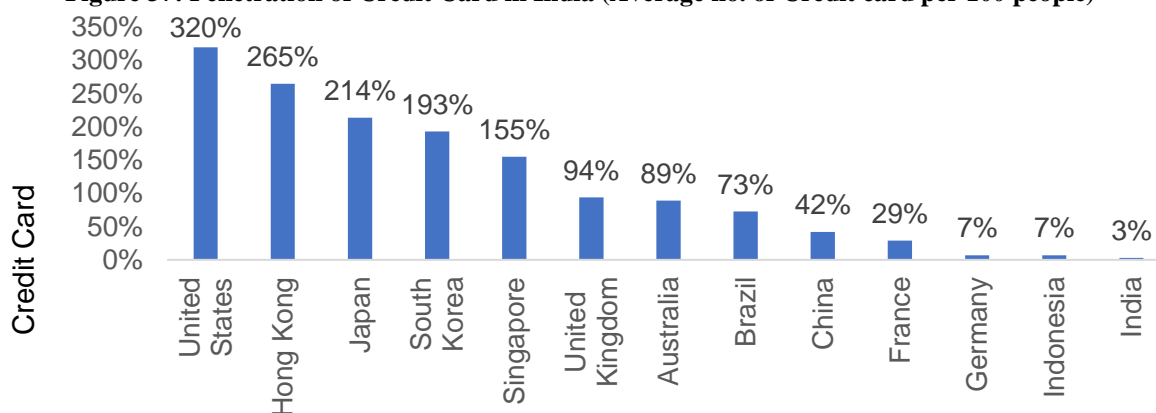
- **Growing Air Traffic and Passenger Traffic:** Passenger traffic has been growing steadily since the new millennium, driven largely by income growth and low-cost aviation. The domestic air travel increased from 80.75 million in CY 2015 to 143.74 million in CY 2019. It is projected that India will overtake the UK to become the third-largest air passenger market in 2024. Furthermore, India is one of the world's fastest-growing domestic aviation markets.⁵⁰ The international passengers have also grown from around 18.42 Million in CY 2015 to around 14.29 Million in CY 2019. Hence, with growing air and passenger traffic, lounge market would flourish.
- **Development of New Airports:** India will require 2,380 new commercial aircraft by 2040 because of an increase in air travel. A total of 200 new airports will open in India by 2024. It is estimated that India will have 295 airports by 2040, and the increase in airports will drive the lounge market. Additionally, Tier 2 and Tier 3

⁵⁰ <https://airlinergs.com/issue-article/the-rise-and-growth-of-airport-lounges/>

are likely to have a lower penetration of services. Which is likely to drive the lounge markets especially for providers who offer value for money.

- **Government Initiatives:** The government of India has launched many schemes to make flying affordable for people of all income levels. Under UDAN 4.0, 24 routes were identified in Assam in February 2021. During the UDAN 4.1 bidding process, the Ministry of Civil Aviation (MoCA) has proposed 392 routes as part of the Azadi Ka Amrit Mahotsav launch by the Government of India in March 2021.⁵¹ The UDAN scheme and the privatization of the airports are expected to be the key government initiatives which could contribute to this market.
- **Increasing Uptake of Digital Economy:** The current credit card penetration is extremely low in India, it is around 3% for credit cards as shown in the figure below. The penetration of digital economy and cards is expected to increase exponentially due the effect of pandemic, large customer base, rising income, and changing attitude of the end customer. In turn, the financial system will have a greater incentive to manage customer loyalty; programs like lounge access will form a significant part of the loyalty management initiative.

Figure 37: Penetration of Credit Card in India (Average no. of Credit card per 100 people) ⁵²



Source: SBI Cards Prospectus

- **LCC Market Share in India:** The Low-cost Carriers have a significant market share in India, and this is expected to continue in the foreseeable future. The LCC carriers need to keep the upcoming competition from full-service carriers like Vistara and Air India (taken over by Tata). To manage customer loyalty, offering lounge access as an add-on will be a good option for these airlines.
- **Business Travel, Tourism, and Customer Experience** – India has been seeing a steady increase in business index and tourism. Both factors will play a major part in driving the lounge market especially when the Indian airports rank much lower than the global airports in overall customer experience. Lounges will be key beneficiary as they offer an enhanced customer experience. will be one of the key features Involvement of banks
- **Addition of Lounges:** On an average it can be stated that the top 25 airports in India account to 2 lounges per airport. This is much lesser than the Global average which is 7 airports per top 25 Global airports. The number of airport lounges in India is very small. Currently, there are approximately 54 lounges in India (31st March 2022), and the overall number of lounges will increase in line with increasing traffic and passengers. It is important to note that the overall growth in lounge also includes the growth in lounge area in the existing lounges which are not included in the 150 new lounges which are expected to be added in between the years 2023-2040. The total number of lounges are expected to be 204 by 2040; these include the additional lounges across existing airports and new lounges across Greenfield airports.

⁵¹ <https://www.aai.aero/en/rcsudan>

⁵²

Restraints

- **High rentals** - High rental has always posed a challenge for lounge providers. Recently, airport hospitality providers have asked airport operators to reduce the high rental prices they pay for using their facilities. The lounge operators at some airports pay a minimum guaranteed amount. These operators have asked to reconsider the amount.⁵³ Plaza Premium Group and Bird Group and Travel Food Services (TFS) are the two major lounge operators in the country, and together they operate about two dozen lounges across airports.

Credit Card/ Debit Card

Credit card and debit card based lounge access to the customers can be of two types. Firstly, where the card offers a set of complimentary lounge visits (domestic and international) in a year. Secondly, wherein the debit or the credit card can allow access to the lounges but the customer must pay for the same.

India issued Credit/ Debit cards are a primary mode of access the domestic lounges and it accounts to around 80%. This is the segment in which DreamFolks holds almost 95%-97% of the domestic India market lounge share.

Airline Business Class / Airline Frequent Flyer Programs

The access to lounges is offered as a part of the business and first-class tickets and the cost is borne by the airline. In smaller airports the lounges are shared by multiple airlines; however in hub airports the lounges could also be specific to the airline. In case of Indian market, major market share is with low cost airlines such as Indigo and Spice Jet. These airlines do not offer lounge access as part of the airfare, however in line with recent trends they offer lounge access an additional option. The Indian Aviation market will continue to be dominated by LCC, and steps taken by these airlines to provide lounge access as an additional option has significant growth potential. The rise of passengers travelling LCC, and airlines initiatives to retain customer loyalty in absence of services offered by Full Service Carrier are expected to drive future opportunities for companies like DreamFolks.

Lounge Membership Cards, Digital Access, and QR Codes

Lounge membership programs offer annual membership which gives its users access to multiple airport lounges across the world. These membership programs are offered complimentary by banks, and can also be purchased directly by consumers with multiple pricing options. The programs which are most significant at the Global level are Priority Pass and Dragon Pass. DreamFolks offers a similar program which have been adopted by players like ICICI Bank and IDFC Bank to name a few.

Other Voucher, Digital Apps and QR Codes:

Customers can get access to lounges by also purchasing or getting complimentary along with flight ticket or travel bookings, at travel booking websites or airlines websites. In addition corporates also issue vouchers as part of channel incentivization and employee engagement programs. In addition there are multiple applications which can be downloaded to get access to the lounges such as Lounge Buddy etc. The applications also allows the user to allow the user to understand the accessibility to the lounges. The customer can then pay online to gain access to the lounges. The cost of the access could vary from the time requirement, location etc.

Walk-In

These are the customers who have not subscribed to any of the above methods and access the lounge. The main factors driving this segment are value the lounge service provides versus the facilities available at the airport, and delayed flights. Currently, this segment is extremely low however it is expected to rise in the coming years especially in Tier 2 and Tier 3 airports where the airport services are likely to be rudimentary.

⁵³ <https://economictimes.indiatimes.com/industry/transportation/airlines/-aviation/airport-lounge-companies-want-relief-on-rentals/articleshow/74838849.cms?from=mdr>

LOUNGE ACCESS AGGREGATORS MARKET IN INDIA

Key Lounge Access Aggregator Market Players In India (DreamFolks, Priority Pass (Collinson), Dragon Pass)

DreamFolks

The main business model of DreamFolks is to act as a service provider between the lounge operators on one side, and banks, card networks, airlines and corporates on the other end. DreamFolks acts as vital link for banks for their credit & debit card sales and customer engagement programs, and airlines to manage customer loyalty and retention.⁵⁴ Main advantage of their business model is that the customer do not have to exclusively subscribe to memberships. Similarly, airlines which do not offer lounge access as part of the fare, can still manage customer loyalty by providing them access as an option. DreamFolks is a dominant player that has 100% lounge coverage in India with significant exclusivity for India issued credit and debit card programs in key locations.

DreamFolks also leverages technology and offers the solution through omni channels such as App based access, tracking live benefits on each card. The technology driven solutions of DreamFolks is one of the key elements that enables its clients to provide value added services to their end customers as a part of their customer engagement and loyalty management programs.⁵⁵

Additionally, the Company has diversified its portfolio into an overall airport experience by offering services as below:

- Meet and Assist,
- Nap Rooms
- Food and Beverages
- Airport Transfers
- Spa
- Door-step Baggage Services

Priority Pass

Priority Pass is a U.K-based company that was founded in 1992. The program is owned by Collinson Group. The program includes access to lounges for passenger across both, the economy class and premium class. There are three levels of membership available on the company's website: Standard, Standard Plus, and Prestige. A customised option is also available for partner banks. Currently, the company offers access to more than 1300 lounges worldwide. Priority Pass offers discounts on dining, retail, and spa services through the Priority Pass app.⁵⁶

DragonPass

Dragon Pass company was founded in 2005 in China. Since the company was originally an airport lounge provider, it has developed services and solutions across the entire airport experience. The company boasts a network of more than 1300 airport lounges around the world. It offers a variety of services, from airport restaurants and spas to limousines, as well as meet and greets. Over the years, the company has refined its digital platform, offering its members a comprehensive range of full services accessible from one app.⁵⁷

⁵⁴ Frost & Sullivan Market Survey

⁵⁵ Frost & Sullivan Market Survey

⁵⁶ <https://www.prioritypass.com/en/our-story>

⁵⁷ <https://en.dragonpass.com.cn/about/company>

Revenue of Key Players

Table 5: Revenue of Key Players, FY 2017-2022

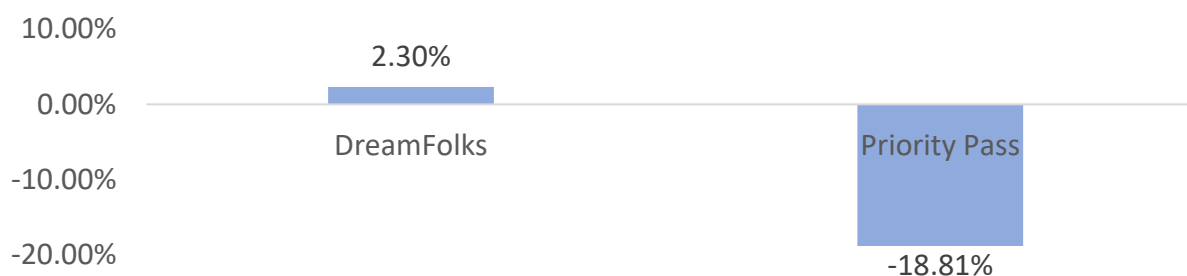
Revenue of Key Players (In INR Crores)	FY 2017	FY 2018	FY 2019	FY 2020	FY 2021	FY 2022
DreamFolks	98.7	165.6	249	364.8	108.11	282.4
DragonPass	589	825	1155	NA	NA	NA
Priority Pass	2516.1	3455.2	3998.7	4181.5	1093.2	NA

NA- Not Available

Source: Company Websites and Annual Reports | Note: The indicated revenues of Dragon Pass and Priority Pass are global. These are not directly comparable to DreamFolks as currently the major source of revenue for DreamFolks is from India only. Financials for DreamFolks and Priority Pass are in FY and financials for Dragon Pass are in CY.

DreamFolks is a key player in the Indian market and currently accounts for more than 80%, of the total lounge traffic in Bangalore, Mumbai, Cochin and Ahmedabad to name a few⁵⁸. The revenues of Dragon Pass and Collinson group are indicative of the size of global opportunity which companies like DreamFolks can venture into expansion into new services and new geographies would help DreamFolks increase their customer base and revenue.

Figure 38: CAGR of Key Competitors Revenue, FY 2017-FY 2021



Note: FY 2022 revenues for DreamFolks was INR282.4 crores and the CAGR for the period FY 2017-FY 2022 is 23.40%. The financial data for FY 2022 is not available Priority Pass. The above CAGR calculation are for the period FY 2017- FY 2021 for which data is available for DreamFolks and Priority Pass. The CAGR for DragonPass for the period FY2017-FY 2019 is 40%, financial data for the rest of the years is not available.

The CAGR of DreamFolks is around 2%, DreamFolks experienced a dip in revenue in FY 2021 due to the impact of COVID. The first mover advantage coupled with their service model has enabled DreamFolks to become a dominant player in the industry with a share of over 80% in the Domestic lounge access market in India. Banking Partnerships⁵⁹

- DreamFolks covers most of the banks in India, it covers India's largest private and public sector card issuing companies such as HDFC Bank Limited, SBI Cards and Payment Services Limited and ICICI Bank Limited.
- This strong network is expected to support their entry into the international market.
- DreamFolks accounts for almost 95%-97% of the India issued debit and credit card based access to the lounges for FY 2020. The company has been successful in building the bridge between the lounge operators and the debit or credit card issuers.
- It is also important to note that out of an estimated 7.5 Million (FY 2020) passengers using lounges in India more than 80% (Domestic Lounge) use India issued credit and debit card method to access the lounges.

⁵⁸ Frost & Sullivan Market Survey

⁵⁹ <https://www.paisabazaar.com/credit-card/priority-pass-membership-credit-cards/>

- However, the access to international lounges is also facilitated through foreign cards, other loyalty cards and Airline based access.
- DreamFolks has coverage across 54 lounges constituting 100% of India's Airport lounges across domestic and international airport terminals.

Key Credit Card Programs: Lounge Access

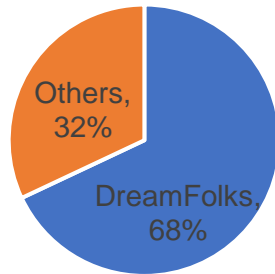
The below section enumerates the key credit card programs which provides complimentary access to lounges. DreamFolks has a tie up with majority of prominent card issuers to act as service provider between the lounge operator and the bank. One of the initiatives of DreamFolks has been to update its' technology platform which can do the accounting of the benefits in real time, and can update the bank when a customer accesses a lounge. The real time update allows DreamFolks to monitor the usage of complimentary access ensuring that there is no overuse by the customers.

- **HDFC Credit Cards** - The airport lounge access facility is available on select HDFC credit cards. As part of the programs, cardholders get complimentary access to India lounges with the same credit/debit card powered by DreamFolks, and some premium cards get global lounge access through a separate membership card which is complimentary /paid via PriorityPass. Some HDFC credit cards that offer lounge access are HDFC Visa Signature Credit Card, HDFC Business Regalia Credit Card, HDFC Bank Diners Club Black Credit Card, HDFC Bank Infinia Credit Card, and JetPrivilege HDFC Bank Platinum.
- **SBI Credit Cards** - SBI Cards offers several credit cards with access to India airport lounges. Several cards offer membership to the International lounge access program via PriorityPass and DreamFolks. Other offers Visa/Mastercard/Rupay Lounge Access membership programs that provides complimentary and paid access to airport lounges powered by DreamFolks. Some of the SBI credit cards that offer airport lounge access are SBI Aurum Card, SBI Elite Card, SBI Platinum Card, Yatra SBI Credit Card, SBI Advantage Platinum Credit Card, SBI Tata Croma Platinum Credit Card, and SBI Platinum Corporate Card
- **Axis Bank Credit Cards** - Axis Bank Airport Lounge Credit Cards offer free and paid access to airport lounges within and outside India. In addition to the primary cardholder, any guests must pay to visit the lounge. Additionally, some cards offer complimentary lounge access to the principal cardholder's family and friends. Some of the Axis bank credit cards for airport lounge access are Axis Bank Miles & More World Credit Card, Axis Bank Privilege Credit Card, Axis Bank Reserve Credit Card, and Axis Bank, Axis Bank Atlas, Signature Credit card
- **ICICI Bank Credit Cards** - The ICICI credit cards provide access to lounges at various domestic and international airports in India. Many cards allow customers to access select airport lounges both for free and for a fee. The credit cards are ICICI Bank Emerald Credit Card, ICICI Bank Sapphire Credit Card, ICICI Bank Carbon Credit Card, ICICI Bank Rubyx Visa Credit Card, and ICICI Bank VISA Signature Credit Card. Premium cards such as Emerald and Sapphire also allow access to international lounges outside India, and airport spa in India, via the DreamFolks membership programme.
- **IndusInd Bank Credit Cards** - Several credit cards from IndusInd Bank offer airport lounge access. IndusInd Bank customers can access airport lounges through IndusInd Bank Platinum Aura Credit Card, IndusInd Bank Platinum Select Credit Card, IndusInd Bank Indulge Credit Card, IndusInd Bank Iconia Credit Card, and IndusInd Bank WorldMiles Credit Card.

MARKET SHARE BY VOLUME OF PASSENGERS

DreamFolks constitutes to around 68% in FY 2022 of the overall lounge traffic in volume across all lounges in Indian airport, this includes both the domestic and international lounges.

Figure 39: Total Lounge Access Market Share By Customer Base, Presence across lounges in India (International and Domestic Lounge), FY 2022

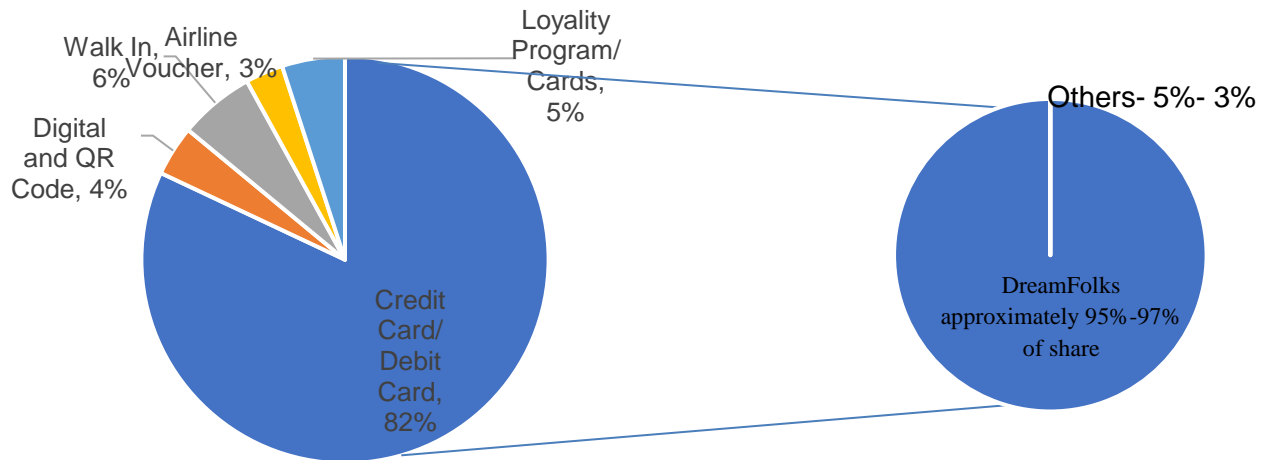


Source: Frost & Sullivan Estimates

MARKET SIZING AND FORECAST OF THE AIRPORT LOUNGE ACCESS AGGREGATOR MARKET IN INDIA

Indian Domestic Lounge Market Share By Access Method

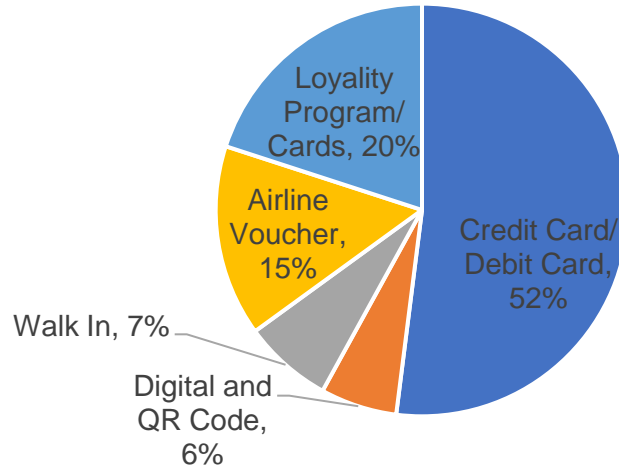
Figure 40: Market Share covered by, By Customer Base, Presence across lounges in India (Domestic Lounge, FY 2022 ⁶⁰)



Note: The above diagram represents the market share for Lounge aggregators present across various airports in India (Domestic Lounges Only) for FY 2022 | Source: Frost & Sullivan Estimates based on Primary and Secondary Sources

⁶⁰ <https://airport.mastercard.com/en/lounge-finder/country?countrycode=IND>
<http://indiaairport.com/lounges/index.htm>
<https://www.prioritypass.com/en/lounges/india>
<https://en.dragonpass.com.cn/airports>

Figure 41: International Lounge Access Methods in Percentage, (Indian Lounges, FY 2022)



Note: The above diagram represents the market share for Lounge aggregators present across various airports in India for FY 2022(International Lounges Only). | Source: Frost & Sullivan Estimates based on Primary and Secondary Sources

Section Observations:

- DreamFolks is India’s largest airport service aggregator platform facilitating enhanced airport experience to passengers and accounts for around 68% of the overall lounge access volume in India (Domestic and International) FY 2022.
- The total number of lounge users are estimated at around 5.2 million passengers in FY 2022 for Domestic and International lounges.
- Out of this around 80% of domestic passengers prefer usage of Indian issued credit / debit cards to gain access to Indian domestic lounges.
- DreamFolks accounts to around 95%- 97% of the market to access lounges through India- issued credit / debit cards for Domestic Lounges in FY 2022.
- It is important for the lounges to continue giving access to debit and credit card users to ensure higher lounge utilization.

Indian Lounge Access Aggregator Market Forecast FY 2023- FY 2030 (In Volume (Passenger (Pax) Million))

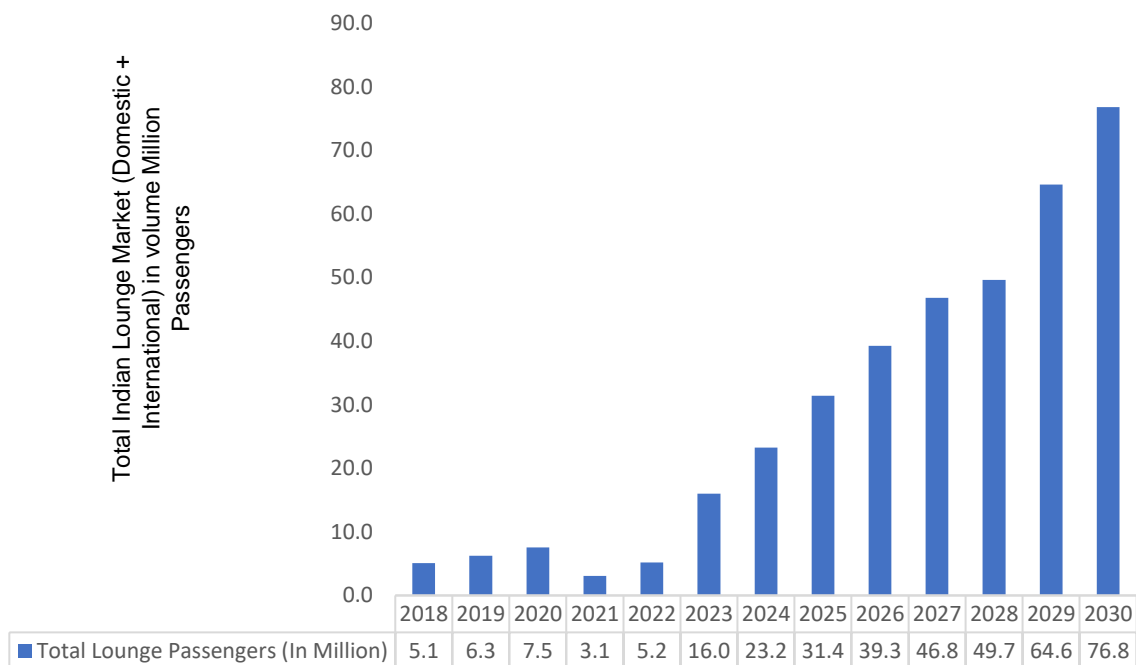
The lounge access aggregator market was studied by Frost & Sullivan, using both secondary and primary research methods. The methodology for estimating the market is as given below:

Step 1- The number of lounge users were estimated at 5.2 million passengers for the year FY 2022 this includes both international and domestic passengers.

Step 2- The number of India issued credit card-based lounge access is estimated at around 80% for Indian domestic lounges and around 40% for Indian International Departure lounges.

Step 3- DreamFolks accounts for almost 95%-97% of this India issued credit and debit card segment due to its tie-up with all of the aforementioned card networks such that most transactions undertaken by customers in airport lounges happen on the Dreamfolks platform.

Figure 42: Lounge Access Market Size in India (No of Passengers in Millions), FY 2018-2030



Note:⁶¹ All years are in FY (March-April). FY 2018-FY 2022 are (estimated) historical, FY 2023-FY 2030 are forecasted. The forecast model is based on three key parameters, namely the overall growth in air travel, growth in business travel and growth in credit and debit card base. The above includes all airport lounges, domestic and international. Lounge user numbers across all years are estimated by Frost & Sullivan based on Primary Discussion as there is no government or any other reliable source of data.

From 7.5 million in FY 20, the market dipped in FY 2021 due to COVID and is currently showing signs of a quick recovery. The lounge market is expected to reach 76.8 million passengers in FY 2030.

Indian Lounge Access Aggregator Market Size & Forecast FY 2023- FY 2030 (In Value (INR Million))

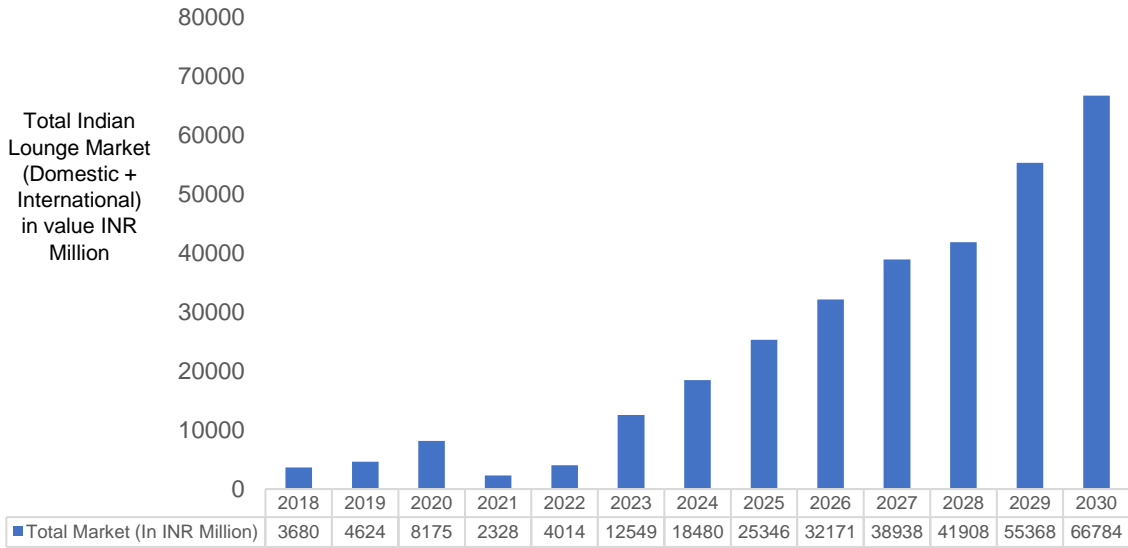
Assumptions:

- The airline sector is expected to increase in a Post COVID environment as explained in the earlier sections of the document
- 20%-30% of the domestic air travel is business related travel

The overall Indian lounge market which includes passengers accessing both Domestic and International lounges is estimated at around INR 8,175 million (FY 2020). The forecasted market of lounge access by all methods is as follows.

⁶¹ <https://www.businesstoday.in/latest/economy-politics/story/india-holds-huge-potential-in-airport-lounge-market-song-hoi-see-of-plaza-premium-lounge-155743-2018-11-01>

Figure 43: Indian Airport Lounge Access Market Size, In INR Million, FY 2018- FY 2030



Note: All years are in FY (March-April). FY 2018-FY 2022 are (estimated) historical, FY 2023-FY 2030 are forecasted. The forecast model is based on three key parameters, namely the overall growth in air travel, growth in business travel and growth in credit and debit card base. The above includes all airport lounges, domestic and international. Lounge user numbers across all years are estimated by Frost & Sullivan based on Primary Discussion as there is no government or any other reliable source of data.

There was a dip in FY 2021 values due to COVID, as compared to FY 2020. In the current financial year (FY 2023), the market is estimated at around INR 12,549 million, which includes both domestic and international lounges across all Indian airports. This is expected to grow to INR 66,784 million by FY 2030. Around 80% of the lounge traffic in Indian domestic lounge is through India issued credit and debit cards and DreamFolks dominates almost 95%-97% of this market.

OUR BUSINESS

Some of the information in this chapter, including information with respect to our plans and strategies, contains forward-looking statements that involve risks and uncertainties. You should read “Forward-Looking Statements” on page 18 for a discussion of the risks and uncertainties related to those statements and also “Risk Factors”, “Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 26, 189 and 247, respectively, for a discussion of certain factors that may affect our business, financial condition, or results of operations.

Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Unless otherwise indicated, the financial information included herein is based on our Restated Consolidated Financial Statements for the Fiscals 2022, 2021 and 2020 included in this Red Herring Prospectus. For further information, see “Financial Statements” on page 189. We have, in this Red Herring Prospectus, also included various operational and financial performance indicators, some of which may not be derived from our Restated Consolidated Financial Statements and may not have been subjected to an audit or review by our Statutory Auditors. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates underlying, and used in such calculation, may vary from that used by other similarly placed companies in India and other jurisdictions. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and are cautioned that they should consult their own advisors and evaluate such information in the context of the Restated Consolidated Financial Statements and other information relating to our business and operations included in this Red Herring Prospectus.

*Unless otherwise indicated, industry and market data used in this section has been derived from a report titled ‘Indian Airport Lounge Aggregators Market’ dated July 15, 2022, by Frost & Sullivan (India) Private Limited (**F&S Report**) prepared and issued by F&S, appointed by us pursuant to engagement letters dated September 14, 2021 and June 10, 2022, and exclusively commissioned and paid for by us in connection with the Offer. Unless otherwise indicated, all industry and other related information derived from the F&S Report and included herein with respect to any particular year refers to such information for the relevant calendar year. F&S was appointed by our Company and is not connected to our Company, our Directors, and our Promoters. A copy of the F&S Report is available on the website of our Company at www.dreamfolks.in/img/doc/industry-report-frost-sullivan.pdf.*

OVERVIEW

We are a dominant player and India's largest airport service aggregator platform facilitating an enhanced airport experience to passengers leveraging a technology driven platform (*Source: F&S Report*). Our asset-light business model integrates global card networks operating in India (**Card Networks**), credit card and debit card issuers (**Card Issuers**) and other corporate clients, in India, including airline companies (**Corporate Clients**) and along with Card Networks and Card Issuers, the **Clients**) with various airport lounge operators and other airport related service providers (collectively, the **Operators**) on a unified technology platform. We facilitate customers of Clients’ (**Consumers**) access to the following airport related services (i) lounges, (ii) food and beverage (iii) spa, (iv) meet and assist, (v), airport transfer (vi) transit hotels /nap room access, and (vii) baggage transfer, (collectively, the **Services**). Our dominance is underpinned by facilitating access to 100% of the 54 lounges currently operational in India, and we also enjoyed a market share of over 95% of all India issued credit card and debit card (**Card Based**) access to airport lounges in Fiscal 2022. Additionally, in Fiscal 2022 we also accounted for around 68% of the overall lounge access volume in India. (*Source: F&S Report*). Further, as at March 31, 2022 through our partnerships with other service providers, we have a global footprint extending to 1,416 Touch-points in 121 countries across the world out of which, 244 Touch-points are present in India and 1,172 Touch-points overseas.

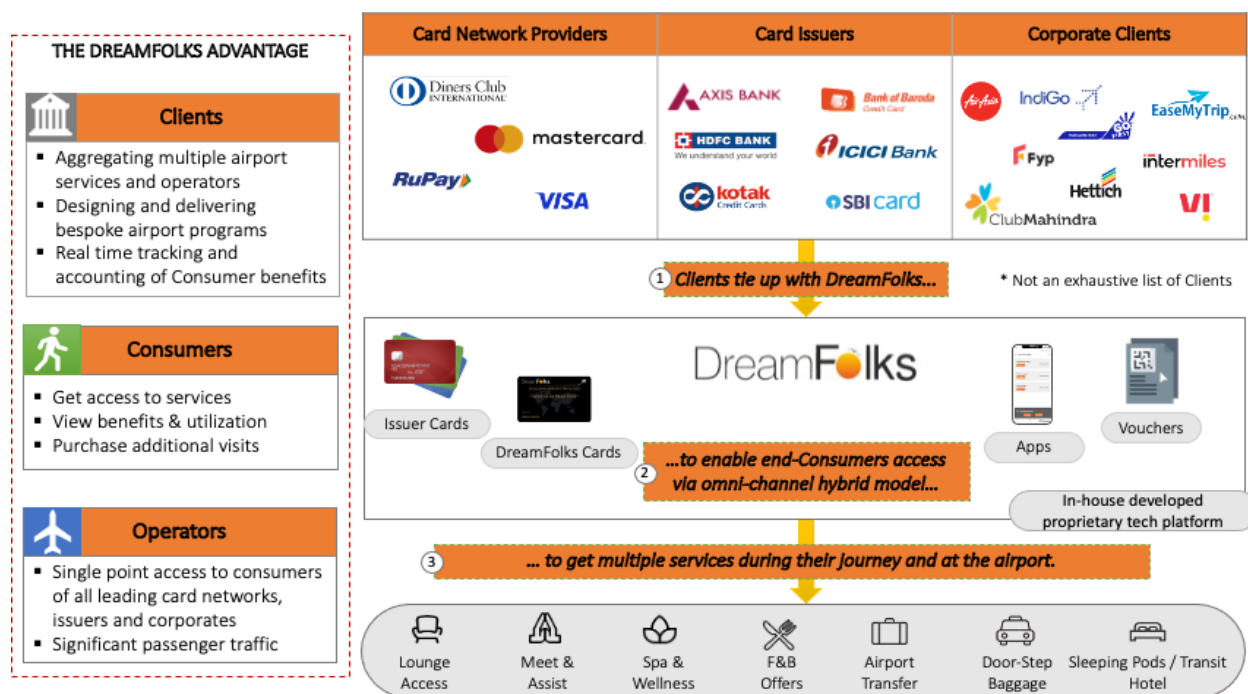
We began effective operations in 2013 by facilitating lounge access services for the Consumers of Mastercard and, currently, provide services to all the Card Networks operating in India including Visa, Mastercard, Diners/Discover and RuPay, and many of India’s prominent Card Issuers including ICICI Bank Limited, Axis Bank Limited, Kotak Mahindra Bank Limited, HDFC Bank Limited (in respect of debit card lounge program) and SBI Cards and Payment Services Limited. Over the years, we have transformed from being an airport lounge access aggregator to an end-to-end technology solutions provider for designing and delivering services that enhance the airport experience. We have crafted our service proposition to provide Clients the option of offering a wide-ranging bouquet of Services to the Consumers. Currently, we facilitate Consumers’ access to a host of services: from door-step to the airport, within the

airport, and again from the airport to the door-step at the destination. Our first mover advantage in the lounge access aggregator industry in India has enabled us to become a dominant player in the industry with a share of over 80% in the domestic lounge access market in India. (Source: F&S Report)

In addition, lounge fee contributed a vast majority of our revenues from operations during Fiscals 2022, 2021 and 2020, contributing 98.68%, 97.25% and 98.82%, respectively, of our total consolidated revenue from operations. During Fiscal 2022, Fiscal 2021 and Fiscal 2020 our average revenue from lounge fee was 98.55% of our total revenue from operations.

Our business operations

A summary of our business operations is given in the illustration below:



Our platform and services portfolio allows Card Networks, Card Issuers, and Corporate Clients to build bespoke solutions addressing disparate aspects of airport services for Consumers. Card Networks and Card Issuers can avail of any of the Services and may provide complimentary lounge access and complimentary access to other Services to the Consumers as part of their offerings under eligible credit and debit cards programmes, and we enable this access across Services. Corporate Clients also leverage our solutions to extend benefits to their user base and facilitate access to Services.

We provide Clients the option of providing the Consumers different mechanisms to access certain airport related services like lounges via the more traditional mechanisms like credit cards or debit cards, membership cards, or via digital solutions such as mobile applications using our hybrid technology.

We also focus on the Operators who provide the Services and give them the option of a single point access to the Consumers along with consolidated footfall and revenue, while also providing them technology to validate the benefits available to Consumers, provide Card Based and digital access, and billing.

Our Services

Our service offerings have increased significantly, and we have continued to augment our Client base over the years and, as at March 31, 2022, have 50 Clients including the Card Networks and many of India’s prominent Card Issuers.

Further, we have had long association with a number of our Clients, and our top 5 Clients, as of March 31, 2022, having been associated with us for over 3 years out of the 9 years that we have been operational. Our Client portfolio also includes prominent airlines, a telecommunication company, an online travel agency (OTA) and other corporates in India who generally make available these services to customers of their choice. As of March 31, 2022, 9.79 million Paxes, cumulatively, had availed of our services, since Fiscal 2020.

Our revenues are primarily based on and are driven by the number of unique times Consumers avail the Services (Pax).

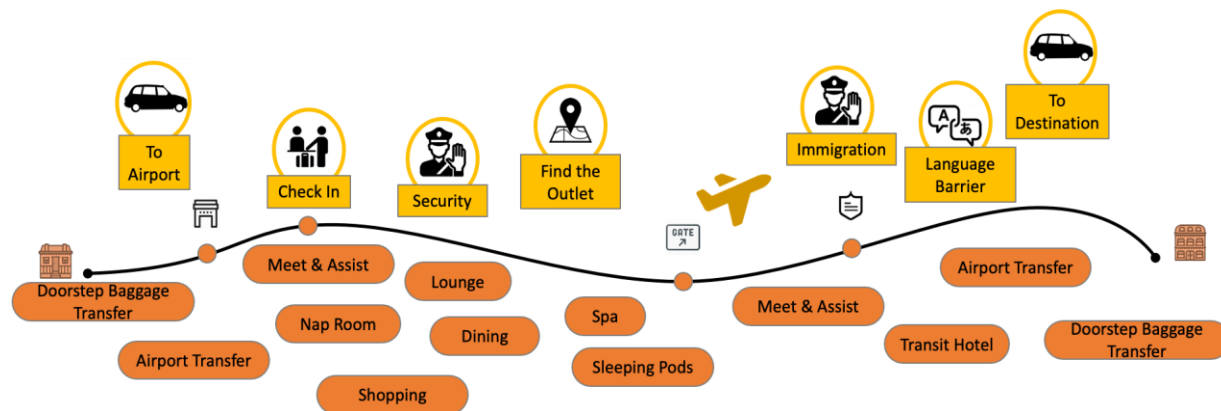


Fig: Our services cover the entire consumer journey - from door-step to the airport, within the airport, and again from the airport to the door-step at the destination.

A description of our services is given below:

- Lounge Access:** We have 100% coverage of operational lounges in Indian airports, and we offer a unique value proposition to our Clients by enabling access to the Consumers to a network of all operational airport lounges in India. Consumers have access to lounges including in Bengaluru, Chennai, Mumbai and New Delhi operated by various entities including Premium Port Lounge Management Company Private Limited, Travel Food Services Private Limited and Saptagiri Restaurant Private Limited. As at March 31, 2022, we had exclusivity to provide access to 12 domestic lounges across 11 airports in India constituting around 22.22% of the total access of the domestic lounges for India issued credit cards and debit cards.
- Food and Beverage offerings:** We had tied up with various entities to facilitate access to around 57 restaurants / F&B outlets at 18 airports across India, as at March 31, 2022. At these restaurants / F&B outlets, Consumers can select from the curated 'DreamFolks' menu a variety of vegetarian and non-vegetarian food and beverage combinations ('combo' offerings).
- Spa Services:** As part of our focus on making air travel as enjoyable and relaxing as possible, Consumers can avail of specified massage therapies such as head, neck and shoulder massage, and foot reflexology. We facilitate access to this service in tie-up with O2 Spa Salon Private Limited.
- Meet and Assist:** We facilitate end-to-end assistance to the Consumers at the airport. The services are available at select airports to Consumers at arrival and departure terminals of select airports in India. The 'meet and assist' services are available at different price points and encompass a wide variety of services, depending on the airports in India. We have also entered into an agreement with an international airport concierge service provider facilitating the 'meet and assist' services at various airports across countries such as Australia, Austria, Canada, Belgium, Brazil, France, Germany, United Kingdom, United Arab Emirates and United States of America. The following services form part of the 'meet and assist' service offering.

 - On departure:** Receiving Consumers, assisting with baggage, assisting in check-in, immigration (where

permissible) security check and, where personnel are permitted to accompany passengers beyond the security check point, assisting in obtaining lounge access, and escorting Consumers upto the boarding gate; and

- *On arrival:* Receiving Consumers at the aero-bridge, assisting in immigration clearance (where permissible), baggage assistance, and escorting Consumers to their transport.

We also provide an option to facilitate ‘*medical meet & assist*’ at arrivals at select airports in India.

- *Airport transfer services:* We facilitated airport transfer, i.e., airport ‘pick-up and drop’ facilities in 47 cities across India and in 145 cities outside India, as at March 31, 2022.
- *Transit Hotels / Nap Room Access:* In Mumbai and New Delhi, through our tie up with Niranta Airport Transit Hotel & Lounge (a unit of International Airport Hotels & Resorts Private Limited) and Holiday Inn Express New Delhi International Airport T-3 (a unit of Devaryaa Hospitalities Private Limited), we facilitate access to hotel rooms. Further, in Bengaluru, Cochin and Mumbai, we also facilitate access to ‘nap rooms’ or ‘sleeping pods’, i.e., specialised facilities which allow passengers, particularly transit passengers, access to private rooms / compartmentalised sleeping quarters, with rest-room access.
- *Baggage Transfer:* We have tied up with a service provider to provide baggage pick-up and drop-off facility to and from airports across Bengaluru, Hyderabad, Mumbai, and New Delhi.
- *Other:* In addition to providing Services at airports, we have also, in the current Fiscal, forayed into the railways sector and, we have entered into contracts to provide lounge access at 8 railway stations in India.

Our experienced Promoters and senior management team have contributed significantly to our growth. Our Promoters, Liberatha Peter Kallat (who is also our Chairperson and Managing Director), Dinesh Nagpal and Mukesh Yadav, have conceptualised, and have been instrumental in formulating, our business model and continue to be involved in different aspects of our business. Our business is ably supported by an experienced team of professionals such as Balaji Srinivasan, Executive Director and Giya Diwaan, CFO.

Liberatha Peter Kallat has significant experience in the hospitality industry and she has worked with Indian and global multinational companies such as Indian Hotels Company Limited. Liberatha has been instrumental in envisioning the business opportunities and growth potential of the industry. She has been at the forefront of incubating the industry which has led to our first mover advantage. This first mover advantage along with our business model is one of the key reasons for our dominance in the industry. Liberatha’s deep understanding of the industry and her direct involvement with key Clients and Operators forms the bed-rock of our business relationships.

Key performance indicators

Set out below are certain key performance indicators:

Particulars	Fiscal 2022	Fiscal 2021	Fiscal 2020	Fiscal 2019	Fiscal 2018
No. of direct touch-points*	1,416	587	223	239	107
a. In India	244	223	223	239	107
b. Overseas	1,172	364	0	0	0
No. of cities covered	536	219	57	57	23
No. of countries covered**	121	59	1	1	1
No. of Clients***	50	43	38	26	14

*Touch-point - Refers to a service fulfilment point in airports across India and overseas with service providers with whom we have a contractual arrangement. For instance, each lounge and F&B outlet at an airport would be a touch-point and each city where the airport transfer facility is available would count as a touch-point.

**Including India

*** The number has been considered based on ongoing agreements.

As certified by S.S. Kothari Mehta & Company, Chartered Accountants through a certificate dated August 16, 2022.

Set out below are the details pertaining to the total number of passengers accessing lounges in India and our Company's contribution to the same:

Particulars	Fiscal 2020	Fiscal 2021	Fiscal 2022
Total Pax accessing Lounges in India (estimated) (No. in million)	7.5	3.1	5.2
Total Pax accessing lounges through our Company in India (No. in million)	4.88	1.38	3.53
Total Pax through our Company as a % of Pax in India (estimated) (%)	65.10	44.51	67.88

Impact of COVID-19 Pandemic

The COVID-19 pandemic has severely restricted the level of economic activity around the world, and has had, and is having an unprecedented effect on the travel industry. The ability to travel had been curtailed through border closures across the world, quarantines, mandated travel restrictions and limited operations of airlines, and may be further limited through additional closure of travel-related business. The COVID-19 pandemic significantly reduced travel demand in terms of consumer sentiment and their ability to travel, which caused airlines around the world to operate at significantly reduced service levels.

As the number of COVID-19 cases have receded from the peak experienced during earlier periods, the recovery of the travel industry shows a positive trend and air travel is estimated to have grown at 18% in CY 2021 and 51% in CY 2022 for global air travel over CY 2020. Further, estimates suggest that there is continued increase in growth volume of domestic aviation. While much uncertainty remains, mass vaccination drives, combined with softer travel restrictions are contributing to increased global tourism volume (*Source: F&S Report*), which we believe has contributed to our better financial performance during Fiscal 2022.

Financial performance

For the reasons explained above, our results for Fiscal 2021 are not directly comparable to our results in the preceding Fiscals and, our results must be viewed in light of the prevailing circumstances. Set out below are certain salient financial metrics from our Restated Consolidated Financial Statements.

(in ₹ million)

Particulars	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020
Number of Pax (in million)	3.53	1.38	4.88
Average revenue per passenger (₹)	800.28	765.46	752.14
Gross profit margin @	16.01%	17.13%	18.39%
Net profit margin \$	5.75%	(1.37%)	8.63%
Average Gross profit per passenger (₹)*	128.14	131.10	138.28
EBITDA** (₹ in million)	240.36	20.98	458.50
EBITDA Margin %***	8.46%	1.94%	12.47%
ROCE (%)#	23.99%	0.74%	63.46%
ROE (%)##	19.78%	(2.25%)	48.36%
Cash generated from operating activities (₹ in million)	(121.36)	62.55	224.38

*Gross profit is the revenue from operations of our Company after deducting cost of services. Gross profit per passenger = Gross profit / Number of Pax.

**Sum of profit before tax, depreciation and amortization and finance cost

***EBITDA / Total Income

#EBITDA / Capital employed i.e. Shareholders equity plus non current liabilities

##PAT / Shareholder's equity

@Gross profit/ Revenue from Operations

\$ PAT/ Revenue from Operations

As certified by S.S. Kothari Mehta & Company, Chartered Accountants through a certificate dated August 16, 2022.

STRENGTHS

Dominant player in the airport lounge aggregation industry in India with strong tailwinds

We are the largest and dominant airport lounge access provider in India. In Fiscal 2020, of the total Indian domestic lounge access, around 80% was through India issued credit cards and debit cards. Our dominant position is underpinned by our estimated market share of over 95% in Fiscal 2022 of all India issued Card Based access to domestic lounges in India.

Moreover, we have coverage across 54 operational airport lounges constituting 100% of airport lounges in India, as at March 31, 2022. Further, as at March 31, 2022, we had exclusivity to provide access to 12 domestic lounges across 11 airports in India constituting around 22.22% of the total access of the domestic lounges for India issued credit cards and debit cards. Further, in Fiscal 2022, we catered to approximately 68% of the overall lounge traffic in volume across all lounges in Indian airports (both the domestic and international lounges). (Source: F&S Report)

The primary drivers for growth in our industry are:

- i. ***Growth in the number of passengers using air-travel:*** The number of Indian passengers who opted for air travel, as the mode of transport, increased from approximately 99 million in CY 2016 to 143 million in CY 2019. Indian air travel propensity (i.e. the ratio of passenger traffic to overall population in a given region) is low at 0.08 in CY 2020 and there is a significant scope for growth, with nations such as Indonesia, China, and Mexico at 0.34, 0.33 and 0.39, respectively, and at the higher end, Australia, the United States of America and Canada at 2.94, 2.52 and 2.23, respectively, during the same period. (Source: F&S Report)
- ii. ***Increase in airport lounge usage by passengers:*** We believe that ease of travel is being considered an integral element of the airport experience, and lounges, amongst others, are a key component of the airport experience as demonstrated by the number of passengers availing of lounge facilities which is estimated to have increased from 5.1 million in Fiscal 2018 to 7.5 million in Fiscal 2020 (pre-Covid-19). In Fiscal 2020, of the total Indian domestic lounge access, around 80% was through India issued credit cards and debit cards. (Source: F&S Report). Therefore, for Clients, providing Consumers access to the Services, including lounges, is increasingly becoming a key aspect of their credit / debit card service offering. The number of credit cards and debit cards with lounge access in India is estimated at around 57 million (CY 2021). Of this around 8% population who are eligible for lounge access use the facility, which reflects a low penetration (CY 2021). (Source: F&S Report)

We believe that the aforementioned factors, in conjunction with our complete coverage of lounges across Indian airports, coupled with the functionality of our technology platform, will continue to drive the demand for our Services.

Moreover, we also provide access to various other Services such as F&B offerings, spa services, 'meet and assist', airport transfer services, transit hotels / nap rooms access, and baggage transfer to Consumers. Our constant endeavour to provide incremental value-added services to enhance the experience of Consumers of our Clients has helped us make strong in-roads and expand our business. As at March 31, 2022 we provided Consumers access to 244 Touch-points in India and 1,172 Touch-points overseas. We have through these services also broadened the scope of our offering to address the disparate needs of Consumers and to provide Consumers with multiple options to enhance their ease of travel.

Set out below is a map setting out our lounge coverage in India:

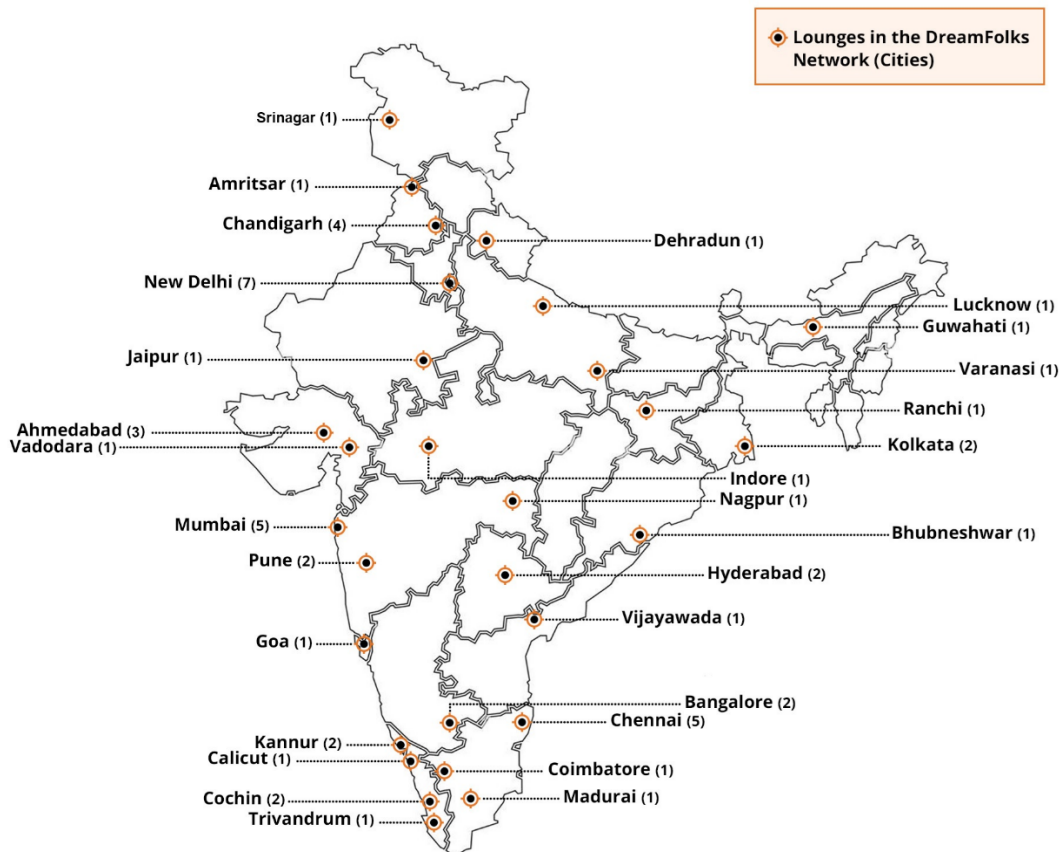


Fig: Our lounge coverage in India (cities). This map is for representational purposes only and is not intended to reflect the political map of India.

Entrenched relationships with marquee Clients including global card network providers in India and prominent Indian and global banks and corporates

We have tie-ups with all the 5 Card Networks operating in India including Visa, Master Card, Diners/Discover and RuPay. Further, some of India’s largest Card Issuers are also among our key clients including ICICI Bank Limited, Axis Bank Limited, Kotak Mahindra Bank Limited, HDFC Bank Limited (in respect of debit card lounge program) and SBI Cards and Payment Services Limited. In Fiscal 2022, we enjoyed over 95% market share in the India issued Card Based transactions for lounge access. (Source: F&S Report.)

In addition, we also have tie-ups with some of India’s prominent corporates including airline companies, telecommunications company, OTA, loyalty aggregators, and other corporates such as Interglobe Aviation Limited, Go Airlines Limited, Air Asia (India) Limited, Vodafone Idea Limited, Jet Privilege Private Limited, Hettich India Private Limited, Easy Trip Planners Limited and Mahindra Holidays and Resorts India Limited. This enables us to broaden our customer base. We have also provided meet-and-assist solutions to a pan-India hospital chain.

Our Clients rely on our Services to provide the airport enhancement experience to their customers as a part of their customer acquisition and engagement endeavours. Our industry dominance, partner eco-system and service offerings coupled with our robust technology platform enables us to attract new clients. Our total number of Clients has grown from 14 during Fiscal 2018 to 50 as at March 31, 2022. Moreover, our top 5 Clients for the Fiscal 2022, have been associated with us for over 3 years. We have been associated with the airport lounge programmes of clients such as

RuPay, ICICI Bank Limited, HDFC Bank Limited (in respect of debit card lounge program), Axis Bank Limited, and Standard Chartered Bank. We were the launch partner for Rupay’s domestic lounge access programme.

One of the systemic changes that we introduced was to move to a system of establishing direct ties with the Card Issuers and moving away from the model of network sponsorship. We have also, over the years, broad based our Client profile by bringing in more Corporate Clients into our fold by augmenting our bouquet of Services which they could add onto their product offerings for their customer engagement programs.

India has, in recent years, witnessed an exponential growth in the use of credit cards and debit cards. The credit card and debit card market in India has grown at a CAGR of around 20% and 6.5%, respectively, between CY 2015 and CY 2021. (Source: F&S Report). Further, as of September 2021, the total number of outstanding credit cards and debit cards in India was 65 million and 920 million, respectively. In addition, the credit card penetration in India (average per 100 persons) is extremely low at around 3% in comparison with around 320% in the United States of America. (Source: F&S Report)

Strong business moat due to flywheel effect led by Clients and Operators network

Given our dominant position in the airport lounge access market, we have been successful in building a bridge between our Clients and airport lounge Operators. Our position in the industry enables us to create interdependencies for our service offerings through our unique value proposition enabling us to attract newer clients and Operators, which helps us further strengthen our position in the market.

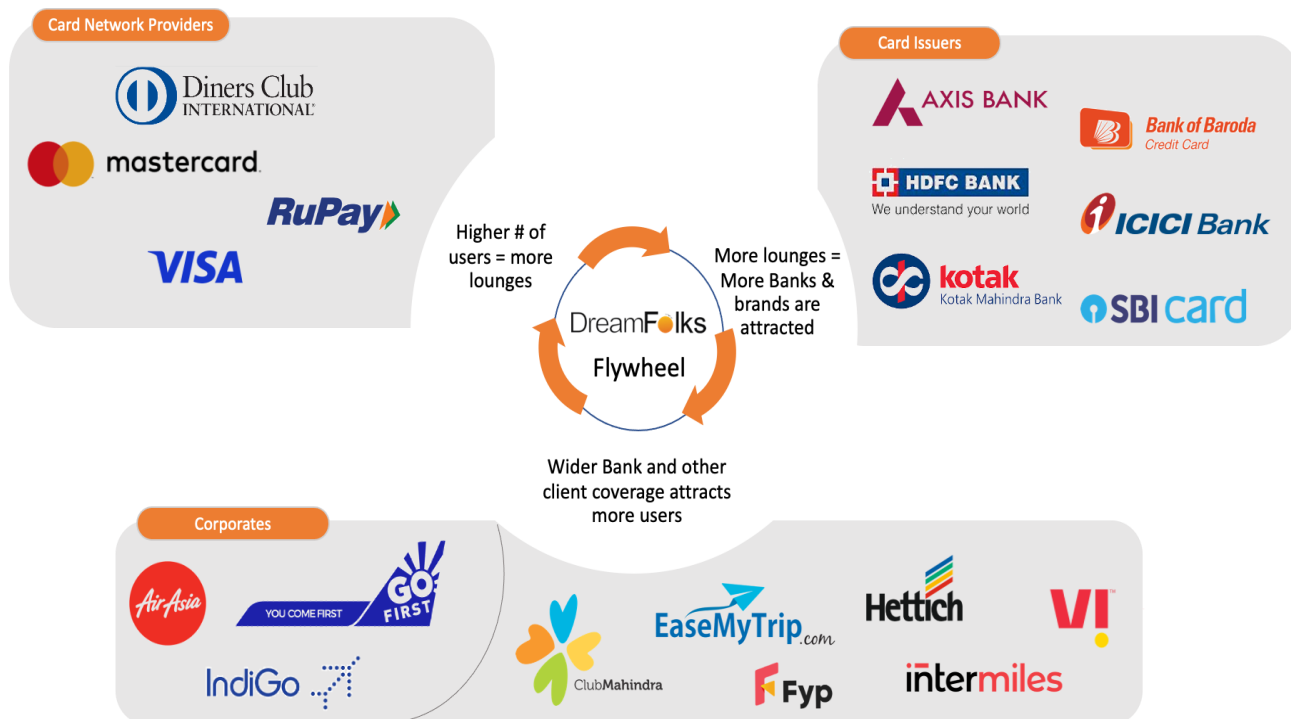
For our Clients, our comprehensive airport lounge coverage in India and a single point access to all lounge operators in India is a vital link to manage customer loyalty and retention / enables them to provide Consumers value added services as part of their customer engagement and loyalty management programs. (Source: F&S Report) Moreover, our platform is, to the extent relevant, integrated with the information technology systems of our Clients. Consequently, details like, the benefits for each card variant, the benefits availed by Consumers, and the accounting pertaining to use of the lounge services by the Consumers are maintained and monitored through our systems. This further strengthens our relationship since we address the (i) front-end i.e., validating and providing access to lounges as well as (ii) the back end in terms of maintaining the benefits and utilization of usage for end-consumers of the lounges.

Similarly, for lounge Operators, our tie-ups with all Card Networks with operations in India and some of India’s largest Card Issuers facilitate a steady stream of lounge users being routed through us. In fact, at certain airport lounges in cities such as Ahmedabad, Bengaluru, Cochin and Mumbai, we account for more than 80% of the total lounge traffic. (Source: F&S Report) Further, 34% of lounges in India have been associated with us for over 6 years, and as at March 31, 2022, we were the exclusive service provider for India issued Card Based passenger traffic for about 12 domestic lounges across 11 airports in India constituting around 22.22% of the total access of the domestic lounges for India issued credit cards and debit cards.

Set out below is a break-up of our revenue from Card Networks, Card Issuers and Corporate Clients for Fiscals 2022, 2021 and 2020:

(in ₹ million)

Particulars	Fiscal 2022		Fiscal 2021		Fiscal 2020	
	Amount	%	Amount	%	Amount	%
Card Networks	1,729.13	61.21	621.71	58.86	2,440.76	66.50
Card Issuers	1,067.42	37.79	427.12	40.43	1,188.71	32.39
Corporate Clients	28.43	1.00	7.50	0.71	40.96	1.11
Total	2,824.98	100.00	1,056.33	100.00	3,670.43	100.00



* Not an exhaustive list of Clients

The convergence of our dominant market position, prominent Client base, extensive presence in the airport lounge market in India and diverse service offerings helps create a network flywheel effect.

Ability to capitalize on growing Consumer base with no associated costs of direct Consumer acquisition

We are able to capitalize on the growing consumer base of air traffic passengers and card users without incurring any direct, consumer acquisition cost. Given the nature of our business model, the acquisition of the Consumers is done by our Clients.

For our Clients, providing access to airport lounges to Consumers is increasingly becoming a key aspect of their card sales and customer engagement programs, and our Clients leverage our technology driven solutions and platform to provide these value added services to the Consumers as part of their customer engagement. (Source: F&S Report)

The accretion in our Consumers occurs with a growth in (a) our Client base, (b) the number of outstanding credit cards and debit cards, (c) frequency of lounge access:

- a) Since Fiscal 2018 till as at March 31, 2022, our Client base has increased from 14 to 50. During the same period, we have also added 24 Corporate Clients.
- b) In India between September 2017 and September 2021, (i) the number of outstanding credit cards increased from 33 million to 65 million and (ii) the number of outstanding debit cards issued increased from 819 million to 920 million, at a CAGR of 18.17% and 2.93%, respectively. (Source: F&S Report)
- c) In India, air travel passengers are increasingly using lounges at airports. For instance, the total number of passengers using lounge facilities at airports in India increased from 5.1 million in Fiscal 2018 to 7.5 million in Fiscal 2020 (pre-COVID-19), at a CAGR of 21.27%. (Source: F&S Report)

In Fiscal 2021 and Fiscal 2022 number of Pax was 1.38 million and 3.53 million, respectively. With Client accretion, and more importantly, the expected increase in the number of outstanding cards and the frequency of lounge access, the number of Consumers we can service increases. As our primary revenue model is on a per Pax basis the

aforementioned increase in footfalls witnessed an increase in our consolidated revenue from operations which increased from ₹ 1,056.33 million in Fiscal 2021 to ₹ 2,824.98 million in Fiscal 2022. This combined with no direct Consumer acquisition cost reduces our cost of services and results in higher profitability.

The enhanced integration of new services increases client engagement and, over the long-term, client loyalty. For instance, we have been able to increase our engagement with clients by offering newer Services in addition to the airport lounge service as and when we launch new services and features or when our clients expand their Card Based products and operations. Our long standing association with a number of our Clients is an indication of our ability to retain clients and we continue to derive healthy proportion of revenues from our key existing client accounts that have continued to grow.

Asset and human resource light business model with a strong track record of delivering consistent growth

Our business model, by design, is asset-light and our ability to scale up our business requires minimal incremental capital deployment resulting in high operating leverage. This is one of the key reasons that we have a strong track record of delivering consistent growth along with high capital efficiency. Our revenue from operations have increased from ₹ 986.99 million during Fiscal 2017 to ₹ 1,659.95 million during Fiscal 2018 to ₹ 2,482.81 million during Fiscal 2019 and to ₹ 3,670.43 million during Fiscal 2020, at a CAGR of 54.93%. Also, during the same period our profit before tax has increased from ₹ 81.14 million in Fiscal 2017 to ₹ 166.39 million in Fiscal 2018 to ₹ 218.66 million in Fiscal 2019 and to ₹ 435.57 million in Fiscal 2020, at a CAGR of 75.10%. Our EBITDA, increased from ₹ 86.48 million in Fiscal 2017 to ₹ 458.50 million in Fiscal 2020 at a CAGR of 74.37%. Our return on capital employed was 76.93%, 78.83%, 61.48% and 63.46% in Fiscal 2017, Fiscal 2018, Fiscal 2019 and Fiscal 2020, respectively.

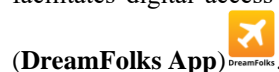
The COVID-19 pandemic impacted the operations of our Company due to the lock-downs and quarantines, and domestic and international travel restrictions, imposed by central and state government authorities in India and various governments around the world to combat the spread of the COVID-19 virus. This led to a drastic reduction in the number of flights operated by airline companies and the number of domestic and international air passengers. Therefore, our results for Fiscal 2021 are not directly comparable to our results in the preceding Fiscals and, our results must be viewed in light of the prevailing circumstances.

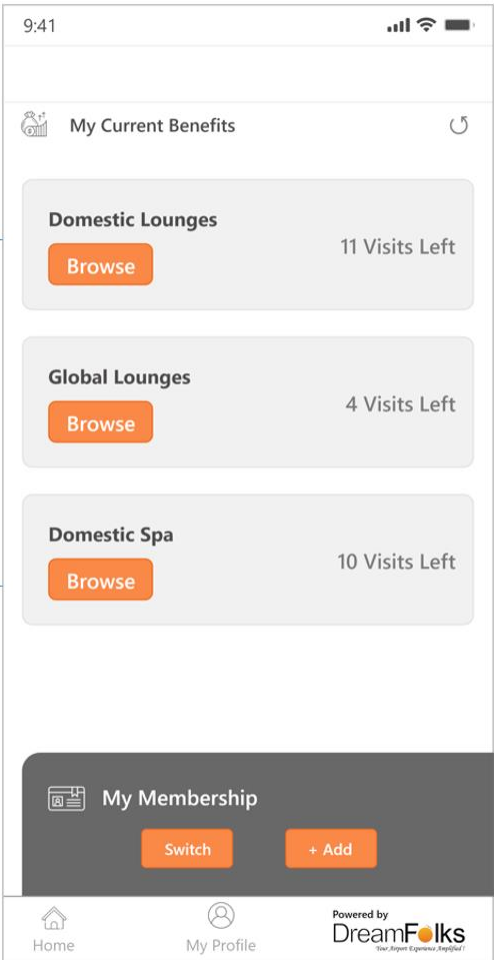
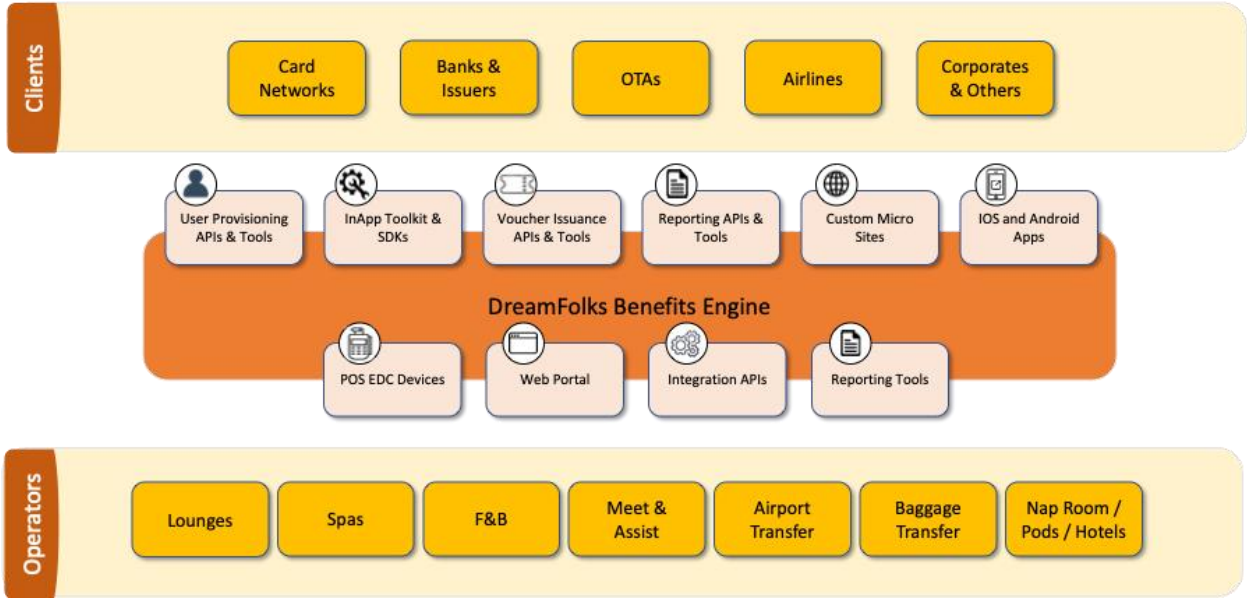
Aside from our cost towards Operators including Lounge Operators, our operational expenses are also relatively minimal. Additionally, our business model is not human resource intensive. As at March 31, 2022, our work force comprised 60 full time employees including our senior management team. Our technology and employee related expenses during Fiscal 2022, Fiscal 2021 and Fiscal 2020, was ₹ 173.43 million, ₹ 147.54 million and ₹ 188.67 million, constituting 6.58%, 13.62% and 5.82%, respectively, of our total consolidated expenses.

Pre-COVID 19, we were able to achieve sustained growth without compromising on our operating margins, without any external equity funding from strategic investors or private equity funds and with limited debt funding. Our ability to fund our minimal capital expenditure from our internal accruals, and our efficient working capital management are testament to our efficient and prudent financial management.

Proprietary technology platform that ensures scalability

One of the key aspects of our business model is a strong focus on technology. Our technology platform is aimed at ensuring that all entities on or availing of our platform i.e., Client, Operators and Consumer, have a ‘hassle-free’ experience. Our platform addresses aspects such as benefits calculation and accounting, provides real time visibility of transactions to Clients and Consumers, reduces potential fraud and abuse, as well as provide the platform for Clients to run usage and spend based campaigns for their users. We leverage our configuration-driven extendible platform with solution templates for flexibility, reliability and customization, to provide solutions for multiple access models. Our hybrid model enables omni-channel access for Card Based transactions, through membership cards, and also facilitates digital access like our Client’s banking apps (called ‘in-app’), or our DreamFolks mobile Application





In addition, Consumers can use either their credit cards or debit cards, the Client's app in certain cases, or our DreamFolks App to purchase additional visits over and above the benefits available on their credit cards or debit cards and get access to lounges and other Services. Integration with our platform also enables the Consumers to track the benefits available across their various credit cards and debit cards, using either the Client's app / website or the DreamFolks App. We have, over the years, deployed significant resources in developing a scalable proprietary technology platform for managing the entitlements of each card variant, and real time accounting of Consumers' benefits, along with integration with Client systems through the entire life cycle of onboarding and managing the benefits.

Our platform enables customisation of solutions with features and options including campaigns to provide benefits to identified set of the end-users, creation of differentiated benefit tiers within the same card program, group and individual based benefits, support for guests and supplementary card-members, permitting end-users to pay for services in real time or settle pursuant to card statements, purchase credits, allow clubbing of benefits across multiple cards of consumers, ease the discovery of lounges and other services, create white-labelled client apps, provide reporting and analytics, allow membership card co-branding. Our platform also includes connectors and application programming interfaces (**API**) which facilitates integration with Client systems, or the use of any of the hybrid access modes depending on Client's preference. We also have an entire set of APIs and solutions to cater to non-BFS Clients where access vouchers can be issued by Clients to the Consumers. Our information technology expenses aggregated to ₹ 7.90 million during the Fiscal 2022. Our proprietary technology has been a crucial element in our ability to ramp up our business by introducing increasing levels of automation and, thereby, simplifying transactional and process aspects for both Clients and Service Providers.

Our platform includes features to allow Clients usage of levers to reduce the total cost of ownership of the lounge program by redesigning existing solution sets, and allow new program designs - use spend and usage linked benefits to drive behavior and incentivize customers, change the default benefits and migrate to variable cost models, and facilitate the shift from 'plastic' to digital modes of access.

Experienced promoters and management team with strong domain expertise

Our Promoters have led from the front in establishing and growing our business and operations capabilities. Our senior management group comprises our Chairperson and Managing Director, Liberatha Peter Kallat, Chief Technical Officer (**CTO**) and Executive Director Balaji Srinivasan, and Chief Financial Officer (**CFO**) Giya Diwaan. Each member of our senior management team has over 2 decades of experience in different aspects of our business operations and across industries sectors.

Liberatha Peter Kallat, has significant experience in the hospitality industry and she has worked with Indian and global multinational companies such as Indian Hotels Company Limited. Liberatha has been instrumental in envisioning the business opportunities and growth potential of the industry. She has been at the forefront of incubating the industry which has led to our first mover advantage. This first mover advantage along with our business model is one of the key reasons for our dominance in the industry. Liberatha's deep understanding of the industry and her direct involvement with key Clients and operators forms the bed-rock of our business relationships.

Balaji Srinivasan has significant experience in the technology sector and has held senior management positions at entities such as Genpact India Private Limited. Giya Diwaan has significant experience across fintech, internet commerce and consumer technology companies. For further details on our senior management group, see '*Our Management*' chapter on page 160.

STRATEGIES

We will continue to seek opportunities to realize sustainable growth of our business. To achieve this, we plan to focus on the following strategies:



Increase wallet share with existing Clients

We intend to focus on increasing our wallet share with our existing Clients by identifying cross-selling opportunities that our diversified set of Services offer. We plan to continue to nurture our relationships with our Clients, to expand our association beyond airport lounge services to the full bouquet of Services that we offer including F&B, spa and ‘meet and assist’ and increase their contribution to our total revenue from operations. We plan to increase the stickiness of our Clients through deeper integration of their systems with our platform, which will allow us to generate recurring revenue and aid the aim to increase our wallet share from each Client.

Continue to maintain our 100% coverage of airport lounges by expanding our coverage across new airport lounges in India

As at March 31, 2022, we have coverage across 54 operational airport lounges constituting 100% of airport lounges in India. However, the number of lounges in India is expected to grow to 295 lounges by 2040 (*Source: F&S Report*). We plan to consistently establish new relationships or extend existing relationships as and when the opportunity arises to capitalize on the expected growth in airport lounges driven by *inter alia* the growing air traffic and passenger traffic, development of new airports and government initiatives. We will continue to strive to maintain our 100% coverage of airport lounges by expanding our coverage across new airport lounges.

Expanding into newer sectors to create customer engagement and provide loyalty management solutions

In addition to specific solutions for Card Networks and Card Issuers and the other sectors we cater to, we also want to focus on customer engagement and loyalty solutions for Corporate Clients and build specific solutions for, amongst others, loyalty companies, e-commerce companies, new age digital companies, companies in the hospitality sector, and neo banks. We also plan to create ancillary revenue opportunities for Clients in the online travel agency and airlines industries.

Continued focus to expanding our client base in current sectors

We intend to penetrate deeper into our existing sectors that we cater to by expanding our Client base. We plan to increase the number of our Clients in the banking, telecommunications, OTA, airlines sector. While some of these sectors such as banking have a number of entities that we could focus on, other sectors such as telecommunications despite not having many players are critical since each player added could significantly increase the number of Pax that we could cater to. Further, we propose to cater to the diverse requirements of these disparate entities by continuing to develop and build bespoke domain-specific solutions, tools, and portals for integration and management of the various airport services.

Capitalize on our dominance in the airport lounge access market and target new high growth markets globally

We have an established presence amongst our Clients, and our technology driven solutions are one of the key elements that enables our Clients to provide value added services to the Consumers as a part of their customer engagement and loyalty management programmes. We provide lounge access across all operational lounges at airports in India. While we are dominant in India with a share of over 68% of the overall lounge traffic in volume across all lounges in Indian airport (*Source: F&S Report*), we believe that there is significant scope to augment our service offerings to Card Networks and Card Issuers and to that end we have launched our other Services. Further, in June 2021, we augmented our service offering by adding airport baggage transfer to our spectrum of services.

We plan to replicate our deep knowledge of the industry, technology innovation, process expertise, and business model across new high growth markets. We are in the process of leveraging our well-entrenched relationships with our global Clients for expanding our footprint to geographies like the CEMEA (Central and Eastern Europe, Middle East, and Africa) and South-East Asia.

Continue to invest and leverage our technological platform and ability to offer bespoke solutions and deep integration as a differentiator

We intend to continue to develop bespoke solutions for our Clients using our platform that focus on both maximising the value for the Consumer, and better manage the overall program and engagement cost for the Client. Our technology driven solutions and tools are geared *inter alia* towards providing our Clients the option of tailoring and creating different products for the Consumers. We intend to focus on improving the ability for our Clients' product managers to design customised solutions using our platform toolset, reduce time to market for them, focus on consumer experience, and track effectiveness and usage of such programs. Deeper integration of our Clients on our platform will create stickiness for our Clients towards our solution offering.

We also constantly aim to identify opportunities to implement product improvements and dedicated product development team to optimise platform features. We plan to continue to drive standardization across solutions using our common platform to reduce implementation times and optimise rollouts for new solutions and upgrade existing implementations.

BUSINESS OPERATIONS

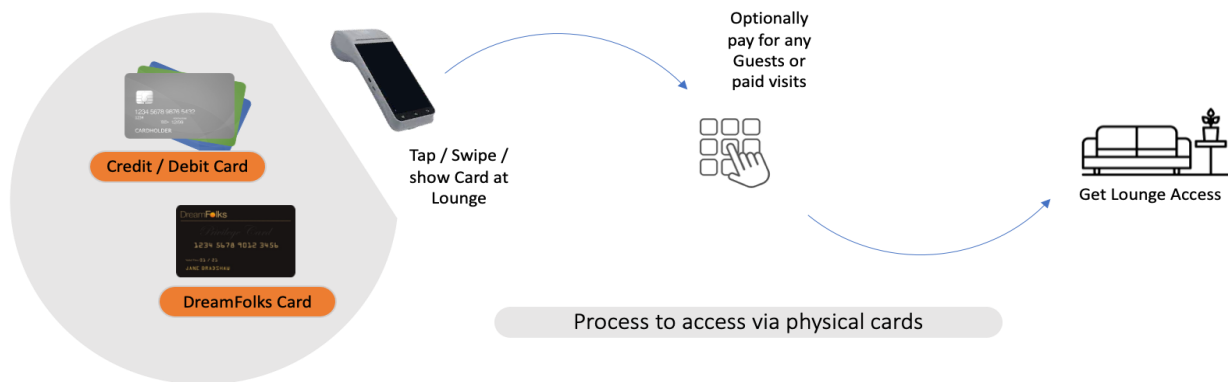
As at March 31, 2022, we facilitate access to Services at 244 Touch-points in India and 1,172 Touch-points overseas. We have entered into contractual arrangements with Card Networks, Card Issuers, Corporate Clients and Operators pursuant to, and in terms of, which we provide airport Services on a single platform to Consumers. Our Services comprise lounge access, F&B offerings, spa services, 'meet and assist', airport transfer services, transit hotels / nap room, and baggage transfer from and to airports. The nature and type of service that Consumers can avail of depends on the services they are entitled to pursuant to their contract with the respective Card Issuer or Corporate Clients. Generally, Consumers are eligible to access airport lounges and other services free of charge on a specified number of occasions on a quarterly, bi-annual, or annual basis. Certain Consumers may also be eligible to unlimited lounge or other access throughout the validity period of their credit / debit card, depending on the category of card they have been provided or to which they have subscribed. In addition to the Consumers of our Card Issuers who can access the lounge services, we have also entered into contractual arrangements to provide our Services to Consumers of sector leading Corporate Clients such as Interglobe Aviation Limited, Go Airlines Limited, Air Asia (India) Limited, Vodafone Idea Limited, Jet Privilege Private Limited, Hettich India Private Limited, Easy Trip Planners Limited and Mahindra Holidays and Resorts India Limited. For instance, subscribers of Vodafone Idea Limited who have availed of a specified plan are entitled to access to an agreed list of lounges, annually, free of charge.



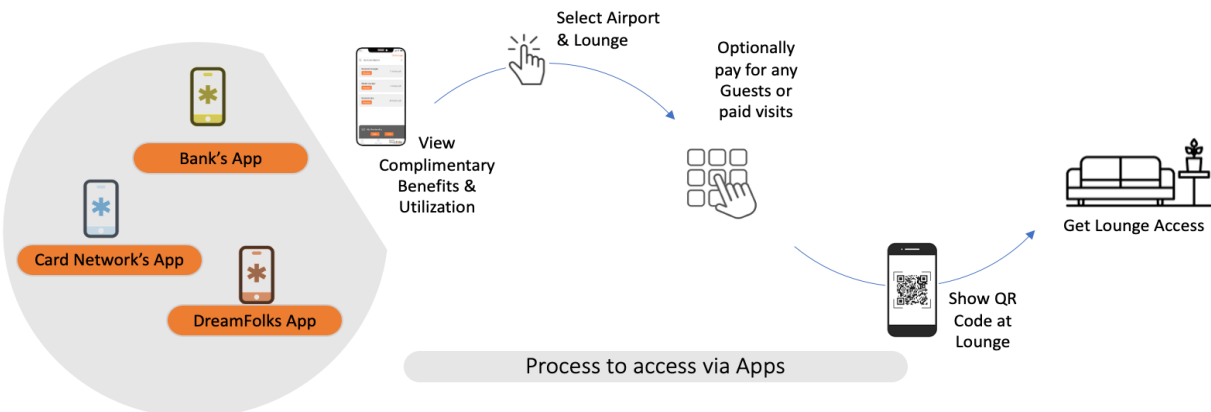
Fig: Countries in which we have Touch-points. This map is for representational purposes only and is neither to scale nor is intended to be a world map.

Operational flow

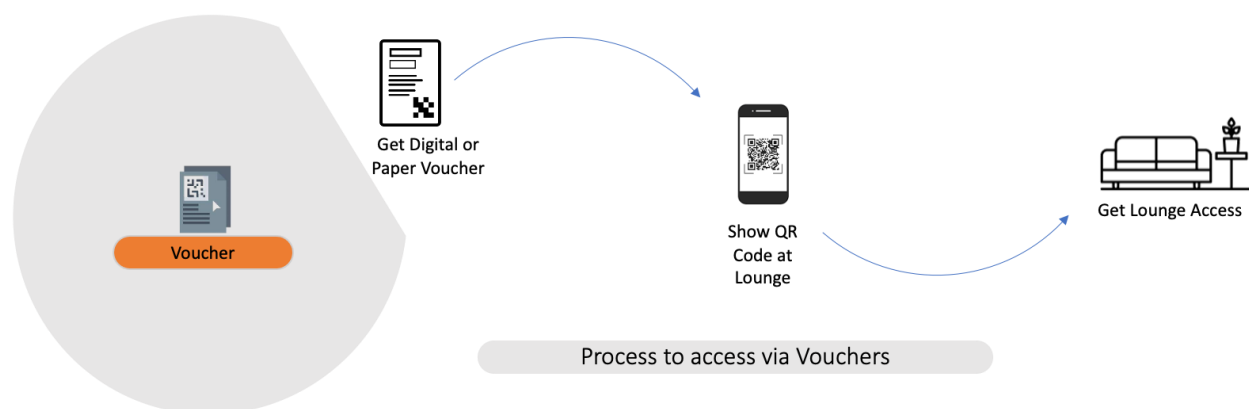
High level process flow to access via physical cards



High level process flow to access via Apps



High level process flow to access via vouchers



The Consumer presents the credit card, debit card or the digital QR access code that is delivered to their mobile phones or emails for authentication by the lounge operator. When the credit card is swiped at the lounge, the Consumer’s details are ascertained on a real time basis, which allows the system to identify the Consumer and the benefits and eligibility of the Consumer to the services, based on the thresholds decided by the Client, and configured on our platform. For instance, where a Consumer is entitled to avail of the lounge access, free, only on 5 occasions annually, our system will automatically preclude free usage on the 6th occasion. The Consumer will then be informed that lounge access is no longer available free of charge. However, in such an event, such Consumer could still be entitled to avail of the lounge access on payment of a prescribed tariff, which may be at a discount to the general tariff, directly at the lounge. The Consumer can also purchase such a lounge visit through our Client’s app or DreamFolks App, depending on the Clients’ integration.

On being granted access to the lounge services, a pre-authorization charge is charged to the Consumer’s credit cards or debit card – this charge is simply an indication of successful validity of the card and of the eligibility of the Consumer to avail the service. All the electronic data capture machines deployed by us at lounges in India support all Card Networks and modes of credit card usage i.e., swipe, dip and ‘tap and pay’. While, generally, most lounges are accessible to the Consumers on any Card Network, certain lounges may only be accessed by Consumers on a specified Card Network or by a certain category of Consumers specified by the Clients.

Revenue Model

We generate a significant share of our revenue on per Pax basis which is recognised through the swipe or tap of credit / debit card by the Consumer on our platform. Under this arrangement, we charge a specified fee from the Client for each instance of use of our Services by the Consumers i.e., we charge a pre-determined amount on a Consumer availing the Service.

In addition, we also levy annual membership fees, integration cost, platform fee etc. We raise our invoices on our Clients on a monthly basis.

The table below sets out our top 5 and top 10 Clients by percentage revenue for the Fiscals 2022, 2021 and 2020, on a consolidated basis.

(₹ in million)

Sr. No.	Fiscal 2022			Fiscal 2021			Fiscal 2020		
	Revenue	% of total revenue from operations	total from	Revenue	% of total revenue from operations	total from	Revenue	% of total revenue from operations	total from
Top 5 Clients	2,312.28	81.85		908.18	85.98		3,192.07	86.97	
Top 10 Clients	2,762.26	97.78		1,046.89	99.11		3,641.11	99.20	

SERVICES

Airport Lounge Access

The predominant service that we facilitate, and which Consumers avail, is the airport lounge access. We facilitate Consumers with access to all 54 operational lounges in India and various lounges across select airports outside India. We facilitate access to the lounges pursuant to contracts with disparate Indian and international lounge operators. The access to a lounge is also dependent on the nature of our contract with the lounge operator. Through us, Consumers have access to airport lounges operated by, amongst others, Premium Port Lounge Management Company Private Limited, Travel Food Services Private Limited and Saptagiri Restaurant Private Limited. We, currently, have a tie-up with all the entities that provide lounge services at domestic and international airports in India. Further, of these, as at March 31, 2022 we had an exclusivity agreement for Card Based transactions for 12 domestic lounges across 11 airports in India.

Certain select Consumers of other Corporate Clients may access lounge services through credit cards or debit cards or by using vouchers provided by us. These vouchers can be redeemed by the Consumers at specified lounges.

F&B Offerings

In addition to the F&B offerings that Consumers are provided at the lounge, Consumer can procure certain ‘combo’ offerings from specified F&B outlets at select airports in India. As at March 31, 2022, we had tied up with service providers such as Saptagiri Restaurant Private Limited to provide access to around 57 restaurants / F&B outlets at 18 airports across India including at the Ahmedabad, Cochin, Jaipur and Mumbai airports. At these restaurants / F&B outlets, Consumers can select from a variety of specially curated vegetarian and non-vegetarian meal combos.

Spa Services

As at March 31, 2022, we facilitated access to 55 spa centres in India, with 13 spa centres at various airports in India and 42 spa centres outside the airports. We have tied up with O2 Spa Salon Private Limited, through which eligible Consumers may avail of certain specified therapies such as head, neck and shoulder massage, and foot reflexology. Currently, spa services can be availed across airports in India including Bengaluru, Mumbai and New Delhi.

Meet and Assist

We facilitate end-to-end assistance to the Consumers at the airport. The services are available to Consumers at arrival and departure terminals of select airports in India. The ‘*meet and assist*’ services are available at different price points and encompass a wide variety of services, depending on the airports, at Hyderabad, Cochin and Mumbai in India. We also provide an option to facilitate ‘*medical meet & assist*’ at arrivals at select airports in India.

At departure terminals: At the departure terminal the services offered include receiving Consumers at the drop-off point, assisting with baggage, assisting with check-in, assisting with immigration, where permissible, facilitating an expedited security check, assisting in obtaining lounge access, and in escorting Consumers till the boarding gate.

At arrival terminals: On arrival, the services offered include receiving Consumers at the aero-bridge, assisting with immigration clearance, where permissible, assisting with baggage, and in escorting Consumers to their transport.

The scope of services that we offer differs from airport to airport and services are available at different price points. The service provided includes specialised wheel-chair assistance for the differently abled or aged passengers.

We also offer a specialised service which includes assistance from airport entry to the boarding gate and encompasses variety of services including assistance during shopping.

We have also entered into an agreement with an international airport concierge service provider for providing the ‘*meet and assist*’ services at various airports across countries such as Australia, Austria, Canada, Belgium, Brazil, France, Germany, the United Kingdom, the United Arab Emirates, and the United States of America.

Airport Transfer Services

We have tied up with Ecos (I) Mobility and Hospitality Private Limited for providing airport transfer services i.e., pick-up and drop services ‘to and from’ the airport. The Consumers place the request for airport transport with us through different mechanisms as agreed with the Client. Consumers may select from a wide variety of vehicles ranging from hatchbacks to luxury sedans depending on their location and availability. In India, as at March 31, 2022 this service was available in 47 cities across India including Mumbai, Delhi, Chennai, Kolkata, and Bengaluru and 145 cities outside India.

Transit Hotels and Nap Room Access

In Mumbai and New Delhi, through our tie up Niranta Airport Transit Hotel & Lounge (a unit of International Airport Hotels & Resorts Private Limited) and Holiday Inn Express New Delhi International Airport T-3 (a unit of Devaryaa Hospitalities Private Limited), we facilitate access to hotel rooms. Further, in Bengaluru, Cochin and Mumbai, we also provide ‘nap rooms’ or ‘sleeping pods’, i.e., specialised facilities which allow passengers, particularly transit passengers, access to private rooms / compartmentalised sleeping quarters, with rest-room access.

Baggage Transfer

We have tied up with a service provider to provide baggage pick-up and drop-off facility to and from airports across Bengaluru, Hyderabad, Mumbai, and New Delhi.

Other

In addition to providing Services at airports, we have also, in the recent past, forayed into the railways sector and, we have entered into contracts to provide lounge access at 8 railway stations in India.

Our Services are supplemented by customer support, feedback and issue resolution, as well as central reporting and monthly information reports.

SALES AND MARKETING NETWORK

Our sales and marketing strategy is primarily focused on client engagement for long-term relationships. This is taken care of by an in-house team that is tasked with business development and client relationship management and is led by our Chairperson and Managing Director and senior management personnel.

INFORMATION TECHNOLOGY SYSTEMS

Our DreamFolks platform is proprietary and has been developed in-house. The entire platform technology is cloud based and allows lounges and other operators to check the Consumers’ benefits on their cards, memberships or vouchers, and allow access to facilities, based on benefits or integration as per Clients processes and systems.

Our DreamFolks platform comprises the following components: benefits configuration, benefits calculation / management engine, data exchange APIs and integration options. Our platform also facilitates the use of hybrid access modes depending on the Client’s preference. It also facilitates lounge access processes so that Consumers’ benefits are checked and synced in real-time across various access modes, that drives accurate accounting and is designed to prevent abuse of the system, and denial of services to Consumers.

Our hybrid access model allows the Clients to either provide their Consumers digital only options, or provide solutions where access can be through both physical cards and digital cards, and the Clients digital applications or the DreamFolks App. In more recent digital model integrations, Clients are integrating the lounge benefits and access mechanism into their own mobile apps.

DATA PRIVACY AND MANAGEMENT

Our Company strives to cultivate an organisation wide privacy culture and has put in place ‘Data Privacy Policy’ to protect the rights and the privacy of Consumers, to comply with applicable privacy and data protection laws. Under the said policy our Company has enshrined privacy principles and implemented controls in conjunction with our Information Security Management System. Our Company’s Information Security Management System is currently compliant with and has been compliant with the requirements of *ISO/IEC 27001:2013*, since June 2016 for the scope stipulated therein. For further details see ‘*History and Certain Corporate Matters*’ on page 154.

The policy deals with various aspects of data protection from collection, access, disclosure and transfer and retention of personal data. Our Company has also appointed dedicated compliance officer for implementation of the policy and, a data protection officer for grievance redressal. The policy also contemplates various penalties for non-compliance including termination of employment. Further, our Company’s airport technology services are compliant with Payment Card Industry Data Security Standard v3.2.1.

We have also put in place a policy for classifying and handling confidential data and have formal policies and procedures for back-up and recovery of data.

OVERSIGHT

In addition to our internal oversight mechanism, we are also subject to audits conducted by or on behalf of our Clients. The audits are conducted at the discretion of the Client. Also, recently, our system design and controls were examined by an Independent Service Auditor dated 26 July 2021 in accordance with the attestation standards established by the American Institute of Certified Public Accountants.

CLIENTS

We count global card networks such as Visa, Mastercard and Diners/Discover as our Clients. In 2019, we were selected by the NPCI for the RuPay lounge management services programme. In addition to Card Networks, we also count prominent Card Issuers including ICICI Bank Limited, SBI Cards and Payment Services Limited, HDFC Bank Limited (in respect of debit card lounge program), Axis Bank Limited, Kotak Mahindra Bank Limited, and RBL Bank Limited amongst our Clients.

We also count sector leading corporate Clients such as Interglobe Aviation Limited, Go Airlines Limited, Air Asia (India) Limited, Vodafone Idea Limited, Jet Privilege Private Limited, Hettich India Private Limited, Easy Trip Planners Limited and Mahindra Holidays and Resorts India Limited.




HUMAN RESOURCES

As at March 31, 2022, we had 60 full time employees. The department wise break-up of such personnel are as follows:

Department	Number of Employees
Information Technology	12
Operations	12
Finance and Legal	9
Commercial, Sales and Marketing	12
Human Resources and Administration	14
Others	1
Total	60

INTELLECTUAL PROPERTY

Our intellectual property includes trademarks which are associated with our business. Details of the trademarks registered in our Company's name and trademarks, are as set out below:

Sr. No.	Application Number	Trademark	Class	Date of registration / application / renewal application	Status	Validity
1.	3278623		43	Registered on June 7, 2016	Registered	Valid till June 7, 2026
2.	3577307		43	Registered on June 23, 2017	Registered	Valid till June 23, 2027
3.	3577306		43	Registered on June 23, 2017	Registered	Valid till June 23, 2027

PROPERTY

The details of the property from which we operate are as follows:

Sr. No.	Location	Address	Owned / Leased / Rented
1.	South Delhi, New Delhi (Registered Office)	22, DDA Flat, Panchsheel Park, Shivalik Road, South Delhi, New Delhi - 110 017	Leased
2.	Gurgaon, Haryana (Corporate Office)	Unit No. 501, 5 th Floor, 14,055 sq. ft. Worldmark 2, Gurgaon – 122011, Haryana, India.	License
3.	Gurgaon, Haryana	Office No. 37A, admeasuring 1,311 sq. ft. (Super Area) Tower B1, situated on Floor 0, in Spaze I Tech Park, Sector 49, Sohna road, Gurgaon -122018, Haryana, India.	Owned
4.	Gurgaon, Haryana	Office No. 37B, admeasuring 1,314 sq. ft. (Super Area) Tower B1, situated on Floor 0, in Spaze I Tech Park, Sector 49, Sohna road, Gurgaon -122018, Haryana, India.	Owned

Further details of the properties taken on license and on lease by our Company are set out below:

Location	Address	Leased / Licensed	Name of Lessor / Licensor	Tenure of Lease / License	Rent	Deposit	Whether related party	Adequately Stamped	Adequately Registered
South Delhi, New Delhi (Registered Office)	22, DDA Flat, Panchsheel Park, Shivalik Road, South Delhi, New Delhi - 110 017	Leased	Anita Wadhwa	11 months with effect from April 1, 2022	₹ 0.01 million per month	Nil	No	No	No
Gurgaon, Haryana	Unit No. 501, 5 th	Licensed	Arnon Builders &	9 years with	₹ 0.98 million	₹ 7.43 million	No	No	No

Location	Address	Leased / Licensed	Name of Lessor / Licensor	Tenure of Lease / License	Rent	Deposit	Whether related party	Adequately Stamped	Adequately Registered
(Corporate Office)	Floor, 14,055 sq. ft. Worldmark 2, Gurgaon – 122011, Haryana, India.		Developers Limited	effect from February 1, 2021	per month (subject to escalation at the rate of 15% after every 3 years)				

For further details see “*Risk Factor - We may be unable to enforce our rights under some of the agreements executed by us on account of insufficient stamping*” on page 34.

INSURANCE

Our Company maintains insurance policies which are renewable every year. Our Company generally maintains insurance cover commensurate with its business requirements. In particular, we maintain directors and officers insurance, professional indemnity insurance and cyber liability insurance. We also have a group personal accident insurance policy and an accident and health insurance policy for our employees. We also have a medical insurance policy and group term life insurance policy for our employees. Our insurance policies are subject to customary exclusions and deductibles. For further details, see ‘*Risk Factors*’ on page 26.

COMPETITION

We are a dominant player and India's largest airport service aggregator platform facilitating an enhanced airport experience to passengers leveraging a technology driven platform. We face significant competition from international operators including Priority Pass and Dragon Pass. (*Source: F&S Report*)

In the international market, we are far more recent entrants and have to contend with significantly larger operators such as Priority Pass and Dragon Pass. We will have to contend and compete with the well-entrenched presence of these larger operators and other operators in each of the countries in which we are seeking to establish our presence.

CORPORATE SOCIAL RESPONSIBILITY

Our Company and its employees are conscious of their role in society and are keen to participate in social welfare measures. Our Company has constituted a Corporate Social Responsibility (**CSR**) Committee and also formulated a CSR policy to govern such initiatives. For further details, see ‘*Our Management*’ on page 160. In Fiscal 2022, Fiscal 2021 and Fiscal 2020, our Company spent ₹ 6.01 million, ₹ 3.85 million and ₹ 2.01 million, respectively, towards CSR activities in compliance with applicable law. In terms of our CSR Policy, our Company’s CSR activities are focused on the following thrust areas namely, digital literacy, digital education and women empowerment.

KEY REGULATIONS AND POLICIES

The following is an overview of certain sector-specific relevant laws and regulations which are applicable to the business and operations of our Company. The information detailed in this chapter has been obtained from publications available in the public domain. The description of laws and regulations set out below is not exhaustive but indicative and is only intended to provide general information to investors and is neither designed nor intended to be a substitute for professional legal advice. The statements below are based on the current provisions of Indian law, and remain subject to judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For details of government approvals obtained by our Company, see “Government and Other Approvals” on page 265.

The Information Technology Act, 2000 (Information Technology Act)

The Information Technology 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 which is owned, controlled, or operated by it, but affords protection to intermediaries with respect to third party information liability. The Information Technology Act also provides for civil and criminal liability including compensation, fines, and imprisonment for various 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 commission of fraudulent acts through computers. In April 2011, the Ministry of Electronics and Information Technology notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 (**IT Personal Data Protection Rules**) under Section 43A of the Information Technology Act and again in February 2021 notified the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021 (**Intermediary Guidelines**) under Section 87 of the Information Technology Act. The IT Personal Data Protection Rules prescribe directions for the collection, disclosure, transfer, and protection of sensitive personal data. The Intermediary Guidelines provide for a thorough due diligence to be done by the intermediaries and provide a grievance redressal mechanism for resolving complaints from users.

Consumer Protection Act, 2019 (Consumer Protection Act)

Consumer Protection Act has replaced the earlier Consumer Protection Act, 1986, seeking to provide better protection to the interests of consumers, especially in the digital age and to establish competent authorities for timely and effective administration and settlement of consumer disputes. Consumer Protection Act provides for establishment of a Central Consumer Protection Authority to regulate, amongst other things, matters relating to violation of rights of consumers, unfair trade practices and false or misleading advertisements which are prejudicial to the interests of public and consumers. The key features of the Consumer Protection Act include wider definition of “consumer”, enhancement of pecuniary jurisdiction, flexibility in e-filing complaints, imposition of product liability, wider definition of unfair trade practices, and provision for alternative dispute resolution. The Consumer Protection (E-Commerce) Rules, 2020, issued under the Consumer Protection Act apply to, amongst other things, goods and services bought or sold over digital or electronic networks, all models of e-commerce and all forms of unfair trade practice across e-commerce models. They specify the duties of sellers, e-commerce entities and inventory e-commerce entities and the liabilities of marketplace e-commerce entities.

Labour Law Legislations

The provisions of shops and establishments legislations, as may be applicable in a state in which establishments are set up, regulate the conditions of work and employment, and generally prescribe obligations in respect of *inter alia* registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures and wages for overtime work.

The Employees’ Provident Funds and Miscellaneous Provisions Act, 1952 (**EPF Act**) applies to factories employing 20 or more employees and such other establishments and industrial undertakings as notified by the government from time to time. The EPF Act requires all such establishments to be registered with the Regional Provident Fund Commissioner and requires the employers and their employees to contribute in equal proportion to the employees’

provident fund, the prescribed percentage of basic wages and dearness and other allowances payable to employees. The EPF Act also requires the employer to maintain registers and submit a monthly return to the State Provident Fund Commissioner.

The Employees' State Insurance Act, 1948 (**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 required to register such factory or establishment under the ESI Act and maintain prescribed records and registers. Every employee (including casual and temporary employees), whether employed directly or through a contractor, who is in receipt of wages up to ₹ 15,000 per month is entitled to be insured under the ESI Act.

Social Security Code and Wages Code

The Social Security Code, 2020 (**SS Code**) and the Code on Wages, 2019 (**Wages Code**) have been passed by both houses of Parliament and have received the assent of the President of India. However, the dates for implementation of these 2 aforementioned Codes have not yet been notified.

The stated purpose of the SS Code is to consolidate laws relating to social security with the goal of extending social security to all employees and workers in the organized, unorganized and any other sectors. The SS Code proposes to subsume the following legislations i.e., the Employees' Compensation Act, 1923, the Employees' State Insurance Act, 1948, Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, Maternity Benefit Act, 1961, Payment of Gratuity Act, 1972, Cine- Workers Welfare Fund Act, 1981, the Building and Other Construction Workers Welfare Cess Act, 1996, and the Unorganised Workers' Social Security Act, 2008. The SS Code extends to the whole of India and is applicable to every establishment subject to conditions specified in the first Schedule to the SS Code. The SS Code requires every establishment to which it applies to obtain a registration (electronically or otherwise), but it specifies that any establishment registered under any existing central labour legislation is not required to obtain registration under the SS Code.

The stated purpose of the Wages Code is to consolidate the laws relating to wages and bonus and matters connected therewith or incidental thereto. It seeks to consolidate the four existing legislations relating to wages, i.e., the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. The provisions relating to wages shall be applicable to all employments covering both organised as well as un-organised sectors.

Trade Marks Act, 1999 (Trade Marks Act)

Trade Mark protection is provided under the Trade Marks Act, 1999, as amended. The Trade Marks Act governs the statutory protection of trade marks from deceptively similar trade marks. The purpose of the Trade Marks Act is to encourage investment flow in trading and commercial by granting them protection under the statute. It provides provision for registration of a trademark and grounds for refusal of its registration by the registrar of Trade Mark. It prohibits registration of deceptively similar trade marks and provides for penalties for infringement, falsifying and falsely applying for trade marks. The term of protection of a registered trade mark is 10 years, which can be renewed from time to time in perpetuity. In India, the trade marks enjoy protection under both statutory and common law and the Trade Marks Act permits registration of trade marks for goods and services. Certification marks and collective marks can also be registered under the Trade Marks Act. An application for trade mark registration may be made by individual or joint applicants and can be made on the basis of either use or intention to use a trade mark in the future as India follows first to file rule. The marks which are granted registration under the Trade Marks Act are capable of being represented graphically and which are capable of distinguishing the goods or services of one person from those of others. Under the Trade Marks Act, the protection against infringement of registered mark is provided and civil remedy against passing off is given for unregistered mark. The Trade Marks Act also provides for assignment and transmission of the trade marks under which the proprietor of a trade mark is vested with the power to assign or transmit the trade mark with or without the goodwill of the business.

Other Applicable Laws

In addition to the above, our Company is also required to comply with the provisions of the Companies Act and rules framed thereunder, and other applicable statutes enacted by the Centre or relevant State Governments and authorities for our day-to-day business and operations. Our Company is also subject to various central and state tax laws.

HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was originally incorporated as ‘Believe Tradelink Private Limited’, at New Delhi as a private limited company under the Companies Act, 1956 and received a certificate of incorporation issued by the RoC, on April 24, 2008. Subsequently, pursuant to a special resolution passed by the Shareholders of our Company on May 1, 2015, our Company’s name was changed to ‘Dreamfolks Services Private Limited’, and a fresh certificate of incorporation dated June 12, 2015, was issued to our Company by the RoC. Thereafter, our Company was converted into a public limited company pursuant to a special resolution passed in the extraordinary general meeting of our Shareholders held on October 20, 2021 and the name of our Company was changed to its present name pursuant to a fresh certificate of incorporation issued by the RoC on November 23, 2021.

Changes in the Registered Office: The details of changes in the registered office of our Company since incorporation are set forth below:

Date of change	Details of the address of Registered office	Reason for change
November 20, 2010*	The address of the registered office of our Company was changed from D-41, First Floor, Prashant Vihar, North Delhi, New Delhi – 110 085, India to A-10 /116, Moti Nagar, West Delhi, New Delhi - 110 015	Operational convenience
December 17, 2013*	The address of the registered office our Company was changed from A-10 /116, Moti Nagar, West Delhi, New Delhi - 110 015 to 22, DDA Flat, Panchsheel Park, Shivalik Road, South Delhi, New Delhi - 110 017	Operational convenience

**Our Company does not have the copies of relevant board resolutions for change in the Registered Office of our Company.*

Main Objects of our Company: The main objects contained in the Memorandum of Association are as follows:

1. To Own, Run, Manage, Operate on lease or through any other mode, hotels, motels, restaurants, resorts, recreation centre, holiday camps, amusement parks, guest houses, banquet halls, picnic spot, canteens, caterers, cafes, taverns, pubs, bars, beer houses, refreshment rooms, clubs and lodging or apartments, shopping complex, housekeepers, casino’s, discotheques, swimming pools, health clubs, baths, dressing rooms, health centre, conference centre, gymnastics, yoga centre, catering and hospitality services, massage and beauty parlours in and outside India and related activities thereto.
2. To Run, Manage and operate the business of providing advertising services and Solutions on Media Print and Electronics and to act as advertising agency, Publishing House, Dealer or Manufacturer of Advertising Material & Content.
3. To Provide all services pertaining to logistics, consulting, transportation, marine transport, non-vessel operating common carrier (NVOCC), Forwarding (Sea & Air), customs clearance, warehousing, manpower outsourcing, staffing and related consulting, operational and maintenance services.
4. To Provide Consultancy and advisory services for Hospitality, Advertising and Logistic Sectors.
5. To act as Service Provider, financial consultants, management consultants and to provide advisory services and consultancy in the fields of general administration, secretarial, commercial, financial, legal, economic, labour, industrial, public relations, scientific and technical research and quality control, accountancy, data processing, customer support centre.

Amendments to our Memorandum of Association: Set out below are the amendments to our Memorandum of Association since the incorporation of our Company.

Sr. No.	Date of Board / Shareholders Resolution	Particulars
1.	April 24, 2008	Incorporated with an authorized share capital of ₹ 500,000 divided into 50,000 Equity Shares of ₹ 10 each.
2.	May 1, 2015	The name of our Company was changed from 'Believe Tradelink Private Limited' to 'Dreamfolks Services Private Limited'.
3.	August 22, 2015	Our Company adopted new Memorandum of Association in furtherance of the enactment of Companies Act, 2013.
4.	January 25, 2018	The authorised share capital of our Company was increased from ₹ 500,000 divided into 50,000 Equity Shares of face value of ₹10 each to ₹ 50,000,000 divided into 5,000,000 Equity Shares of face value of ₹ 10 each.
5.	September 10, 2021	Subdivision of each existing Equity Shares of ₹ 10 each into 5 equity shares of ₹ 2 each.
6.	September 14, 2021	The authorised share capital of our Company was increased from ₹ 50,000,000 divided into 25,000,000 Equity Shares of face value of ₹ 2 each to ₹ 150,000,000 divided into 75,000,000 Equity Shares of face value of ₹ 2 each.
7.	October 20, 2021	The name of our Company was changed from 'Dreamfolks Services Private Limited' to 'Dreamfolks Services Limited'

Major events and milestones of our Company: The table below sets forth the key events in the history of our Company:

Fiscal	Particulars
2022	Forayed into the railways sector to provide lounge access at 8 railway stations in India. Conversion of our Company into a public limited company.
2020	Expanded into a new global operating model with direct contracts with operators across the globe. Launched first In-app integrated solution with prominent Indian Card Issuer to provide its Consumers including through its mobile application and website to Services.
2019	Launched our in-house technology platform with only Indian Card network. Launched real time voucher issuance through APIs with a Corporate Client. Launched first program for a prominent telecom company with complimentary lounge benefits as part of mobile billing plan.
2018	DreamFolks' Membership card unveiled as part of the Global lounge program with a prominent Card Issuer.
2016	Tied up directly with prominent Indian Card Issuers for lounge programs. Got ISO 27001 & PCI DSS certification for the first time. Tied up with prominent Indian Corporate Clients including a prominent airline company.
2013	Launch of flagship 'Lounge Access Programme' with one of world's largest Card Networks.

Awards and Accreditations

Fiscal	Particulars
2021	Global Excellence Award in the category of 'Most Consumer Focused Airport Service Provider' by acquisition international.
2021	SOC 1 - Type 1 and SOC 1 - Type 2 certification.
2021	National Achievers Award 2021 by Brand Icon.
2020	Award from the Economic Times in the category of 'Promising Brands.
2018	Payment & Cards Award for Best Emerging Engagement Loyalty Scheme of the Year by Kamikaze.

Fiscal	Particulars
2016 (valid till date)	Received Information Management System ISO/ IEC 27001:2013 certification.
2016 (valid till date)	Certified compliance with Payment Card Industry Data Security Standard (PCI DSS).

1. Other details regarding our Company

For details regarding the description of our activities, products, market of each segment, the growth of our Company, technology, management, major suppliers and customers, exports, location, environmental issues, market, marketing and competition, see “*Our Business*”, “*Our Management*” and “*Industry Overview*” on pages 130, 160 and 90 respectively.

2. Capital raising activities through equity or debt

For details regarding our capital raising activities through equity and for details of outstanding debt as on March 31, 2022, as applicable, see “*Capital Structure*” and “*Restated Consolidated Financial Statements*” on pages 66 and 189, respectively.

3. Defaults or rescheduling/restructuring of borrowings with financial institutions/banks

There are no defaults or rescheduling/restructuring of the outstanding borrowings availed by our Company from financial institutions or banks.

4. Injunctions or restraining order against our Company

As of the date of this Red Herring Prospectus, there are no injunctions or restraining orders against our Company.

5. Changes in the activities of our Company during the last 5 years

There have been no changes in the activities of our Company during the last 5 years which may have had a material adverse effect on the profits and loss account of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

6. Accumulated Profits or Losses

There are no accumulated profits or losses not accounted for, by our Company.

7. Lock outs and Strikes

There have been no lock outs or strikes at any of the offices of our Company and our Subsidiary.

8. Details regarding acquisition of business/undertakings, mergers, amalgamations and revaluation of assets

Our Company has not acquired any business or undertaking, and has not undertaken any merger, amalgamation or revaluation of assets.

9. Guarantees given by the Promoter participating in the Offer for Sale

Our Promoters who are Selling Shareholders have issued guarantees in relation to the outstanding undrawn sanction limit of fund based working capital of ₹ 10 million as at March 31, 2022 bearing interest rate @ repo rate + 4.50%.

10. Time and cost overrun

There have been no time and cost overrun in respect of the business operations of our Company.

11. Our Holding Company

As on the date of this Red Herring Prospectus, our Company has no holding company.

12. Our Subsidiary

For details with respect to our Subsidiary, see “*Our Subsidiary*” on page 158.

13. Details of our Joint Ventures and Associate Companies

As on the date of this Red Herring Prospectus, our Company does not have any joint ventures or associate companies.

14. Agreements with Key Managerial Personnel, Directors, Promoters, Promoter Group, other Shareholders or any other employee

There are no agreements entered into by our Key Managerial Personnel, Directors, Promoters, Promoter Group, other Shareholders or any other employee of our Company, 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 dealings in the securities of our Company.

15. Summary of key agreements with strategic partners, joint venture partners and / or financial partners

As on the date of this Red Herring Prospectus, our Company does not have any strategic partners, joint venture partners and / or financial partners.

16. Details of subsisting shareholders’ agreement

As on the date of this Red Herring Prospectus, there are no subsisting shareholders’ agreement among our shareholders *vis-à-vis* our Company.

17. Inter-se Arrangements

Our Company, our Promoters, the members of the Promoter Group and, or, the Shareholders are not party to any agreements, including any deed of assignment, acquisition agreement, shareholders’ agreement, inter-se agreement/arrangement or agreements of like nature, with respect to securities of our Company. Further, we confirm there are no other clauses or covenants which our Company, our Promoters, the members of the Promoter Group or the Shareholder are a party to, in relation to securities of our Company, which are material and adverse or pre-judicial to the interest of the minority/ public shareholders.

OUR SUBSIDIARY

Our Company has 1 subsidiary as on the date of this Red Herring Prospectus, namely DreamFolks Hospitality Private Limited, details of which are set out below:

Dreamfolks Hospitality Private Limited (DHPL)

Corporate Information

DHPL was incorporated as VPN Hotels Private Limited, a private limited company on December 29, 2006 under the Companies Act, 1956 with the Registrar of Companies, National Capital Territory of Delhi and Haryana at Delhi. Pursuant to a fresh certificate of incorporation, dated July 6, 2016, the name was changed to Dreamfolks Hospitality Private Limited. Its CIN is U55101DL2006PTC157203 and its registered office is situated at 26, DDA Flats, Panchsheel Park, Shivalik Road, New Delhi, South Delhi, Delhi - 110017, India.

Nature of Business

DHPL is currently engaged in the business of hospitality management services.

Capital Structure

The authorised share capital of DHPL is ₹ 100,000 divided into 10,000 equity shares of face value of ₹ 10 each. The paid-up share capital of DHPL is ₹ 100,000 divided into 10,000 equity shares of face value of ₹ 10 each.

Shareholding Pattern

The shareholding pattern of DHPL is set out below:

Sr. No.	Name of Shareholders	No. of Equity Shares	Percentage shareholding (%)
1.	Dreamfolks Services Limited	9,000	90.00
2.	Dinesh Nagpal	333	3.33
3.	Liberatha Peter Kallat	333	3.33
4.	Mukesh Yadav	334	3.34
Total		10,000	100.00

Interest of our Company

Our Company holds 90% shares of DHPL.

Pledged shares

None of the shares of DHPL held by our Promoters are pledged. Further, none of the members of the Promoter Group hold any shares of DHPL.

Accumulated profits or losses

As on the date of this Red Herring Prospectus, there are no accumulated profits or losses of DHPL that are not accounted for by our Company.

Interest in our Company

DHPL does not have any business interest in our Company.

Common pursuits

There are no common pursuits amongst DHPL and our Company.

Other confirmations

The securities of DHPL are not listed on any stock exchange in India or abroad. Further, neither have any of the securities of DHPL been refused listing by any stock exchange in India or abroad, nor has DHPL failed to meet the listing requirements of any stock exchange in India or abroad. DHPL is not registered with any financial regulatory authority such as the RBI, the Insurance Regulatory and Development Authority etc.

OUR MANAGEMENT

In terms of our Articles of Association, our Company must have not less than 3 and not more than 15 Directors. As on the date of this Red Herring Prospectus, our Board comprises 8 Directors (including 2 women directors), of whom 2 are Executive Directors, 2 are Non-Executive Directors and 4 Independent Directors. Accordingly, the current composition of our Board is in compliance with the Companies Act, 2013 and the SEBI Listing Regulations.

The following table sets forth details regarding our Board as on the date of filing of this Red Herring Prospectus.

Sr. No.	Name, designation, term, period of directorship, address, occupation, date of birth and DIN	Age	Other Directorship
1.	<p>Liberatha Peter Kallat</p> <p>Designation: Chairperson and Managing Director</p> <p>Current Term: For a period of 5 years with effect from February 19, 2021 till February 18, 2026</p> <p>Period of Directorship: Director since March 21, 2014</p> <p>Address: Flat No. B 1501, Ireo Grand Arch, Sector 58, Gurugram 122011.</p> <p>Occupation: Entrepreneur</p> <p>Date of Birth: February 2, 1976</p> <p>DIN: 06849062</p>	46	<p><i>Indian Companies</i></p> <ol style="list-style-type: none"> 1. LMD Estate Private Limited (formerly known as Dreamfolks Estate Private Limited) 2. Dreamfolks Hospitality Private Limited 3. DLM Technologies Private Limited (formerly known as Dreamfolks Technologies Private Limited) 4. Pockket Payment Technologies Private Limited <p><i>Foreign Companies</i></p> <p>Nil</p>
2.	<p>Mukesh Yadav</p> <p>Designation: Non-Executive Director</p> <p>Current Term: Liable to retire by rotation</p> <p>Period of Directorship: Director since January 2, 2011</p> <p>Address: MD-28, Eldeco Mansion, Sohna Road, Sector 48, Gurugram, Haryana, India 122018.</p> <p>Occupation: Entrepreneur</p> <p>Date of Birth: August 15, 1971</p> <p>DIN: 01105819</p>	51	<p><i>Indian Companies</i></p> <ol style="list-style-type: none"> 1. LMD Estate Private Limited (formerly known as Dreamfolks Estate Private Limited) 2. Dreamfolks Hospitality Private Limited 3. Yashna Infratech Private Limited 4. Urban Land Management Private Limited 5. DLM Technologies Private Limited (formerly known as Dreamfolks Technologies Private Limited) 6. Primrose Buildworth Private Limited 7. Whistling Heights Resorts Private Limited

Sr. No.	Name, designation, term, period of directorship, address, occupation, date of birth and DIN	Age	Other Directorship
			<i>Foreign Companies</i> Nil
3.	Dinesh Nagpal Designation: Non-Executive Director Current Term: Liable to retire by rotation Period of Directorship: Director since January 2, 2011 Address: Residency, Greenwood Park, Sector 46, Opposite Cyber Park, Gurugram, Haryana 122003. Occupation: Entrepreneur Date of Birth: April 15, 1966 DIN: 01105914	56	<i>Indian Companies</i> 1. LMD Estate Private Limited (formerly known as Dreamfolks Estate Private Limited) 2. Ankur Propmart Private Limited 3. Primrose Buildtech Private Limited 4. Dreamfolks Hospitality Private Limited 5. VPN Motels Private Limited 6. Yashna Infratech Private Limited 7. Laxmi Education Dwellers Private Limited 8. Urban Land Management Private Limited 9. VPN IT Services Private Limited 10. DLM Technologies Private Limited (formerly known as DreamFolks Technologies Private Limited) 11. Primrose Buildworth Private Limited 12. Whistling Heights Resorts Private Limited 13. Jungle Livinn Resorts Private Limited 14. Pockket Payment Technologies Private Limited <i>Foreign Companies</i> Nil
4.	Balaji Srinivasan Designation: Executive Director Current Term: For a period of 5 years with effect from September 29, 2021 till September 28, 2026	45	<i>Indian Companies</i> 1. Soulmo Solutions Private Limited <i>Foreign Companies</i>

Sr. No.	Name, designation, term, period of directorship, address, occupation, date of birth and DIN	Age	Other Directorship
	<p>Period of Directorship: Director since September 2, 2021</p> <p>Address: Flat No. 272, Delhi Apartments, Plot No. 15C, Sector-22, Dwarka, South West Delhi, New Delhi –110077.</p> <p>Occupation: Business</p> <p>Date of Birth: October 27, 1976</p> <p>DIN: 03512187</p>		Nil
5.	<p>Sharadchandra Damodar Abhyankar</p> <p>Designation: Independent Director</p> <p>Current Term: For a period of 1 year, with effect from November 30, 2021 till November 29, 2022</p> <p>Period of Directorship: Director since November 30, 2021</p> <p>Address: 303, Marvel Residency Co-Op HSG Soc Ltd., Nanda Patkar Road, Vile Parle East, Mumbai – 400057, Maharashtra.</p> <p>Occupation: Solicitor and Advocate</p> <p>Date of Birth: October 9, 1965</p> <p>DIN: 00108866</p>	56	<p><i>Indian Companies</i></p> <ol style="list-style-type: none"> 1. Ashoka Buildcon Limited 2. ABM Knowledgeware Limited 3. Centaur Pharmaceuticals Private Limited 4. Ashoka GVR Mudhol Nipani Roads Limited 5. Whiteoak Capital Trustee Limited 6. Instasafe Technologies Private Limited <p><i>Foreign Companies</i></p> <p>Nil</p>
6.	<p>Mario Anthony Nazareth</p> <p>Designation: Independent Director</p> <p>Current Term: For a period of 1 year, with effect from November 30, 2021 till November 29, 2022</p> <p>Period of Directorship: Director since November 30, 2021</p> <p>Address: 5/1, Colaba Mill Flats, Sorab Bharucha Road, Colaba, Mumbai - 400005, Maharashtra</p> <p>Occupation: Consultant</p> <p>Date of Birth: June 5, 1954</p> <p>DIN: 00013337</p>	68	<p><i>Indian Companies</i></p> <ol style="list-style-type: none"> 1. Archdiocese of Mumbai Charitable Foundation <p><i>Foreign Companies</i></p> <p>Nil</p>
7.	<p>Aditi Balbir</p> <p>Designation: Independent Director</p>	43	<p><i>Indian Companies</i></p> <ol style="list-style-type: none"> 1. Bliss Inns Private Limited

Sr. No.	Name, designation, term, period of directorship, address, occupation, date of birth and DIN	Age	Other Directorship
	<p>Current Term: For a period of 1 year, with effect from November 30, 2021 till November 29, 2022</p> <p>Period of Directorship: Director since November 30, 2021</p> <p>Address: C-34, Block C, Hauz Khas, Delhi - 110016</p> <p>Occupation: Business</p> <p>Date of Birth: September 5, 1978</p> <p>DIN: 03271132</p>		<p>2. Eco Weekends Private Limited</p> <p>3. Vitastays Private Limited</p> <p><i>Foreign Companies</i></p> <p>Nil</p>
8.	<p>Sudhir Jain</p> <p>Designation: Independent Director</p> <p>Current Term: For a period of 1 year, with effect from November 30, 2021 till November 29, 2022</p> <p>Period of Directorship: Director since November 30, 2021</p> <p>Address: K-10/3, DLF Phase 2, Sikandarpur, Ghosi 68, Gurgaon, Haryana - 122002</p> <p>Occupation: Service</p> <p>Date of Birth: January 6, 1958</p> <p>DIN: 00010445</p>	64	<p><i>Indian Companies</i></p> <p>1. Minda Spectrum Advisory Limited</p> <p>2. Roki Minda Co. Private Limited</p> <p>3. Suman Nirmal Private Limited</p> <p>4. Ejot-Octoqon Fastening Systems Private Limited</p> <p><i>Foreign Companies</i></p> <p>Nil</p>

Brief Profile of our Directors

Liberatha Peter Kallat, aged 46 years, is the Promoter and Managing Director of our Company. She was designated as the Chairperson of our Company on November 30, 2021. She holds a bachelor's degree in science from Andhra University. She has been associated with our Company since 2014 and is responsible for the strategy and overall management of our Company. She has experience in the hospitality sector and has, in the past, been associated with Indian and global multinational companies such as Taj GVK Hotels & Resorts Limited, PepsiCo. India, Premium Port Lounge Management Company Private Limited, and Pernod Ricard India (P) Limited. She has received a number of awards including the Entrepreneur of the Year in the Future Woman Leader Summit and Awards 2017, Outstanding Women Entrepreneur and Employment Award 2018, Women Icon of the Year 2019, Women Entrepreneur of the Year Award 2019, Economic Times most promising business leaders of Asia Award 2019 and 10 best entrepreneurs of 2021 by Industry Era Magazine. She has also received a certificate of recognition as 'The 10 Most Inspiring Women Entrepreneurs to Watch Globally' by Innovative Zone, 'Woman of Excellence Award' by Indian Achievers' Forum and ET Inspiring Women Leaders (North-2022).

Mukesh Yadav, aged 51 years, is the Promoter and a Non-Executive Director of our Company. He has been associated with our Company since 2011. He has more than 20 years of experience and has been a director of companies such as Whistling Heights Resorts Private Limited, Urban Land Management Private Limited and Yashna Infratech Private Limited. He has been associated with a residential project 'Amangani Peaceful Homes', located in Rewari, Gurugram.

Dinesh Nagpal, aged 56 years, is the Promoter and Non-Executive Director of our Company. He holds a bachelor's degree in arts from Maharshi Dayanand University, Rohtak. He has been associated with our Company since 2011. He has been associated with a residential project 'Amangani Peaceful Homes', located in Rewari, Gurugram. He has more than 20 years of experience and has been a director of companies such as Ankur Propmart Private Limited, Urban Land Management Private Limited and Yashna Infratech Private Limited.

Balaji Srinivasan, aged 45 years, is an Executive Director and Chief Technology Officer of our Company. He holds a diploma in software and systems management from NIIT, New Delhi. He has been associated with our Company since 2019. He has experience in the technology sector. Prior to joining our Company, he held senior management positions at start-up ventures such as FarEye and also held the position of Vice-President at Genpact India Private Limited. He has been awarded the Smart Innovator Award 2019 at the Enterprise Innovation Summit 2019 in recognition of his extraordinary ability to innovate that resulted in creating business value for the organisation and the Smart Innovator Award 2021 and Enterprise Innovation Summit 2021 in recognition of the extraordinary efforts in technology innovation that resulted in creating business value for the organisation. He has also been awarded the Global FinTech Excellence in Leadership Award 2022 by Elets (Banking and Finance) and Innovator Award by the Big CIO Show & Awards during the current Fiscal.

Sharadchandra Damodar Abhyankar, aged 56 years, is an Independent Director of our Company. He is a Bachelor in Arts (Economics and Commerce), a Bachelor in Law (general) and a Masters in Commercial Laws from the Bombay University. He is a Solicitor and Advocate with more than 33 years of experience and has been a partner in the mergers and acquisitions and corporate advisory practice in Khaitan & Co., Mumbai since December 2011. He is also a part-time faculty at the Government Law College, Mumbai and a visiting faculty at Department of Law, Mumbai University. He is a member of the Advisory Committee and Drafting Committee of the NSE Centre for Excellence in Corporate Governance.

Mario Anthony Nazareth, aged 68 years, is an Independent Director of our Company. He is a member of the Institute of Chartered Accountants of India since June 10, 1983 and a member of the Institute of Company Secretaries since July 20, 1983. He has also completed the Mahindra Universe Program from Harvard Business School and the 'Achieving Outstanding Leadership' program from Michigan Ross School of Business. He was an Eisenhower Exchange Fellow in 2000. He has served the Mahindra & Mahindra Limited for over 4 decades in various positions with his last designation at the Mahindra Group being the Group Chief Internal Auditor (Executive Vice-President Corporate Management Services).

Aditi Balbir, aged 43 years, is an Independent Director of our Company. She holds a post-graduate degree in Management from the Indian School of Business, Hyderabad and has completed the Exchange Program of Spring, 2009 from the Fuqua School of Business, Duke University, North Carolina. She has over seven years of experience in the sustainability and travel sector, is the founder of a hospitality business, V Resorts, and is also the Chief Executive Officer and Director of Eco Weekends Private Limited. She is the recipient of the CNBC TV-18 Young Business Women Award 2017, Best Professional in Hospitality Award, 2015 by Safari India and Young Women Business Leader Award in 2017 by CNBC-TV 18.

Sudhir Jain, aged 64 years, is an Independent Director of our Company. He is a member of the Institute of Chartered Accountants of India since July 13, 1981 and a member of the Institute of Company Secretaries since October 1, 1988. He was associated with Minda Industries Limited for over 20 years and his last designation at Minda Industries Limited was Executive Director & Group CFO.

Confirmations

None of our Directors were or are directors of listed companies whose shares have been / were suspended from being traded on any stock exchange during his / her tenure as a director of such listed company.

None of our Directors were or are directors in listed companies which were delisted from the stock exchanges during his / her tenure.

None of our Directors are related to each other or to any of the Key Managerial Personnel of our Company.

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 any of our Directors to become or to help any of them qualify as a director, or otherwise for services rendered by them or by the firm, trust or company in which they are interested, in connection with the promotion or formation of our Company.

Further:

1. None of our Directors has been identified as a Wilful Defaulter or Fraudulent Borrower as defined under the SEBI ICDR Regulations; and
2. None of our Directors has been declared a fugitive economic offender in accordance with the Fugitive Economic Offenders Act, 2018.

Arrangement or understanding with major shareholders, customers, suppliers or others

None of our Directors were selected / appointed as Directors of our Company pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others.

Service contracts with Directors

None of our Directors have entered into service contracts with our Company which provide benefits upon termination of employment.

Borrowing Powers of our Board

In accordance with the Articles of Association of our Company, our Directors may, subject to Sections 73-76A and 179 of the Companies Act, 2013, borrow any sums of money for and on behalf of our Company from the member companies or banks or they may themselves advance money to our Company on such interest or no interest as may be approved by the Directors without or without security. Our Shareholders have, pursuant to a special resolution dated November 25, 2021 under Section 180(1)(c) of the Companies Act, 2013, authorised our Company to borrow upto ₹ 100 million.

Terms of Appointment of the Chairperson and Managing Director, Whole Time Directors and Directors of our Company

Liberatha Peter Kallat was appointed as the Managing Director of our Company with effect from February 19, 2021 until February 18, 2026 pursuant to a Board resolution dated February 15, 2021. She was designated as the Chairperson of our Company on November 30, 2021. She is entitled to the following remuneration and perquisites with effect from November 30, 2021:

Date of contract appointing / fixing the remuneration	November 30, 2021
Term of contract	This agreement is valid for a period of 5 years, unless terminated earlier. The agreement may be terminated earlier by either party by giving to the other party 3 months' notice of such termination or our Company paying 3 months' remuneration in lieu of such notice.
Remuneration	Basic Salary of ₹ 1.76 million per month.
Other Terms and Conditions / Perquisites and allowances of expenses	She is entitled to perquisites including rent-free residential accommodation, costs of repairs and maintenance, utilities, and telecommunication facilities. She is also entitled to performance linked incentive.

Balaji Srinivasan was appointed as the Executive Director of our Company with effect from September 29, 2021 until September 28, 2026 pursuant to a Board resolution dated October 19, 2021. He is entitled to the following remuneration and perquisites with effect from October 19, 2021:

Date of contract appointing / fixing the remuneration	October 19, 2021
Term of contract	This agreement is valid for a period of 1 year with effect from October 19, 2021. This agreement may be terminated by giving a 3 months' notice to the Board.
Remuneration	Basic Salary of ₹ 2.64 million per annum; House Rent Allowance of ₹ 0.64 million per annum; and Special Allowance of ₹ 0.16 million per annum.

Terms of appointment of our Non-Executive Directors and Independent Director

Pursuant to Board Resolution dated November 30, 2021, each Non-Executive Director and Independent Director is entitled to receive sitting fees of ₹ 50,000/- per meeting, for attending meetings of the Board and ₹ 20,000 per meeting, for attending meetings of the Audit Committee and Nomination and Remuneration Committee, and ₹ 15,000 per meeting, for attending meetings of other committees of the Board, within the limits prescribed under the Companies Act, 2013, and the rules made thereunder.

Payment or benefits to Directors

The details of payments and benefits made to our Directors by our Company, in Fiscal 2022 are as follows:

Executive Directors

(₹ in million)

Sr. No.	Name of Director	Amount
1.	Liberatha Peter Kallat	34.26
2.	Mukesh Yadav*	22.84
3.	Dinesh Nagpal*	22.84
4.	Balaji Srinivasan**	4.18
Total		84.12

* Re-designated as Non-Executive Directors by Board Resolutions dated November 24, 2021.

**Appointed as an Executive Director of our Company pursuant to a Board resolution dated October 19, 2021.

Non-Executive Directors and Independent Directors

The Board have re-designated Dinesh Nagpal and Mukesh Yadav as Non-Executive Directors by Board resolutions dated November 24, 2021. Our Shareholders' appointed Sharadchandra Damodar Abhyankar, Mario Anthony Nazareth, Aditi Balbir and Sudhir Jain as Independent Directors by resolutions dated December 1, 2021.

In Fiscal 2022, our Company has not paid any compensation or granted any benefit on an individual basis to any of our Non-Executive Directors and Independent Directors (including contingent or deferred compensation) other than the sitting fees paid to them as set out below:

(₹ in million)

Sr. No.	Name of Director	Designation	Sitting Fee
1.	Mukesh Yadav	Non-Executive Director	₹0.15
2.	Dinesh Nagpal	Non-Executive Director	₹0.15
3.	Sharadchandra Damodar Abhyankar	Independent Director	₹0.10
4.	Mario Anthony Nazareth	Independent Director	₹0.10
5.	Aditi Balbir	Independent Director	₹0.10
6.	Sudhir Jain	Independent Director	₹0.10

Remuneration paid by our Subsidiary

As on date of this Red Herring Prospectus, none of our Directors have received any remuneration from the Subsidiary of our Company.

Shareholding of Directors in our Company

The Articles of Association of our Company do not require our Directors to hold any qualification shares.

The shareholding of our Directors in our Company as of the date of this Red Herring Prospectus is set forth below:

Sr. No.	Name of Director	Number of Equity Shares	Percentage shareholding (%)
1.	Liberatha Peter Kallat	17,242,400	33.00
2.	Mukesh Yadav	17,764,800	34.00
3.	Dinesh Nagpal	17,242,400	33.00
	Total	52,249,600	100.00

Interest of our Directors

All our Executive Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any, payable to each of them, by our Company. The reimbursement of expenses payable to them, as approved by our Board, our Non-Executive Director or Independent Directors may be deemed to be interested to the extent the sitting fees and commission, if any, payable to them for attending meetings of our Board and / or committees thereof as approved by our Board and, or Shareholders, the reimbursement of expenses payable to them, as approved by our Board.

Further, except as disclosed under '*Shareholding of Directors in our Company*' above, and 1,045,000 employee stock options granted by our Company to Balaji Srinivasan, none of our Directors hold any Equity Shares or any other form of securities in our Company. Further, our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the Equity Shares held by them in the Company.

Our Directors may be deemed to be interested to the extent of certain related party transactions that were undertaken by our Company. Our Directors may also be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company in the normal course of business with any company in which they hold directorships or any partnership firm in which they are partners. For further details, see "*Restated Consolidated Financial Statements – Note 39: Related party Transactions in accordance with Indian Accounting Standard (IND AS)-24*" on page 237.

Interest in the promotion/formation of our Company

While none of our Directors were involved in the promotion or formation of our Company, Liberatha Peter Kallat, Mukesh Yadav and Dinesh Nagpal, were instrumental in formulating the business model of our Company.

Interest as to property

Save and except as disclosed below, none of our Directors are interested in any property acquired or proposed to be acquired of our Company:

1. Dinesh Nagpal and Mukesh Yadav, our Promoters and Non-Executive Directors, are also directors and shareholders in Urban Land Management Private Limited, one of our Group Company. Our Company has advanced ₹ 10 million to Urban Land Management Private Limited, as advance against property, for purchase of flat for guest house for our employees.

2. Dinesh Nagpal and Mukesh Yadav, our Promoters and Non-Executive Directors, are also directors and shareholders in Urban Land Management Private Limited, one of our Group Company. Our Company entered into a memorandum of understanding dated October 24, 2018 with Urban Land Management Private Limited, for the lease of a 'Club house' at Rewari, Haryana and provided security deposit for proposed leasing of the 'Club house' ("MOU"). The 'Club house' was to be developed by Urban Land Management Private Limited and leased to us by the developer for a period of 9 years commencing from April 1, 2023. Based on mutual discussion between the parties, our Company has through a letter dated July 11, 2022, issued a notice to terminate the MOU and has sought refund of the security deposit from Urban Land Management Private Limited, by November 30, 2022. Urban Land Management Private Limited has accepted the termination notice and agreed to refund the security deposit to our Company.
3. Our Company had given capital advances to various parties including Urban Land Management Private Limited for the purchase of plots and properties amounting to ₹173.46 million as at March 31, 2022. Our Board at its meeting of July 13, 2022 has taken note that it plans to realise / dispose off / cancel all the investments made in property either through selling them and booking profit or by taking back the advance paid to such parties including Urban Land Management Private Limited.

Other interest

No sum has been paid or agreed to be paid to our Directors or to any firms or companies in which they may be partners or members respectively, in cash or shares or otherwise by any person either to induce him / her to become, or to qualify him/ her as, a Director, or otherwise for services rendered by him/ her or by such firm or company, in connection with the promotion or formation of our Company.

Changes in our Board in the last 3 years

Sr. No.	Name	Date of Appointment/ Change in Designation/Cessation	Reasons
1.	Liberatha Peter Kallat	February 19, 2021	Reappointment as Managing Director ⁽¹⁾
2.	Balaji Srinivasan	September 2, 2021	Appointment as an Additional Director
3.	Balaji Srinivasan	September 29, 2021	Redesignated as Non-Executive Director ⁽²⁾ Redesignated as Whole-Time Director
4.	Balaji Srinivasan	October 19, 2021	Redesignated as an Executive Director
5.	Mukesh Yadav	November 22, 2021	Redesignated as a Non-Executive Director
6.	Dinesh Nagpal	November 22, 2021	Redesignated as a Non-Executive Director
7.	Liberatha Peter Kallat	November 30, 2021	Redesignated as Chairperson and Managing Director ⁽³⁾
8.	Sharadchandra Damodar Abhyankar	November 30, 2021	Appointment as an Additional Independent Director ⁽⁴⁾
9.	Sudhir Jain	November 30, 2021	Appointment as an Additional Independent Director ⁽⁵⁾
10.	Mario Anthony Nazareth	November 30, 2021	Appointment as an Additional Independent Director ⁽⁶⁾
11.	Aditi Balbir	November 30, 2021	Appointment as an Additional Independent Director ⁽⁷⁾

⁽¹⁾ Regularised pursuant to a resolution of the Shareholders dated September 29, 2021.

⁽²⁾ Regularised pursuant to a resolution of the Shareholders dated September 29, 2021.

⁽³⁾ Regularised pursuant to a resolution of the Shareholders dated December 1, 2021.

⁽⁴⁾ Regularised pursuant to a resolution of the Shareholders dated December 1, 2021.

⁽⁵⁾ Regularised pursuant to a resolution of the Shareholders dated December 1, 2021.

⁽⁶⁾ Regularised pursuant to a resolution of the Shareholders dated December 1, 2021.

⁽⁷⁾ Regularised pursuant to a resolution of the Shareholders dated December 1, 2021.

Corporate Governance

The corporate governance provisions of the SEBI Listing Regulations will be applicable to us immediately upon the listing of the Equity Shares on the Stock Exchanges. We are in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations and the Companies Act, 2013 in respect of corporate governance pertaining to the constitution of our Board and committees thereof and formulation of policies.

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

As on the date of this Red Herring Prospectus, our Board comprises 8 Directors (including 2 women directors), of whom 2 are Executive Directors, 2 are Non-Executive Directors and 4 Independent Directors.

Committees of our Board

Our Board has constituted the following committees of the Board in terms of the SEBI Listing Regulations and the Companies Act:

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Stakeholders' Relationship Committee;
4. Corporate Social Responsibility Committee; and
5. Risk Management Committee.

In addition to the above, our Board may, from time to time, constitute committees to delegate certain powers for various functions, in accordance with applicable laws.

Audit Committee

The Audit Committee of our Board was constituted by a resolution of our Board at their meeting held on November 30, 2021. The constitution of the Audit Committee is as follows:

Sr. No.	Name of the Director	Designation	Position in the Committee
1.	Sharadchandra Damodar Abhyankar	Independent Director	Chairperson
2.	Aditi Balbir	Independent Director	Member
3.	Sudhir Jain	Independent Director	Member
4.	Mario Anthony Nazareth	Independent Director	Member
5.	Liberatha Peter Kallat	Chairperson and Managing Director	Member
6.	Mukesh Yadav	Non-Executive Director	Member

The Company Secretary and Compliance Officer of our Company will act as the Secretary of the Committee.

The scope and functions of the Audit Committee are in accordance with Section 177 of the Companies Act and Regulation 18 of the SEBI Listing Regulations and its terms of reference are as follows:

Terms of Reference for the Audit Committee:

The Audit Committee shall be responsible for, among other things, from time to time, the following:

A. Powers of Audit Committee

The Audit Committee shall have powers, including the following:

- (1) to investigate any activity within its terms of reference;
- (2) to seek information from any employee;
- (3) to obtain outside legal or other professional advice;
- (4) management discussion and analysis of financial condition and results of operations;
- (5) to secure attendance of outsiders with relevant expertise, if it considers necessary; and
- (6) such other powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

B. Role of Audit Committee

The role of the Audit Committee shall include the following:

- (1) oversight of financial reporting process and the disclosure of financial information relating to the Company to ensure that the financial statements are correct, sufficient and credible;
- (2) recommendation for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee;
- (3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) formulation of a policy on related party transactions, which shall include materiality of related party transactions;
- (5) reviewing, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;
- (6) examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions; and
 - g. Modified opinion(s) in the draft audit report
- (7) reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

- (8) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the Offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- (9) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (10) approval or any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;
- (11) laying down the criteria for granting omnibus approval in line with the Company's policy on related party transactions and such approval shall be applicable in respect of transactions which are repetitive in nature;
- (12) scrutiny of inter-corporate loans and investments;
- (13) valuation of undertakings or assets of the Company, wherever it is necessary;
- (14) evaluation of internal financial controls and risk management systems;
- (15) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (16) 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;
- (17) discussion with internal auditors of any significant findings and follow up there on;
- (18) 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;
- (19) 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;
- (20) recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;
- (21) looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (22) reviewing the functioning of the whistle blower mechanism;
- (23) monitoring the end use of funds raised through public offers and related matters;
- (24) overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;
- (25) approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

- (26) reviewing the utilization of loans and/or advances from / investment by the holding company in the subsidiary exceeding ₹ 1,000,000,000 or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing;
- (27) to consider and comment on the rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc. of the Company and provide comments to the Company's shareholders;
- (28) to review compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, at least once in a financial year and shall verify that the systems for internal control under the said regulations are adequate and are operating effectively; and
- (29) carrying out any other functions required to be carried out by the Audit Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

The Audit Committee shall mandatorily review the following information:

- (1) Management discussion and analysis of financial condition and results of operations;
- (2) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- (3) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- (4) Internal audit reports relating to internal control weaknesses;
- (5) The appointment, removal and terms of remuneration of the chief internal auditor;
- (6) Statement of deviations in terms of the SEBI Listing Regulations:
 - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the Equity Shares are proposed to be listed in terms of the SEBI Listing Regulations; and
 - b. annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of the SEBI Listing Regulations.
- (7) Review the financial statements, in particular, the investments made by any unlisted subsidiary.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee of our Board was constituted by a resolution of our Board at their meeting held on November 30, 2021. The constitution of the Nomination and Remuneration Committee is as follows:

Sr. No.	Name of the Director	Designation	Position in the Committee
1.	Sudhir Jain	Independent Director	Chairperson
2.	Aditi Balbir	Independent Director	Member
3.	Mukesh Yadav	Non-Executive Director	Member

The scope and functions of the Nomination and Remuneration Committee are in accordance with Section 178 of the Companies Act and Regulation 19 of the SEBI Listing Regulations and its terms of reference are as follows:

Terms of Reference for the Nomination and Remuneration Committee:

The Nomination and Remuneration Committee shall be responsible for, among other things, 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 (**Remuneration Policy**);
- (2) The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:
 - a. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
 - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.
- (3) formulation of criteria for evaluation of performance of independent directors and the Board;
- (4) devising a policy on Board diversity;
- (5) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of the Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;
- (6) reviewing and recommending to the Board, manpower plan/ budget and sanction of new senior management positions from time to time in the future;
- (7) 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:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates,
- (8) extending or continuing the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- (9) evaluation and recommendation of termination of appointment of directors in accordance with the Board's governance principles for cause or for other appropriate reasons;
- (10) making recommendations to the Board in relation to the appointment, promotion and removal of the senior management personnel;

- (11) recommending to the board, all remuneration, in whatever form, payable to senior management, including revisions thereto;
- (12) administering, monitoring and formulating detailed terms and conditions of the Employees Stock Option Scheme of the Company;
- (13) framing suitable policies and systems to ensure that there is no violation, as amended from time to time, of any securities laws or any other applicable laws in India or overseas, including:
 - a. the SEBI Insider Trading Regulations; and
 - b. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended.
- (14) carrying out any other function as is mandated by the Board from time to time and / or enforced/mandated by any statutory notification, amendment or modification, as may be applicable;
- (15) performing such other functions as may be necessary or appropriate for the performance of its duties;
- (16) periodically reviewing and re-examining the terms of reference and making recommendations to our Board for any proposed changes;
- (17) authorization to obtain advice, reports or opinions from internal or external counsel and expert advisors;
- (18) ensuring proper induction program for new directors, key managerial personnel and senior management and reviewing its effectiveness along-with ensuring that on appointment, they receive a formal letter of appointment in accordance with guidelines provided under the Companies Act, 2013;
- (19) developing a succession plan for our Board and senior management and regularly reviewing the plan;
- (20) ensuring that it proactively maintains a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company;
- (21) consideration and determination of the nomination and remuneration policy based on performance and also bearing in mind that the remuneration is reasonable and sufficient to attract, retain and motivate members of the Board and such other factors as the Committee shall deem appropriate; and
- (22) perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 to the extent notified and effective, as amended or by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or by any other applicable law or regulatory authority.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee of our Board was constituted by a resolution of our Board at their meeting held on November 30, 2021. The constitution of the Stakeholders' Relationship Committee is as follows:

Sr. No.	Name of the Director	Designation	Position in the Committee
1.	Mukesh Yadav	Non-Executive Director	Chairperson
2.	Mario Anthony Nazareth	Independent Director	Member
3.	Liberatha Peter Kallat	Chairperson and Managing Director	Member

The scope and functions of the Stakeholders' Relationship Committee are in accordance with Section 178 of the Companies Act and Regulation 20 of the SEBI Listing Regulations and its terms of reference are as follows:

Terms of Reference for the Stakeholders' Relationship Committee:

The Stakeholders' Relationship Committee shall be responsible for, among other things, as may be required by the under applicable law, the following:

- (1) considering and specifically looking into various aspects of interests of shareholders, debenture holders and other security holders;
- (2) resolving the grievances of the security holders of the listed entity including complaints related to allotment of shares, transfer of shares or debentures, including non-receipt of share or debenture certificates and review of cases for refusal of transfer / transmission of shares and debentures, depository receipt, non-receipt of annual report , balance sheet or profit and loss account, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints;
- (3) review of measures taken for effective exercise of voting rights by shareholders;
- (4) investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
- (5) giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;
- (6) review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar and share transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services;
- (7) review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and
- (8) Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority.

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee of our Board was constituted by a resolution of our Board at their meeting held on November 30, 2021. The constitution of the Corporate Social Responsibility Committee is as follows:

Sr. No.	Name of the Director	Designation	Position in the Committee
1.	Liberatha Peter Kallat	Chairperson and Managing Director	Chairperson
2.	Dinesh Nagpal	Non-Executive Director	Member
3.	Mario Anthony Nazareth	Independent Director	Member

The scope and functions of the Corporate Social Responsibility Committee are in accordance with Section 135 of the Companies Act.

Terms of Reference for the Corporate Social Responsibility Committee

- (1) formulate and recommend to the Board, a "Corporate Social Responsibility Policy" which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and the rules made thereunder, as amended, monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the Board;

- (2) identify corporate social responsibility policy partners and corporate social responsibility policy programmes;
- (3) review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a) and the distribution of the same to various corporate social responsibility programs undertaken by the Company;
- (4) delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;
- (5) review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;
- (6) assistance to the Board to ensure that our Company spends towards the corporate social responsibility activities in every Fiscal, such percentage of average net profit/ amount as may be prescribed in the Companies Act, 2013 and/ or rules made thereunder;
- (7) providing explanation to the Board if the Company fails to spend the prescribed amount within the financial year;
- (8) providing updates to our Board at regular intervals of six months on the corporate social responsibility activities;
- (9) any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board, from time to time; and
- (10) exercise such other powers as may be conferred upon the Corporate Social Responsibility Committee in terms of the provisions of Section 135 of the Companies Act.

Risk Management Committee

The Risk Management Committee was constituted by a resolution of our Board at their meeting held on November 30, 2021. The members of the Risk Management Committee are:

Sr. No.	Name of the Director	Designation	Position in the Committee
1.	Mukesh Yadav	Non-Executive Director	Chairperson
2.	Liberatha Peter Kallat	Chairperson and Managing Director	Member
3.	Sharadchandra Damodar Abhyankar	Independent Director	Member
4.	Giya Diwaan	Chief Financial Officer	Member

The scope and functions of the Risk Management Committee are in accordance with Section 178 of the Companies Act and the Regulation 21 of the SEBI Listing Regulations.

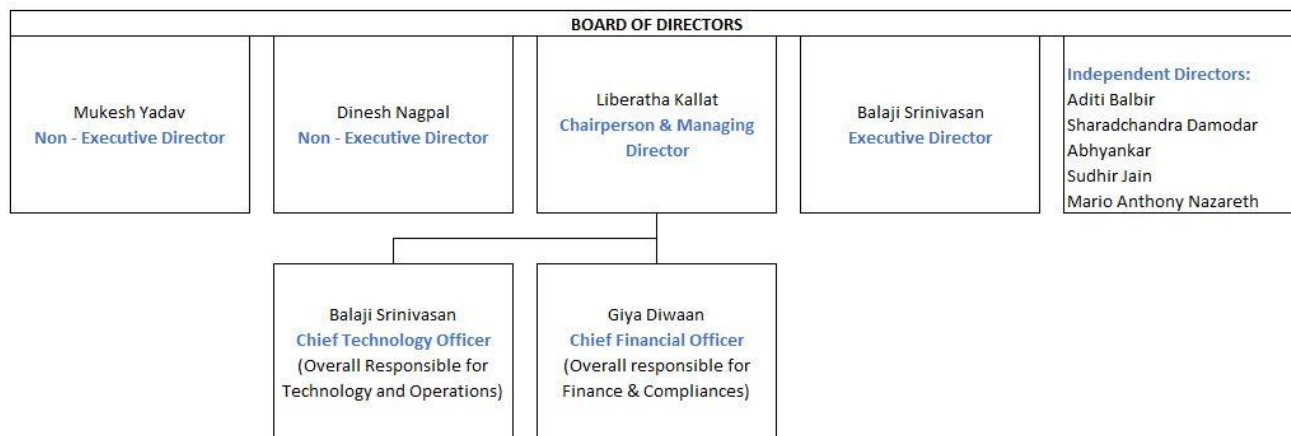
Terms of Reference for the Risk Management Committee

- (1) To review and assess the risk management system and policy of the Company from time to time and recommend for amendment or modification thereof. The risk management policy shall include the following:
 - a. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee;
 - b. Measures for risk mitigation including systems and processes for internal control of identified risks; and

c. Business continuity plan.

- (2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- (3) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- (4) To keep the Board informed about the nature and content of its discussions, recommendations and actions to be taken;
- (5) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;
- (6) To implement and monitor policies and/or processes for ensuring cyber security;
- (7) To frame, devise and monitor risk management plan and policy of the Company, including evaluating the adequacy of risk management systems;
- (8) To review and recommend potential risk involved in any new business plans and processes;
- (9) To review the Company's risk-reward performance to align with the Company's overall policy objectives;
- (10) Monitor and review regular updates on business continuity;
- (11) Advise the Board with regard to risk management decisions in relation to strategic and operational matters such as corporate strategy; and
- (12) Performing such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 or by the SEBI Listing Regulations or statutorily prescribed under any other law or by any other regulatory authority.

Management Organisation Structure



Key Managerial Personnel

In addition to Liberatha Peter Kallat, our Chairperson and Managing Director, and Balaji Srinivasan, our Executive Director and Chief Technology Officer, whose details have been provided under the paragraph ‘*Brief profile of our Directors*’ on page 163, the details of our other Key Managerial Personnel as on the date of this Red Herring Prospectus, are as follows:

1. Giya Diwaan, Chief Financial Officer; and
2. Rangoli Aggarwal, Company Secretary.

Giya Diwaan is the Chief Financial Officer of our Company. She is an alumna of Indian Institute of Management, Lucknow and a fellow member of the Institute of Chartered Accountants of India. She has significant experience in business operations, corporate finance, accounting and strategy across fintech, internet commerce and consumer technology companies. Prior to joining our Company, she was associated with Times Internet Limited as Chief Strategy Officer (Dineout), Musafir.com as Country Head-India, Awfis as Chief Financial Officer, Itz Cash Card Limited (as it then was) and Resources Global Professionals (India) Private Limited. She joined our Company on September 24, 2021. She was awarded the Woman Icon of the Year by UBS Forums at the GIWL Awards 2022. During Fiscal 2022, she has received a remuneration of ₹ 3.18 million from our Company.

Rangoli Aggarwal is the Company Secretary and the Compliance Officer of our Company. She holds a bachelor’s degree in commerce (with honors in business economics) from Punjab University. She joined our Company on October 19, 2021. She is an associate member of the Institute of Company Secretaries of India since 2016. Prior to joining our Company, she has previously worked with Naraingarh Sugar Mills Limited as a company secretary. During Fiscal 2022, she has received a remuneration of ₹ 0.65 million from our Company.

Relationship between our Key Managerial Personnel

None of our Key Managerial Personnel are related to each other.

Arrangements and Understanding with Major Shareholders

None of our Key Managerial Personnel have been selected pursuant to any arrangement or understanding with any Shareholders, customers or suppliers or others.

Retirement and termination benefit

Except for applicable statutory benefits, none of our Key Managerial Personnel would receive any benefits on their retirement or on termination of their employment with our Company.

Service Contracts with Key Managerial Personnel

Liberatha Peter Kallat, our Chairperson and Managing Director, and Balaji Srinivasan, our Executive Director and Chief Technology Officer are governed by their respective service contracts. For more details, see “*Our Management - Terms of Appointment of the Chairperson and Managing Director, Whole Time Directors and Directors of our Company*”. Our other Key Managerial Personnel are governed by the terms of their appointment letters and have not entered into any other service contracts with our Company.

Bonus or Profit-Sharing Plans

Save and except for Liberatha Peter Kallat, none of the other Key Managerial Personnel are party to any bonus or profit-sharing plan of our Company.

Contingent and deferred compensation payable to Key Managerial Personnel

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

Status of Key Managerial Personnel

All our Key Managerial Personnel are permanent employees of our Company.

Shareholding of Key Managerial Personnel

Except for 17,242,400 Equity Shares held by Liberatha Peter Kallat, none of our Key Managerial Personnel hold any Equity Shares in our Company.

Changes in the Key Managerial Personnel

The changes in our Key Managerial Personnel during the 3 years immediately preceding the date of this Red Herring Prospectus, other than the changes to our Directors, are set forth below:

Sr. No.	Name of the Key Managerial Personnel	Date of Appointment / Change / Cessation	Reasons
1.	Giya Diwaan	September 24, 2021	Appointed as the Chief Financial Officer
2.	Rangoli Aggarwal	October 19, 2021	Appointed as the Company Secretary

Interests of Key Managerial Personnel

None of the Key Managerial Personnel has any interest in our Company other than (i) to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them in the ordinary course of business and in the course of performance of their duties; (ii) 17,242,400 Equity Shares held by Liberatha Peter Kallat, our Promoter and Chairperson and Managing Director and Equity Shares held by her relatives; (iii) 1,045,000 employee stock options granted to Balaji Srinivasan, our Executive Director; and (iv) 1,306,250 employee stock options granted to Giya Diwaan, our Chief Financial Officer. Further, our Key Management Personnel may be deemed to be interested to the extent as disclosed in “*Interest of our Directors*” on page 167.

Attrition of Key Managerial Personnel vis-à-vis industry

Our company operates in an industry which is in its nascent stages and does not have any listed peer companies. Therefore, the attrition rate of Key Managerial Personnel is not comparable to the industry in which our Company operates.

Employee Stock Option Scheme

For details of our Company’s employee stock option plan, see ‘*Capital Structure – Employee Stock Option Scheme*’ on page 77.

Payment or benefits to officer of our Company (non-salary related)

Except as disclosed above under ‘*Interest of our Directors*’ on page 167, ‘*Interests of Key Managerial Personnel*’ on page 179 and as stated in see “*Restated Consolidated Financial Statements – Note 39: Related party Transactions in accordance with Indian Accounting Standard (IND AS)-24*” on page 237, no amount or benefit has been paid or given within the 2 years preceding the date of filing of this Red Herring Prospectus or intended to be paid or given to any officer of our Company, including our Directors and Key Management Personnel.

OUR PROMOTERS AND PROMOTER GROUP

The Promoters of our Company are:

1. Liberatha Peter Kallat;
2. Dinesh Nagpal; and
3. Mukesh Yadav.

As on date of this Red Herring Prospectus, our Company's Promoters hold an aggregate of 52,249,600 Equity Shares, constituting approximately 100.00% of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company. Set forth in the table below is the individual shareholding of our Promoters.

Sr. No.	Name of the Promoter	No. of Equity Shares	Percentage of the pre-Offer Equity Share capital of our Company
1.	Liberatha Peter Kallat	17,242,400	33.00
2.	Mukesh Yadav	17,764,800	34.00
3.	Dinesh Nagpal	17,242,400	33.00
Total		52,249,600	100.00

Brief profile of our Promoters



Liberatha Peter Kallat

Date of Birth: February 2, 1976

PAN: AOEPK0214Q

Liberatha Peter Kallat, aged 45 years, is one of our Promoters and the Chairperson and Managing Director of our Company. She is an Indian national and an Indian resident. She has been on our Board since 2014.

Other than the entities forming part of the Promoter Group, she is not involved in any other ventures.

For a complete profile of Liberatha Peter Kallat, including her educational qualifications, residential address, professional experience, other directorships etc., see '*Our Management*' on page 160.



Dinesh Nagpal


Date of Birth: April 15, 1966

PAN: AAKPN0340C

Dinesh Nagpal, aged 55 years, is one of our Promoter and Non-Executive Director of our Company. He is an Indian national and resident. He has been on our Board since 2011.

Other than the entities forming part of the Promoter Group, he is not involved in any other ventures.

For a complete profile of Dinesh Nagpal, i.e., his educational qualifications, residential address, professional experience, other directorships etc. see '*Our Management*' on page 160.

	<p>Mukesh Yadav</p> <p>Date of Birth: August 15, 1971</p> <p>PAN: AAMPY1998H</p> <p>Mukesh Yadav, aged 51 years, is one of our Promoter and Non-Executive Director of our Company. He is an Indian national and resident. He has been on our Board since 2011.</p> <p>Other than the entities forming part of the Promoter Group, Mukesh Yadav is not involved in any other ventures.</p> <p>For a complete profile of Mukesh Yadav, i.e., his educational qualifications, residential address, professional experience, other directorships etc. see '<i>Our Management</i>' on page 160.</p>
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Our Company confirms that the PAN, bank account number, passport number, aadhar card number and driving license number of our Promoters were submitted to the Stock Exchanges at the time of filing of the Draft Red Herring Prospectus.

Change in the control of our Company

There has not been any change in the control of our Company in the 5 years immediately preceding the date of this Red Herring Prospectus.

Interests of our Promoters

Our Promoters are interested in our Company to the extent: (a) that they have promoted our Company; and (b) of their respective shareholding in our Company, the shareholding of their relatives and entities in which the Promoters are interested and which hold the Equity Shares, and the dividends payable upon such shareholding, if any; (c) any other distributions in respect of the Equity Shares held by them, their relatives or such entities, if any; (d) of being the Directors and Key Managerial Personnel of our Company and the sitting fees / remuneration, benefits and reimbursement of expenses, payable to them as per the terms of their employment by our Company; and (e) that our Company has undertaken transactions with them, or their relatives or entities in which our Promoters hold shares or have an interest, if applicable. For further details of our Promoters, see '*Offer Document Summary – Summary of Related Party Transactions*', '*Capital Structure*' and '*Our Management*' on pages 21, 66 and 160, respectively.

None of our Promoters are interested as a member of a firm or company and no sum has been paid or agreed to be paid to any of our Promoters or to any such firm or company in cash or shares or otherwise by any person either to induce him to become, or to qualify him as, a director, or otherwise, for services rendered by such Promoter(s) or by such firm or company in connection with the promotion or formation of our Company.

Other than as disclosed in '*Our Management*' and see '*Restated Consolidated Financial Statements – Note 39: Related party Transactions in accordance with Indian Accounting Standard (IND AS)-24*' on pages 160 and 237, respectively, our Company has not entered into any contract, agreements or arrangements during the preceding 2 years from the date of this Red Herring Prospectus or proposes to enter into any such contract in which our Promoters or the members of our Promoter Group are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with.

Save and except as disclosed below, none of our Promoters have an interest in any property acquired by or leased to our Company during the 3 years immediately preceding the date of this Red Herring Prospectus or proposed to be acquired or leased to our Company, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery:

1. Dinesh Nagpal and Mukesh Yadav, our Promoters and Non-Executive Directors, are also directors and

shareholders in Urban Land Management Private Limited, one of our Group Company. Our Company has advanced ₹ 10 million to Urban Land Management Private Limited, as advance against property, for purchase of flat for guest house for our employees.

2. Dinesh Nagpal and Mukesh Yadav, our Promoters and Non-Executive Directors, are also directors and shareholders in Urban Land Management Private Limited, one of our Group Company. Our Company entered into the MOU. The 'Club house' was to be developed by Urban Land Management Private Limited and leased to us by the developer for a period of 9 years commencing from April 1, 2023. Based on mutual discussion between the parties, our Company has through a letter dated July 11, 2022, issued a notice to terminate the MOU and has sought refund of the security deposit from Urban Land Management Private Limited, by November 30, 2022. Urban Land Management Private Limited has accepted the termination notice and agreed to refund the security deposit to our Company.
3. Our Company had given capital advances to various parties including Urban Land Management Private Limited for the purchase of plots and properties amounting to ₹173.46 million as at March 31, 2022. Our Board at its meeting of July 13, 2022 has decided to realise / dispose off / cancel all the investments made in property either through selling them and booking profit or by taking back the advance paid to such parties including Urban Land Management Private Limited.

There are no entities forming part of our Promoter Group that are engaged in business activities similar to those of our Company. Further, our Promoters do not have any interest in any venture that is involved in any activities similar to those conducted by our Company. Our Company will adopt the necessary procedures and practices as permitted by law to address any conflict situation as and when it arises.

Payment or benefits to our Promoters or our Promoter Group

Except as stated in 'Our Management' see "*Restated Consolidated Financial Statements – Note 39: Related party Transactions in accordance with Indian Accounting Standard (IND AS)-24*" on page 160 and 237, there has been no amount or benefit paid or given, respectively, to our Promoters or Promoter Group during 2 years prior to the date of this Red Herring Prospectus and no amount or benefit is intended to be paid or given to any of our Promoters or members of the Promoter Group.

Material guarantees to third parties with respect to the Equity Shares

Except for personal guarantees given in connection to loans availed by our Company, as on the date of this Red Herring Prospectus, our Promoters have not given any material guarantees to any third party with respect to the Equity Shares.

Companies with which our Promoters have disassociated in the last 3 years

Our Promoters have not disassociated themselves from any company in the last 3 years preceding the date of filing of this Red Herring Prospectus.

Our Promoters are not and have never been a promoter, director or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

There is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority during the last 5 years preceding the date of this Red Herring Prospectus against our Promoters.

Our Promoters are not interested in any entity which holds any intellectual property rights that are used by our Company.

OUR PROMOTER GROUP

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

Natural persons who are part of the Promoter Group

The natural persons who are part of the Promoter Group (due to their relationship with our Promoters or whose shareholding is aggregated under the heading “shareholding of the promoter group”), other than our Promoters, are as follows:

Name of Promoter	Relationship	Name of the Relative
Liberatha Peter Kallat	Spouse	Dumpala Shivakumar
	Mother	Asha Daniel Kallat
	Spouse’s Mother	Dumpala Rajamani
	Spouse’s Brother	Praveen Kumar Shiva Shanker Dumpala
	Spouse’s Sister	Seethala Rajender Shalini
Dinesh Nagpal	Spouse	Indu Nagpal
	Son	Sanyam Nagpal
	Daughters	Navya Nagpal and Dimple Nagpal
	Sisters	Neelam Rani and Anu Baveja
	Spouse’s Mother	Shanti
	Spouse’s Brothers	Anil Kumar and Ashok Kumar
	Spouse’s Sister(s)	Kamlesh Gandhi
Mukesh Yadav	Spouse	Usha Yadav
	Mother	Prem
	Son	Sahil Yadav
	Daughter	Sayna Yadav
	Brothers	Naresh Kumar Yadav, Ramesh Kumar and Rakesh Kumar
	Sister	Sharmila Yadav
	Spouse’s Mother	Savitri
	Spouse’s Sister	Kavita Yadav
Spouse’s Brother	Charan Singh Yadav	

One of our Promoters i.e. Liberatha Peter Kallat is estranged from her sibling Abdul Matheen (formerly known as Theodore Kallat) and details pertaining to the said sibling has not been disclosed in this Red Herring Prospectus. We have through letter bearing reference number SEBI/HO/CFD/DIL1/P/OW/2022/19528/1 dated May 9, 2022 received an exemption from SEBI from disclosing details of the said individual and related entities in terms of the definition of promoter group specified in Regulation 2(1)(pp) of the SEBI ICDR Regulations, in this Red Herring Prospectus and the Prospectus.

Entities forming part of the Promoter Group

Sr. No	Name of the entity
1.	Ankur Associates
2.	Ankur Propmart Private Limited
3.	LMD Estate Private Limited (formerly known as Dreamfolks Estate Private Limited)
4.	DLM Technologies Private Limited (formerly known as Dreamfolks Technologies Private Limited)
5.	Jai Buildwell Private Limited
6.	Laxmi Education Dwellers Private Limited

Sr. No	Name of the entity
7.	Malibu Estate Dispensary Private Limited
8.	Pace City Auto
9.	P D Enterprises
10.	Pocket Payment Technologies Private Limited
11.	Primrose Buildtech Private Limited
12.	Primrose Buildworth Private Limited
13.	Shree Ujala Ispat Private Limited
14.	Ujjwal Properties
15.	Urban Land Management Private Limited
16.	V G Auto Technologies LLP
17.	VPN IT Services Private Limited
18.	VPN Motels Private Limited
19.	Wheelkart Services LLP
20.	Whistling Heights Resorts Private Limited
21.	Yashna Infratech Private Limited

Our Promoters and members of our Promoter Group have not been declared as a Wilful Defaulter or Fraudulent Borrower and there are no violations of securities laws committed by our Promoters in the past and no proceedings for violation of securities laws are pending against them.

Our Promoters and members of our Promoter Group have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

GROUP COMPANIES

Under the SEBI ICDR Regulations, the definition of 'group companies' includes (a) such companies (other than the promoters and subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under applicable accounting standards, and (b) such other companies as are considered material by our Board. Pursuant to a Board resolution dated November 19, 2021 as superseded by our Board resolution dated July 13, 2022, our Board formulated a policy with respect to companies which it considered material to be identified as group companies.

Accordingly, for (a) above, all such companies (other than its Subsidiary) with which the Company had related party transactions during the period covered in the Restated Consolidated Financial Statements, as covered under the applicable accounting standards, are considered as Group Companies in terms of the SEBI ICDR Regulations. For (b) above, our Board does not consider any company as a group company.

Set forth below, based on the aforementioned criteria, are the details of our Group Companies as on the date of this Red Herring Prospectus.

1. **Urban Land Management Private Limited (ULMPL)**

Corporate Information

The registered office of ULMPL is situated at 26, DDA Flats, Panchsheel Park, Shivalik Road, New Delhi – 110017, India. Its company identification number is U70200DL2012PTC242347.

Financial Performance

In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, basic earnings per share, diluted earnings per share and net asset value, derived from the latest audited financial statements available of ULMPL, for the Fiscals 2021, 2020 and 2019, are available at www.ulmgroup.in.

2. **Whistling Heights Resorts Private Limited (WHRPL)**

Corporate Information

The registered office of WHRPL is situated at 26, DDA Flats, Panchsheel Park, Shivalik Road, New Delhi – 110017, India. Its company identification number is U74899DL1995PTC071214.

Financial Performance

In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, basic earnings per share, diluted earnings per share and net asset value, derived from the latest audited financial statements available of WHRPL, for the Fiscals 2021, 2020 and 2019, are available at www.whistlingheights.com.

3. **LMD Estate Private Limited (formerly known as Dream Folks Estate Private Limited) (LEPL)**

Corporate Information

The registered office of LEPL is situated at 26, DDA Flats, Panchsheel Park, Shivalik Road, New Delhi – 110017, India. Its company identification number is U45200DL2012PTC234705.

Financial Performance

In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, basic earnings per share, diluted earnings per share and net asset value, derived from the latest

audited financial statements available of LEPL, for the Fiscals 2021, 2020 and 2019, are available at www.lmdestate.in.

4. **DLM Technologies Private Limited (formerly known as DreamFolks Technologies Private Limited) (DTPL)**

Corporate Information

The registered office of DTPL is situated at 26, DDA Flats, Panchsheel Park, Shivalik Road, New Delhi – 110017, India. Its company identification number is U72900DL2019PTC355131.

Financial Performance

In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, basic earnings per share, diluted earnings per share and net asset value, derived from the latest audited financial statements available of DTPL, for the Fiscals 2021 and 2020 are available at www.dlmtech.in.

5. **Malibu Estate Dispensary Private Limited (MEDPL)**

Corporate Information

The registered office of MEDPL is situated at 22, DDA Flats, Panchsheel Park, Shivalik Road, Malviya Nagar, New Delhi – 110017, India. Its company identification number is U45300DL2008PTC183337.

Financial Performance

In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, basic earnings per share, diluted earnings per share and net asset value, derived from the latest audited financial statements available of MEDPL, for the Fiscals 2021, 2020 and 2019, are available at www.malibuestate.in.

Apart from the top 5 Group Companies, based on such Group Company's turnover, as set out above, Pocket Payment Technologies Private Limited (**PPTPL**), is also a Group Company of our Company. The registered office of PPTPL is situated at 310-311, Third Floor, Good Earth Business Bay, Sector-58, Gurgaon, Haryana – 122101, India. Its company identification number is U74900HR2021PTC094369.

Nature and extent of interests of our Group Companies

In the promotion of our Company

Our Group Companies do not have any interest in the promotion or formation of our Company.

In the properties acquired by our Company

Except as disclosed in “*Restated Consolidated Financial Statements – Note 39: Related party Transactions in accordance with Indian Accounting Standard (IND AS)-24*” on page 237, our Group Companies do not have any interest in any property acquired by our Company in the 3 years preceding the date of filing this Red Herring Prospectus or proposed to be acquired by it as on date of this Red Herring Prospectus.

Except as disclosed in “*Restated Consolidated Financial Statements – Note 39: Related party Transactions in accordance with Indian Accounting Standard (IND AS)-24*” on page 237, our Group Companies do not have an interest in any transaction by our Company pertaining to acquisition of land, construction of building and supply of machinery.

Business interests in our Company

Except in the ordinary course of business and as disclosed under see “*Restated Consolidated Financial Statements – Note 39: Related party Transactions in accordance with Indian Accounting Standard (IND AS)-24*” on page 237, our Group Companies do not have any business interest in our Company.

Related Business Transactions within our Group Companies and significance on the financial performance of our Company

Except as disclosed under see “*Restated Consolidated Financial Statements – Note 39: Related party Transactions in accordance with Indian Accounting Standard (IND AS)-24*” on page 237 there are no related business transactions with the Group Companies.

Common pursuits of our Group Companies

There are no common pursuits amongst our Group Companies and our Company.

Litigation

As on date of this Red Herring Prospectus, our Group Companies are not parties to any pending litigation which will have a material impact on our Company.

Utilisation of Offer Proceeds

There are no material existing or anticipated transactions in relation to utilisation of the Offer Proceeds with our Group Companies.

DIVIDEND POLICY

The declaration and payment of dividends will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of our Articles of Association, the applicable law, including the Companies Act. The dividend policy of our Company was adopted and approved by our Board in their meeting held on November 24, 2021 (**Dividend Policy**).

In terms of our Dividend Policy, the Board shall consider *inter alia* following internal and external parameters while declaring or recommending dividends to our Shareholders: (i) distributable surplus available as per the Companies Act and the SEBI Listing Regulations; (ii) Company's liquidity position and future cash flow needs; (iii) capital expenditure requirements considering the expansion and acquisition opportunities; (iv) cost and availability of alternative sources of financing; (v) any macro-economic, political, tax and regulatory changes in the jurisdiction in which our Company operates which significantly affects the business; and (vi) cost of external financing.

In addition, our ability to pay dividends may be impacted by a number of other factors, including restrictive covenants under the loan or financing document, our Company is currently a party to or may enter into from time to time.

Our Company has not declared any dividends for Fiscals 2022, 2021 and 2020. Further, our Company has not declared any dividend from April 1, 2022 till the date of this Red Herring Prospectus.

Our past practices with respect to the declaration of dividends are not necessarily indicative of our future dividend declaration. For details in relation to the risk involved, see "*Risk Factor- Our Company has not paid dividends in the last 3 Fiscals. There can be no assurance that our Company will be in a position to pay dividends in the future.*" on page 33.

SECTION VI: FINANCIAL INFORMATION
RESTATED CONSOLIDATED FINANCIAL STATEMENTS

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Independent Auditor's Examination Report on Restated Consolidated Financial Statements in connection with the proposed Initial Public Offering of Dreamfolks Services Limited (formerly known as Dreamfolks Services Private Limited)

To,

The Board of Directors
Dreamfolks Services Limited ("Company")
#501, Tower-2, Fifth Floor, Worldmark, Sector 65,
Gurugram, Haryana 122018

Dear Sirs,

1. This report is issued in accordance with the terms of our agreement dated September 19, 2021.
2. We have examined, the attached Restated Consolidated Financial Statements, expressed in Indian Rupees in million of Dreamfolks Services Limited (formerly known as Dreamfolks Services Private Limited) (the "**Company**" or the "**Holding Company**" or the "**Issuer**") and its subsidiary Dreamfolks Hospitality Private Limited ("Subsidiary") (the Company and its Subsidiary together referred to as "**the Group**"), comprising:
 - a. the "Restated Consolidated Statement of Assets and Liabilities" as at March 31, 2022, March 31, 2021 and March 31, 2020;
 - b. the "Restated Consolidated Statement of Profit and Loss" (including Other Comprehensive Income) for the year ended March 31, 2022 and for the years ended March 31, 2021 and March 31, 2020;
 - c. the "Restated Consolidated Statement of Changes in Equity" for the year ended March 31, 2022 and for the years ended March 31, 2021 and March 31, 2020;
 - d. the "Restated Consolidated Statement of Cash Flows" for the year ended March 31, 2022 and for the years ended March 31, 2021 and March 31, 2020; and
 - e. the "Notes to the Restated Consolidated Financial Statements" for the year ended March 31, 2022 and for the years ended March 31, 2021 and March 31, 2020;

(hereinafter together referred to as the the "Restated Consolidated Financial Statements"), as approved by the Board of Directors of the Company at their meeting held on July 13, 2022 for the purpose of inclusion in the Red Herring Prospectus ("**RHP**") and the Prospectus prepared by the Company in connection with its proposed Initial Public Offer ("IPO") of equity shares prepared in terms of the requirements of:

- a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act") as amended from time to time;
- b) Paragraph (A) of Clause 11 (I) of Part A of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as

amended to date (the“SEBI ICDR Regulations”) issued by the Securities and Exchange Board of India (the“SEBI”) ; and

- c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“ICAI”), as amended from time to time (the “Guidance Note”).

Management’s Responsibility for the Restated Consolidated Financial Statements

- 3. The Company’s Board of Directors is responsible for the preparation of the Restated Consolidated Financial Statements for the purpose of inclusion in the RHP and the Prospectus to be filed with Securities and Exchange Board of India (“SEBI”) the Registrar of Companies, National Capital Territory of Delhi and Haryana at Delhi (ROC), and the stock exchanges where the equity shares of the Company are proposed to be listed (“Stock **Exchanges**”), in connection with the proposed IPO. The Restated Consolidated Financial Statements have been prepared by the Management of the Company in accordance with the basis of preparation stated in Note II forming part of ‘Significant Accounting Policies’ of the Restated Consolidated Financial Statements.

The respective Board of Directors of the companies included in the Group are responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Statements. The respective Board of Directors of the companies are also responsible for identifying and ensuring that the Group complies with the Act, the ICDR Regulations and the Guidance Note.

Auditor’s Responsibilities

- 4. We have examined such Restated Consolidated Financial Statements 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 19, 2021 in connection with the proposed IPO of equity shares of the Company;
 - b) The Guidance Note - 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 Consolidated Financial Statements; and
 - d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the proposed IPO of equity shares of the Company.

5. These Restated Consolidated Financial Statements have been compiled by the Company's management from:
- a) Audited consolidated Ind AS financial statements for the year ended March 31, 2022 and March 31, 2021, prepared in accordance with Ind AS which was approved by the Board of Directors at their meeting held on June 06, 2022 and November 19, 2021 respectively.
 - b) Audited special purpose consolidated Ind AS financial statements for the years ended March 31, 2020 prepared in accordance with Indian accounting standards (Ind AS) prescribed under Section 133 of the Act read with relevant Rules issued thereunder which was approved by the Board of Directors at their meeting held on January 10, 2022. The financial information for the year ended March 31, 2020 included in this special purpose consolidated Ind AS financial statements, are based on the previously issued statutory consolidated financial statements prepared for the year ended March 31, 2020 in accordance with the Companies (Accounting Standards) Rules, 2006 & audited and reported by erstwhile statutory auditor Wadhwa & Co., Chartered Accountants having firm registration number 021821N who have issued an unmodified audit opinion vide audit report dated December 04, 2020 and which have been translated into figures as per Ind AS after incorporating Ind AS adjustments to align accounting policies, exemptions and disclosures as adopted by the Company.
6. For the purpose of our examination, we have relied on:
- a) Auditors' reports issued by us dated June 06, 2022 and November 19, 2021 on consolidated Ind AS financial statements as at and for the year ended March 31, 2022 and March 31, 2021 respectively as referred in Paragraph 5 above; and
 - b) Auditors' Report issued by us, dated January 10, 2022 on the audited special purpose Ind AS consolidated financial statements of the Company as at and for the years ended 31 March 2020, as referred in Paragraph 5 above.
 - c) Auditors' Report issued by the erstwhile statutory auditors Wadhwa & Co, dated December 04, 2020 on the standalone financial statements of the Company issued under IGAAP for the years ended March 31, 2020, as referred in Paragraph 5 above.

7. a). We did not audit the financial statements of the subsidiary, for each of the financial year ending March 31, 2022, March 31, 2021 and March 31, 2020 whose share of total assets, total revenues, net cash inflows /(outflows) included in the Restated Consolidated Financial Statements, for the relevant /years is tabulated below, which have audited by other auditor, and our opinion on the Restated Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary is based on the report of such other auditors :

₹ in million

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Total Assets	0.09	0.08	0.08
Total Revenue	0.02	0.02	0.02
Net Cash inflows/ (outflows)	0.00	0.00	(0.00)

Our report is not modified with respect to this matter.

Opinion

8. Based on our examination and according to the information and explanations given to us, we report that the Restated Consolidated Financial Statements:
- a) have been prepared after incorporating adjustments for the change in accounting policies, material errors and regrouping / reclassifications retrospectively in the financial years ended March 31, 2021 and March 31, 2020 to reflect the same accounting treatment as per the accounting policies and grouping / classifications followed as at and for the year ended March 31, 2022;
 - b) does not contain any qualifications requiring adjustments.

Our reports includes Matters of emphasis as follows:

- Audit report on special purpose consolidated Ind AS financial statements for March 31, 2020

We draw attention to Note 37 to the special purpose consolidated Ind AS financial statements, which describes the possible effects of uncertainties relating to COVID-19 pandemic on the Group's operations and results as assessed by the management. Our opinion is not modified in respect of this matter.

- Audit report on consolidated Ind AS financial statements for March 31, 2021

We draw attention to Note 43 to the consolidated Ind AS financial statements, which the possible effects of uncertainties relating to COVID-19 pandemic on the Group's

operations and results as assessed by the management. Our opinion is not modified in respect of this matter.

- c) have been prepared in accordance with the Act, the ICDR Regulations and the Guidance Note.
9. The Restated Consolidated Financial Statements does not reflect the effects of events that occurred subsequent to the respective dates of the reports on the special purpose interim consolidated financial statements and audited consolidated financial statements mentioned in paragraph 5 above.
10. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

Restriction on Use

12. Our report is intended solely for use of the Board of Directors for inclusion in the RHP and the Prospectus to be filed with SEBI, ROC and Stock exchanges in connection with the proposed IPO. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **S S Kothari Mehta & Company**
Chartered Accountants
ICAI Firm's Registration No:

Sunil Wahal
Partner
Membership No.: 087294
UDIN: 22087294AMUKVO9058
Place: New Delhi
Date: 13-07-2022

Dreamfolks Services Limited (formerly known as Dreamfolks Services Private Limited)

Restated Consolidated Statement of Assets and Liabilities

(All amounts are in INR millions unless otherwise stated)

Particulars	Note	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
ASSETS				
Non-current assets				
Property, plant and equipment	4A	29.77	38.30	52.89
Capital work in progress	4B	-	0.43	6.40
Intangible assets	4C	45.47	2.61	1.18
Right of use assets	4A	64.17	73.66	-
Investment property	5	17.92	271.01	-
Financial assets				
Other financial assets	6(a)	27.19	24.72	25.82
Deferred tax assets (net)	8	12.38	7.75	21.04
Other non-current assets	9(a)	210.06	186.61	105.72
Total non-current assets		406.96	605.09	213.05
Current assets				
Financial assets				
Trade receivables	10	906.56	395.49	685.24
Cash and cash equivalents	11	10.96	100.00	321.34
Other bank balances	12	134.72	-	-
Other financial assets	6(b)	82.74	50.91	28.56
Other current assets	9(b)	61.97	18.98	56.75
Current tax assets	7	82.92	54.55	72.65
Total current assets		1,279.87	619.93	1,164.54
Total assets		1,686.83	1,225.02	1,377.59
EQUITY AND LIABILITIES				
Equity				
Share capital	13	104.50	47.50	47.50
Other equity	14	717.15	595.49	607.62
Total equity attributable to the owners of the Company		821.65	642.99	655.12
Non-controlling interest		0.00	0.00	0.00
Total equity		821.65	642.99	655.12
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings	15(a)	10.22	12.85	20.10
Lease liabilities	19(a)	64.30	63.33	-
Provisions	17(a)	16.96	18.35	22.24
Total non-current liabilities		91.48	94.53	42.34
Current liabilities				
Financial liabilities				
Borrowings	15(b)	2.53	7.34	10.81
Lease liabilities	19(b)	5.46	11.10	-
Trade payables				
(i) Total outstanding dues of micro enterprises and small enterprises	20	422.27	211.81	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	20	290.80	97.10	561.37
Other financial liabilities	16	14.01	26.59	53.32
Other current liabilities	18	35.84	130.14	53.54
Provisions	17(b)	2.79	3.42	1.09
Total current liabilities		773.70	487.50	680.13
Total equity and liabilities		1,686.83	1,225.02	1,377.59

Significant Accounting Policies

3

The accompanying notes form an integral part of these restated consolidated financial statements.

As per our report of even date attached
For S.S. KOTHARI MEHTA & COMPANY
Chartered Accountants
FRN – 000756N

For and on behalf of the Board of Directors of
Dreamfolks Services Limited
(formerly known as Dreamfolks Services Private Limited)
CIN: U51909DL2008PLC177181

Sunil Wahal
Partner
Membership No: 087294
Place: New Delhi
Date: July 13, 2022

Liberatha Peter Kallat
Managing Director
DIN: 06849062
Place: New Delhi
Date: July 13, 2022

Mukesh Yadav
Director
DIN: 01105819
Place: New Delhi
Date: July 13, 2022

Giya Diwaan
Chief Financial Officer
M.No.: F401518
Place: New Delhi
Date: July 13, 2022

Rangoli Aggarwal
Company Secretary
M.No.: A44096
Place: New Delhi
Date: July 13, 2022

Dreamfolks Services Limited (formerly known as Dreamfolks Services Private Limited)
Restated Consolidated Statement of Profit and Loss
(All amounts are in INR millions unless otherwise stated)

Particulars	Note	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Income				
Revenue from operations	21	2,824.98	1,056.33	3,670.43
Other income	22	14.91	24.76	7.65
Total income		2,839.89	1,081.09	3,678.08
Expenses				
Cost of services	23	2,372.66	875.41	2,995.62
Employee benefits expenses	24	165.53	126.39	179.28
Finance costs	25	14.31	7.45	7.05
Depreciation and amortization expenses	26	21.29	15.54	15.88
Other expenses	27	61.34	58.31	44.68
Total expenses		2,635.13	1,083.10	3,242.51
Profit / (loss) before tax		204.76	(2.01)	435.57
Tax expense	29			
Current tax		47.82	-	103.18
Tax expense related to earlier years		0.23	-	0.00
Deferred tax (credit)/charge		(5.81)	12.49	15.56
Total tax expenses		42.24	12.49	118.74
Profit / (loss) after tax for the year		162.52	(14.50)	316.83
Other comprehensive income / (loss)				
Items that will not be reclassified subsequently to Profit and Loss				
- Remeasurement gain / (loss) on defined benefit obligation		4.68	3.17	(4.51)
Income tax relating to items that will not be reclassified to Profit and Loss		(1.18)	(0.80)	1.14
Total other comprehensive income / (loss) for the year		3.50	2.37	(3.37)
Total comprehensive income / (loss) for the year		166.02	(12.13)	313.46
Profit / (loss) after tax for the year attributable to :				
- Owners		162.52	(14.50)	316.83
- Non-controlling interest		0.00	(0.00)	0.00
Other comprehensive income/(loss) for the year attributable to :				
- Owners		3.50	2.37	(3.37)
- Non-controlling interest		-	-	-
Total comprehensive income/(loss) for the year attributable to :				
- Owners		166.02	(12.13)	313.46
- Non-controlling interest		0.00	(0.00)	0.00
Earnings / (loss) per equity share*				
Basic	30	3.11	(0.28)	6.06
Diluted		2.98	(0.28)	6.06
Face value per share **		2	2	2

** Face value reduced from INR 10 to INR 2 as a result of split of shares on September 10, 2021

Significant accounting policies

3

The accompanying notes form an integral part of these restated consolidated financial statements.

As per our report of even date attached
For S.S. KOTHARI MEHTA & COMPANY
Chartered Accountants
FRN – 000756N

**For and on behalf of the Board of Directors of
Dreamfolks Services Limited
(formerly known as Dreamfolks Services Private Limited)
CIN: U51909DL2008PLC177181**

Sunil Wahal
Partner
Membership No: 087294
Place: New Delhi
Date: July 13, 2022

Liberatha Peter Kallat
Managing Director
DIN: 06849062
Place: New Delhi
Date: July 13, 2022

Mukesh Yadav
Director
DIN: 01105819
Place: New Delhi
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M.No.: F401518
Place: New Delhi
Date: July 13, 2022

Rangoli Aggarwal
Company Secretary
M.No.: A44096
Place: New Delhi
Date: July 13, 2022

Dreamfolks Services Limited (formerly known as Dreamfolks Services Private Limited)
Restated Consolidated Cash Flow Statement
(All amounts are in INR millions unless otherwise stated)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
A. Cash flow from operating activities			
Profit / (loss) before tax	204.76	(2.01)	435.57
Adjustments :-			
Depreciation / Amortization	21.29	15.54	15.88
Share based payment expenses (ESOP)	12.64		
Assets written off	0.03	1.41	-
Provision for expected credit Loss	(0.08)	0.06	(1.95)
Bad debts	1.25		
Finance costs	14.31	7.31	6.86
Interest income	(2.72)	(13.89)	(3.76)
Profit on disposal of investment	(10.62)	(9.06)	-
Profit on sale of property, plant and equipment	-	(0.03)	(0.01)
Operating profit/(loss) before working capital changes	240.86	(0.67)	452.59
Adjustments for working Capital changes:			
Increase/(decrease) in trade payables and other financial liabilities	391.58	(279.19)	140.06
(Decrease) / increase in provisions and other payables	(91.65)	(10.96)	17.49
(Increase)/Decrease in trade receivables and other financial assets	(546.54)	287.04	(257.39)
(Increase)/Decrease in other assets	(39.19)	48.22	31.17
Change in working capital	(285.80)	45.10	(68.67)
Cash (used in)/ generated from operating activities post working capital changes	(44.94)	44.43	383.92
Income taxes (paid)/refund received	(76.42)	18.12	(159.54)
Net cash generated from operating activities (A)	(121.36)	62.55	224.38
B. Cash flow from investing activities			
Paid towards purchase of property, plant & equipment and investment property	(27.25)	(359.04)	(71.24)
Proceeds from sale of property, plant & equipment	(2.86)	0.45	0.01
Paid towards purchase of intangible assets	(42.86)	-	-
Proceeds from sale of investment property	263.71	76.16	-
Proceeds from / (Investment in) bank deposits	(134.72)	-	70.06
Interest received	2.72	13.89	3.76
Net cash generated from / (used in) investing activities (B)	58.74	(268.54)	2.59
C. Cash flow from financing activities			
Proceeds/(repayment) of borrowings	(7.44)	(10.72)	10.49
Payment of lease liabilities	(11.81)	(1.96)	-
Finance cost paid	(7.17)	(2.68)	(3.49)
Net cash (used in)/generated from financing activities (C)	(26.42)	(15.36)	7.00
Net (decrease)/increase in cash and cash equivalents (A+B+C)	(89.04)	(221.34)	233.97
Cash and cash equivalents (Opening Balance)	100.00	321.34	87.37
Cash and cash equivalents (Closing Balance)	10.96	100.00	321.34
Change in cash & cash equivalents	(89.04)	(221.34)	233.97

Dreamfolks Services Limited (formerly known as Dreamfolks Services Private Limited)
Restated Consolidated Cash Flow Statement
(All amounts are in INR millions unless otherwise stated)

Notes:

1 Components of cash & cash equivalents

	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Cash on hand	0.04	0.05	0.09
Balances with banks - in current accounts	10.92	99.95	321.25
Net cash & cash equivalents	10.96	100.00	321.34

2 Change in liabilities arising from financing activities:

Particulars	As on March 31, 2019	Net cash flow changes	Non cash changes	As on March 31, 2020
Borrowings	20.42	10.49	-	30.91

Particulars	As on March 31, 2020	Net cash flow changes	Non cash changes	As on March 31, 2021
Borrowings	30.91	(10.72)	-	20.19
Lease liabilities	-	(1.96)	76.39	74.43

Particulars	As on March 31, 2021	Net cash flow changes	Non cash changes	As on March 31, 2022
Borrowings	20.19	(7.44)	-	12.75
Lease liabilities	74.43	(11.81)	7.14	69.76

Significant accounting policies

3

3 The accompanying notes form an integral part of these restated consolidated financial statements.

As per our report of even date attached
For S.S. KOTHARI MEHTA & COMPANY
Chartered Accountants
FRN – 000756N

**For and on behalf of the Board of Directors of
Dreamfolks Services Limited
(formerly known as Dreamfolks Services Private Limited)
CIN: U51909DL2008PLC177181**

Sunil Wahal
Partner
Membership No: 087294
Place: New Delhi
Date: July 13, 2022

Liberatha Peter Kallat
Managing Director
DIN: 06849062
Place: New Delhi
Date: July 13, 2022

Mukesh Yadav
Director
DIN: 01105819
Place: New Delhi
Date: July 13, 2022

Giya Diwaan
Chief Financial Officer
M.No.: F401518
Place: New Delhi
Date: July 13, 2022

Rangoli Aggarwal
Company Secretary
M.No.: A44096
Place: New Delhi
Date: July 13, 2022

Dreamfolks Services Limited (formerly known as Dreamfolks Services Private Limited)
Restated Consolidated Statement of Changes in Equity
(All amounts are in INR millions unless otherwise stated)

A. Equity share capital

Particulars	Amount
Equity shares of INR 2 each issued, subscribed and fully paid up*	
As at April 1, 2020	47.50
Changes in equity share capital during the year	-
As at March 31, 2020	47.50
Changes in equity share capital during the year	-
As at March 31, 2021	47.50
Bonus issue of equity share capital during the year	57.00
As at March 31, 2022	104.50

* Face value reduced from Rs. 10 to Rs. 2 as a result of split of shares on September 10, 2021

B. Other equity

Particulars	Equity attributable to owners of the Company		ESOP reserve*(B)	Non-controlling interest (C)	Total (A+B+C)
	Reserve & surplus	Total (A)			
As at April 1, 2020	294.16	294.16		0.00	294.16
-Profit for the year	316.83	316.83		(0.00)	316.83
-Other comprehensive income/(loss), net of income tax	(3.37)	(3.37)		-	(3.37)
As at March 31, 2020	607.62	607.62		0.00	607.62
-(Loss) for the year	(14.50)	(14.50)		(0.00)	(14.50)
-Other comprehensive income, net of income tax	2.37	2.37		-	2.37
As at March 31, 2021	595.49	595.49		-	595.49
-Profit for the year	162.52	162.52		0.00	162.52
-Issue of bonus shares	(57.00)	(57.00)		-	(57.00)
-Other comprehensive income, net of income tax	3.50	3.50		-	3.50
-Share based payment (ESOP) (refer note-38)	-	-	12.64	-	12.64
As at March 31, 2022	704.51	704.51	12.64	0.00	717.15

Significant accounting policies

3

The accompanying notes form an integral part of these restated consolidated financial statements.

As per our report of even date attached
For S.S. KOTHARI MEHTA & COMPANY
Chartered Accountants
FRN – 000756N

For and on behalf of the Board of Directors of
Dreamfolks Services Limited
(formerly known as Dreamfolks Services Private Limited)
CIN: U51909DL2008PLC177181

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M.No.: A44096
Place: New Delhi
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Dreamfolks Services Limited (formerly known as Dreamfolks Services Private Limited)
Significant accounting policies to the Restated Consolidated Financial Statements
(All amount in INR millions unless otherwise stated)

1. Corporate Information

Dreamfolks Services Limited (formerly known as Dreamfolks Services Private Limited) (the '**Company**' or the '**Holding Company**') and its subsidiary Dreamfolks Hospitality Private Limited (collectively, the '**Group**') primarily integrates global card networks operating in India, card issuers, and corporate clients including airline companies with various airport lounge operators, transport operators and other airport service providers on a unified technology platform. The Company facilitate customers of Clients access to the airport related services including (i) lounges, (ii) food and beverage (iii) spa, (iv) meet and assist, (v), airport transfer (vi) transit hotels /nap room access, and (vii) baggage transfer, (collectively, the **Services**).

The Company is incorporated and domiciled in India under the provisions of the Companies Act applicable in India. The registered office of the Company is located at 22, DDA Flats, Panchsheel Park, Shivalik Road, Malviya Nagar New Delhi-110017 India.

The Company has converted from Private Limited Company to Public Limited Company, pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on October 20, 2021 and consequently the name of the Company has been changed to Dreamfolks Services Limited in a fresh certificate of incorporation obtained from the Registrar of Companies on November 23, 2021.

These restated consolidated financial statements are adopted by Board of Directors during the meeting held on

2. Basis of preparation of restated consolidated financial statements

- a. The Restated Consolidated Financial Information of the Group comprises the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2022, March 31, 2021 and March 31 2020, the Restated Consolidated Statement of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash Flow Statement for the year ended March 31, 2022 and year ended March 31, 2021 and March 31, 2020, the Summary Statement of Significant Accounting Policies, and Notes to the Restated Consolidated Financial Information (collectively, the "Restated Consolidated Financial Information").

These Statements have been prepared by the Management of the Group in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, issued by the Securities and Exchange Board of India ('SEBI') on September 11 2018, in pursuance of the Securities and Exchange Board of India Act, 1992 ("ICDR Regulations") for the purpose of inclusion in the Red Herring Prospectus ('RHP') in connection with its proposed initial public offering of equity shares of face value of Rs. 2 each of the Company for an offer for sale of equity shares held by the selling shareholders (the "Offer"), prepared by the Company in terms of the requirements of:

- i) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act"), as amended from time to time;
 - ii) Paragraph A of Clause 11 (I) of Part A of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended to date (the "SEBI ICDR Regulations") issued by the Securities and Exchange Board of India (the "SEBI"); and
 - iii) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").
- b. The Restated Consolidated Financial Information have been compiled by the Management from:
- i) Audited Consolidated Financial Statements of the Group as at and for the year ended 31 March 2022 prepared in accordance with the Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, to the extent

Dreamfolks Services Limited (formerly known as Dreamfolks Services Private Limited)
Significant accounting policies to the Restated Consolidated Financial Statements
(All amount in INR millions unless otherwise stated)

applicable, and the presentation requirements of the Companies Act, 2013 as approved by the Board of Directors at their meeting held on June 06, 2022.

- ii) Audited Consolidated Financial Statements of the Group as at and for the year 31 March 2021 prepared in accordance with the Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, to the extent applicable, and the presentation requirements of the Companies Act, 2013. which has been approved by the Board of Directors at their meeting held on November 19, 2021.
 - iii) Audited Special Purpose Consolidated Financial Statements of the Group as at and for the year 31 March 2020 prepared in accordance with the Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, to the extent applicable, and the presentation requirements of the Companies Act, 2013. which has been approved by the Board of Directors at their meeting held on January 10, 2022.
- c. In pursuance to general directions received from Securities and Exchange Board of India (SEBI) vide their email dated October 28, 2021, the Company is required to provide Consolidated Financial Statements (CFS) prepared in accordance with Indian Accounting Standard (Ind AS) for all the three years and the stub year (if applicable) audited and certified by the statutory auditor(s) who holds a valid certificate by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI). To comply with such requirements, the company has prepared special purpose IND AS financial statements for the financial years ending March 31, 2020 and March 31, 2021. The special purpose IND AS financial statements with required restatement have been included in the restated consolidated financial statements prepared for the purpose of filing the RHP. For the purpose of IND AS financial statements prepared for March 2019, the transition date has been considered to be April 1 2017.
- d. The accounting policies have been consistently applied by the Holding Company in preparation of the Restated Consolidated Financial Information and are consistent with those adopted in the preparation of financial statements for the year ended March 31, 2022. This Restated Consolidated Financial Information does not reflect the effects of events that occurred subsequent to the respective dates of board meeting held to approve and adopt the Audited Special Purpose Interim Consolidated Financial Statements and Audited Special Purpose Consolidated Financial Statements as mentioned above except conversion of Company from Private to Public.
- e. The Restated Consolidated Financial Information have been prepared to contain information/disclosures and incorporating adjustments set out below in accordance with the ICDR Regulations:
- i) Adjustments to the profits or losses of the earlier years for the changes in accounting policies if any to reflect what the profits or losses of those years would have been if a uniform accounting policy was followed in each of these years and of material errors, if any;
 - ii) Adjustments for reclassification/regroupings of the corresponding items of income, expenses, assets and liabilities retrospectively in the years ended March 31, 2022, March 31, 2021 and March 31, 2020, in order to bring them in line with the groupings as per the Restated Consolidated Financial Information of the Group for the year ended March 31, 2022 and the requirements of the SEBI Regulations, if any; and
 - iii) The resultant impact of tax due to the aforesaid adjustments, if any.
- f. The Group follows historical cost convention and accrual method of accounting in the preparation of the financial statements, except otherwise stated.
- g. The Restated Consolidated Financial Information are presented in Indian Rupees (INR) and all values are rounded to the nearest millions, expect where otherwise indicated.
- h. New and amended standards adopted by the Group

Dreamfolks Services Limited (formerly known as Dreamfolks Services Private Limited)
Significant accounting policies to the Restated Consolidated Financial Statements
(All amount in INR millions unless otherwise stated)

The Group has applied the following amendments to Ind AS for the first time for their annual reporting year commencing April 1, 2021:

- COVID-19 related concessions – amendments to Ind AS 116
- Interest Rate Benchmark Reform – amendments to Ind AS 109 and Ind AS 107

The amendments listed above did not have any material impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

The Group has applied the following amendments to the Schedule III Division II of the Companies Act, 2013 while preparing the restated consolidated financial information:

- Additional disclosures related to ageing of trade receivables, trade payables, unbilled revenue, capital work in progress, intangibles under developments etc.
- Additional disclosures related to title deeds of immovable properties, ratios, corporate social responsibility, loans given, utilisation of borrowed funds and securities premium, reconciliation of returns submitted to banks with books of accounts, delay in registration of charges outstanding, promoters shareholding, relationship with struck off companies, surrendered income, revaluation of property, plant and equipment and valuation of investment properties, surrendered income etc, as applicable.
- Presentation of security deposits and current maturities of long term debt in the restated consolidated financial information.

The Group has applied the above amendments to the extent applicable to this Restated Consolidated Financial Information.

i. Basis of consolidation

The consolidated financial Information relate to the Group. The Restated Consolidated Financial Information have been prepared on the following basis:

- The financial information of the subsidiary company used in the consolidation are drawn up to the same reporting date as that of the Company i.e. March 31, 2022, March 31, 2021 and March 31 2020.
- The financial information of the Company and its subsidiary company have been combined on a line- by-line basis by adding together like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and resulting unrealised profits or losses, unless cost cannot be recovered.

The following subsidiary company has been considered in the preparation of the Restated Consolidated Financial Information:

Name of entity	Relationship	Country of incorporation	Ownership held by	% of Holding & voting power as at		
				March 31, 2022	March 31, 2021	March 31, 2020
Dreamfolks Hospitality Private Limited	Subsidiary	India	Dreamfolks Services Limited	90%	90%	90%

3. Summary of significant accounting policies

i) Use of estimates

The preparation of the Restated Consolidated Financial statements in conformity with the principles of Ind AS requires the management to make judgements, estimates and assumptions that effect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting year. Although these estimates are

Dreamfolks Services Limited (formerly known as Dreamfolks Services Private Limited)
Significant accounting policies to the Restated Consolidated Financial Statements
(All amount in INR millions unless otherwise stated)

based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future years.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised if the revision affects only that year, or in the year of the revision and future years if the revision affects both current and future years.

In particular, information about the significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the Restated Consolidated Financial statement.

There are no assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year except for as disclosed in these financial statements.

ii) Critical Accounting Estimates and Judgements

Information about significant areas of estimation /uncertainty and judgements in applying accounting policies that have the most significant effect on the financial statements are as follows: -

Impairment of financial assets

The Group determines the allowance for credit losses based on policy for expected loss provision based on experiential realisations, current and estimated future economic conditions. The Group considered current and anticipated future economic conditions relating to industries the Group deals with and the countries where it operates.

Estimation of uncertainties relating to the global health pandemic from COVID-19

The Group has considered the possible effects that may result from the pandemic relating to COVID-19 in the preparation of these financial statements including the recoverability of carrying amounts of financial and non-financial assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Group has, at the date of approval of these financial statements, used internal and external sources of information including credit reports and related information and economic forecasts and expects that the carrying amount of these assets will be recovered. The impact of COVID-19 on the Group's financial statements may differ from that estimated as at the date of approval of these financial statements.

Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the group. The useful lives and residual values of property, plant and equipment are determined by the management based on technical assessment by internal team and external advisor. The charge in respect of yearic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The Group believes that the useful life best represents the year over which the Group expects to use these assets.

Contingent liabilities

Management judgment is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Group as it is not possible to predict the outcome of pending matters with accuracy.

Income Taxes

Dreamfolks Services Limited (formerly known as Dreamfolks Services Private Limited)
Significant accounting policies to the Restated Consolidated Financial Statements
(All amount in INR millions unless otherwise stated)

Management judgment is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The Group reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the financial statements.

Leases

Judgment required to ascertain lease classification, lease term, incremental borrowing rate, lease and non-lease component and impairment of ROU

iii) Current versus non-current classification

The Group presents assets and liabilities in the Restated Consolidated Financial statement of assets and liabilities based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- It is expected to be realised within twelve months after the reporting year, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting year. All other assets are classified as non-current.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- Held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting year, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting year.

The Group classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The group has identified twelve months as its operating cycle.

iv) Foreign currencies

The Group's Restated Consolidated Financial statement are presented in INR (Indian Rupees), which is also the Holding Company's functional currency. For each entity, the Group determines the functional currency and items included in the summary statements of each entity are measured using that functional currency. Functional currency is the currency of the primary economic environment in which the entities forming part of Group operates and is normally the currency in which the entities forming part of Group primarily generates and expends cash.

Foreign currency transactions are recorded at the exchange rate prevailing on the date of transaction. Foreign currency rate fluctuations relating to monetary assets and liabilities are restated at the year-end rates. The net gain or loss arising on restatement/ settlement is recorded in Statement of Profit and Loss.

Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction. The related revenue and expense are recognized using the same exchange rate.

v) Fair value measurement

Dreamfolks Services Limited (formerly known as Dreamfolks Services Private Limited)
Significant accounting policies to the Restated Consolidated Financial Statements
(All amount in INR millions unless otherwise stated)

The Group measures financial instruments such as derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

1. In the principal market for the asset or liability, or
2. In the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the restated consolidated financial information are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

1. Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
2. Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
3. Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the restated consolidated financial statement on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting year.

External valuers may be required for valuation of significant assets and liabilities. Involvement of external valuers is decided on the basis of nature of transaction and complexity involved. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

At each reporting date, the finance team analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Group's accounting policies. For this analysis, the team verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents. A change in fair value of assets and liabilities is also compared with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

vi) *Property, plant and equipment*

An item of property, plant and equipment is recognised as an asset if it is probable that future economic benefits associated with the item will flow to the Group and its cost can be measured reliably. This recognition principle is applied to costs incurred initially to acquire an item of property, plant and equipment and also to costs incurred subsequently to add to,

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replace part of, or service it. All other repair and maintenance costs, including regular servicing, are recognised in the Statement of Profit and Loss as incurred. Where an item of property, plant and equipment comprises major components having different useful lives, these components are accounted for as separate items.

The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. Subsequent expenditure on fixed assets after its purchase / completion is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance. The Group depreciates property, plant and equipment over their estimated useful lives using the straight-line method. Depreciation methods and useful lives are reviewed yearically at each financial year end. The gain or loss arising on disposal of an item of property, plant and equipment is determined as the difference between sale proceeds and carrying value of such item, and is recognised in the Statement of Profit and Loss.

vii) Intangible assets

Design, development and software costs are included in the balance sheet as intangible assets when it is probable that associated future economic benefits would flow to the Group. All other costs on the aforementioned are expensed in the statement of profit and loss as and when incurred. Intangible assets are stated at cost less accumulated amortization and accumulated impairment. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry and known technological advances). Amortization methods and useful lives are reviewed yearically including at each financial year end.

Amortisation method: The Group amortizes intangible assets with a future useful life using the straight-line method over following year:

Class of assets	Useful life
Computer Software	3 years

viii) Investment Property

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment properties are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

The Group depreciates building component of investment property over 30 years using written down method from the date of original purchase.

The Group, based on technical assessment made by technical expert and management estimate, depreciates the building over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Though the Group measures investment properties using cost-based measurement, the fair value of investment properties are disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer applying a valuation model recommended by the International Valuation Standards Committee.

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Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition. In determining the amount of consideration from the derecognition of investment properties the Group considers the effects of variable consideration, existence of a significant financing component, non-cash consideration, and consideration payable to the buyer (if any).

Transfers are made to (or from) investment properties only when there is a change in use. Transfers between investment property, owner-occupied property and inventories do not change the carrying amount of the property transferred and they do not change the cost of that property for measurement or disclosure purposes.

ix) Depreciation of property, plant and equipment

Depreciation is provided on the written down value method. The estimated useful life of each asset as prescribed under Schedule II of the Companies Act, 2013 and based on technical assessment of internal experts (after considering the expected usage of the asset, expected physical wear and tear, technical and commercial obsolescence and understanding of past practices and general industry experience) are as depicted below:

Particulars	Estimated useful life
Land and buildings	60
Furniture & fixtures	10
Computers	3
Office equipment	3-5 Years
Motor vehicles	8-10 Years

The residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting year. Lease hold Improvements are amortised on a straight line basis over the lease period.

x) Leases

The Group's leased assets primarily consist of leases for office space. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a year in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- the contract involves the use of an identified asset
- the Group has substantially all of the economic benefits from use of the asset through the year of the lease; and
- the Group has the right to direct the use of the asset.

(1) Right of use assets

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Group recognizes the lease payments as an operating expense on a straight -line basis over the term of the lease.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflect that the Group exercise a purchase option. The Group applies Ind AS 36 to

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determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the accounting policy below on “Impairment of non- financial assets”.

(2) Lease liabilities

The lease liability is initially measured at amortized cost at the present value of the future lease payments that are not paid at the commencement date. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the Group’s incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset (or in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero) if the Group changes its assessment of whether it will exercise an extension or a termination or a purchase option. The interest cost on lease liability (computed using effective interest method), is expensed in the statement of profit and loss.

Lease liability and right-of-use asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows. The Group has applied a practical expedient wherein the Group has ignored the requirement to separate non- lease components (such as maintenance services) from the lease components. Instead, the Group has accounted for the entire contract as a single lease contract.

xi) Revenue recognition

The Group has revenue from its clients. The Group recognizes revenue when it satisfies performance obligations under the terms of its contracts, and control of its services is transferred to its clients’s users in an amount that reflects the consideration the Group expects to receive from its client in exchange for those services. This process involves identifying the client contract, determining the performance obligations in the contract, determining the contract price, allocating the contract price to the distinct performance obligations in the contract, and recognizing revenue when the performance obligations have been satisfied.

The Group through its platform allows transactions between the consumers of its clients and service operators enlisted with the platform. The Group earns revenue when the consumers of its clients utilize services such as Lounge Access, Meet and Assist, Airport Transfers, Food and Beverages, Door Step Baggage and Spa & Wellness either through the DreamFolks App, DreamFolks Card, Issuer’s Card, Issuer’s Website, Issuer’s web or mobile Application (App) or Interactive voice response (IVR).

Revenue is recognised in the accounting year in which the services are rendered. A receivable is recognised when the services are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due. Cash received before the goods and services are delivered is recognised as a contract liability.

Financing Components: The Group does not expect to have any contracts where the year between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

Other income

Interest income from a financial assets is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time proportion basis, by reference to the principal outstanding and effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset’s net carrying amount on initial recognition.

xii) Retirement and other employee benefits

Employee benefits include provident fund, employee state insurance scheme, gratuity and compensated absences.

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Long-term employee benefits:

Defined contribution plans: The Group's contribution to provident fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

Defined benefit plans: The Group has Defined Benefit Plan in the form of Gratuity. Gratuity fund is recognised by the Income-tax authorities and administered through an Insurance Fund. Liability for Defined Benefit Plans is provided on the basis of valuations, as at the balance sheet date, carried out by an independent actuary. The defined benefit obligation is calculated annually by independent actuary using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using discount rate (interest rates of government bonds) that have terms to maturity approximating to the terms of the gratuity. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the year in which they occur, directly in other comprehensive income. They are included in 'Other Comprehensive Income' (net of taxes) in the statement of changes in equity and in the balance sheet. Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

The Group presents the first two components of defined benefit costs in profit or loss in the line item 'Employee Benefits Expense'.

Short-term employee benefits:

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the year in which the employee renders the related service. The cost of short-term compensated absences is accounted as under:

- in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- in case of non-accumulating compensated absences, when the absences occur.

xiii) Share based payments

Employees (including senior executives) of the Group receive remuneration in the form of share based payment transactions, whereby employees render services as consideration for equity instruments (equity-settled transactions). The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised, together with a corresponding increase in share Options outstanding reserves in equity, over the year in which the performance and/or service conditions are fulfilled in employee benefits expense.

The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting year has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a year represents the movement in cumulative expense recognised as at the beginning and end of that year and is recognised in employee benefits expense.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

xiv) Taxes

(1) Current income tax

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Current tax is the tax payable on the taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Restated Consolidated Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting year, in accordance with the Income Tax Act, 1961.

Current income tax relating to items recognised outside Restated Consolidated Statement of profit and loss is recognised outside Restated Consolidated Financial Information profit and loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management yearically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Advance taxes and provisions for current income taxes are presented in the restated consolidated statement of assets and liabilities after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying units intends to settle the asset and liability on a net basis.

(2) Deferred taxes

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of deferred tax assets is reviewed at the end of each reporting year and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the year in which the liability is settled or the asset is realised, based on the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting year.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting year, to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority.

Current tax assets and tax liabilities are off set where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

xv) Segment reporting

Operating segments are defined as components of an entity where discrete financial information is evaluated regularly by the chief operating decision maker ("CODM") in deciding allocation of resources and in assessing performance. The Group's Managing Director is its CODM. The Group's CODM reviews financial information presented on a consolidated basis for the purposes of making operating decisions, allocating resources, and evaluating financial performance. Our business activity primarily falls within a single business and geographical segment, hence, the disclosure of segment-wise information is not applicable under Ind AS 108- 'Operating Segments'.

xvi) Earnings per share

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Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed using the weighted-average number of equity and dilutive equivalent shares outstanding during the period, except where the results would be anti-dilutive.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all years presented for any splits and bonus shares issues including for change effected prior to the approval of the financial Information by the Board of Directors.

xvii) Provisions and contingent liabilities

(1) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the restated consolidated statement of profit and loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

(2) Contingent liabilities

Contingent liability is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group, or is a present obligation that arises from past event but is not recognised because either it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or a reliable estimate of the amount of the obligation cannot be made. Contingent liabilities are disclosed and not recognised

xviii) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through restated consolidated statement of profit and loss are recognised immediately in restated consolidated statement of profit and loss.

(1) Financial assets

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through restated consolidated statement of profit and loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

(a) Classification and subsequent measurement:

Debt instruments that meet the following conditions are subsequently measured at amortised cost less impairment loss (except for debt investments that are designated as at fair value through profit or loss on initial recognition) (i) the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and (ii) the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (except for debt investments that are designated as at fair value through profit or loss on initial

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recognition) (i) the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and (ii) the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. Trade receivables, cash and cash equivalents, other bank balances, loans and other financial assets are classified for measurement at amortised cost.

Financial assets at amortised cost are subsequently measured at amortised cost using effective interest method. The effective interest method is a method of calculating the amortised cost of an instrument and of allocating interest income over the relevant year. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

(b) Equity instruments:

The Group subsequently measures all equity investments in scope of Ind AS 109 at fair value, with net changes in fair value recognised in the restated consolidated statement of profit and loss.

(c) Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's restated consolidated financial statement of assets and liabilities) when: i) The rights to receive cash flows from the asset have expired, or ii) The group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the group has transferred substantially all the risks and rewards of the asset, or (b) the group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the group could be required to repay.

(d) Impairment of financial assets

The Group recognises loss allowances using the Expected Credit Loss (ECL) model for the financial assets which are not fair valued through profit and loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition, in which case those financial assets are measured at lifetime ECL. The changes (incremental or reversal) in loss allowance computed using ECL model, are recognised as an impairment gain or loss in the restated consolidated statement of profit and loss.

The Group recognises loss allowances for expected credit losses on financial assets measured at amortised cost.

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At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit impaired. A financial asset is 'credit impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or past dues;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise; - it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime impairment pattern at each balance sheet date, right from its initial recognition.

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward looking information.

The Group considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset is more than past due.

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the counterparty does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

(2) Financial liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit and loss, loans and borrowings, payables, as appropriate.

(a) Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include Borrowings, Other Financial Liabilities, Trade Payables and Leases.

(b) Subsequent measurement

All financial liabilities are subsequently measured at amortized cost using the effective interest method or at FVTPL. For financial liabilities that are denominated in a foreign currency and are measured at amortized cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortized cost of the instruments and are recognized in 'Other income'. The fair value of financial liabilities denominated in a foreign

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currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognized in profit or loss.

(c) Derecognition

The Group derecognizes financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in statement of profit and loss.

(3) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the restated consolidated statement of assets and liabilities if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

xix) Impairment of non-financial assets

The carrying amounts of assets are reviewed at each balance sheet date. If there is any indication of impairment based on internal / external factors, an impairment loss is recognised, i.e. wherever the carrying amount of an asset exceeds its recoverable amount.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

The Group's corporate assets (e.g., office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of assets for which has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

xx) Borrowing costs

Borrowing costs are expensed in the year in which they occur. Borrowing cost consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

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xxi) Cash and cash equivalents

Cash and cash equivalent in the restated consolidated statement of assets and liabilities comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the restated consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts (if any) as they are considered an integral part of the Group's cash management.

xxii) Cash flow statement

Cash flows are reported using the indirect method, whereby loss for the year is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the group are segregated.

xxiii) Events occurring after the balance sheet date

Based on the nature of the event, the group identifies the events occurring between the balance sheet date and the date on which the restated consolidated financial statement are approved as 'Adjusting Event' and 'Non-adjusting event'. Adjustments to assets and liabilities are made for events occurring after the balance sheet date that provide additional information materially affecting the determination of the amounts relating to conditions existing at the balance sheet date or because of statutory requirements or because of their special nature. For non-adjusting events, the group may provide a disclosure in the restated consolidated financial statement considering the nature of the transaction.

xxiv) Functional and presentation currency

The Group has determined the currency of the primary economic environment in which the Group operates, i.e., the functional currency, to be Indian Rupees (INR). The financial statements are presented in Indian Rupees, which is the Group's functional and presentation currency. All amounts have been rounded to the nearest million up to two decimal places, unless otherwise stated. Consequent to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute amounts.

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4A Property, plant and equipment and right of use assets

Particulars	Property plant and equipment							Right of use assets
	Land and buildings	Leasehold improvements	Furniture & fixtures	Computers	Office equipment	Motor vehicles	Total	Lease hold buildings
Gross block								
As at April 01, 2019	-	-	8.22	6.96	1.46	47.63	64.27	-
Additions	20.79	-	0.35	1.41	0.33	10.28	33.16	-
Disposals	-	-	-	(0.03)	-	-	(0.03)	-
As at March 31, 2020	20.79	-	8.57	8.34	1.79	57.91	97.40	-
Additions	-	13.67	3.25	0.47	1.79	0.02	19.20	75.20
Disposals/Transferred	(20.79)	-	(5.30)	(3.28)	(0.57)	(0.05)	(29.99)	-
As at March 31, 2021	-	13.67	6.52	5.53	3.02	57.88	86.61	75.20
Additions	-	0.35	0.08	1.11	0.04	-	1.58	-
Disposals	-	-	-	(0.48)	(0.10)	(4.20)	(4.78)	-
As at March 31, 2022	-	14.02	6.60	6.16	2.95	53.68	83.41	75.20
Accumulated Depreciation								
As at April 01, 2019	-	-	3.34	4.31	0.67	20.44	28.76	-
Charge for the year	0.99	-	1.34	2.03	0.49	10.93	15.78	-
Disposals	-	-	-	(0.03)	-	-	(0.03)	-
As at March 31, 2020	0.99	-	4.68	6.31	1.16	31.37	44.51	-
Charge for the year	0.57	0.62	1.36	1.31	0.60	8.16	12.62	1.54
Previous Year Adjustment	-	-	0.02	0.04	0.06	(0.01)	0.11	-
Assets sold/transferred	(1.56)	-	(4.03)	(3.16)	(0.55)	0.37	(8.93)	-
As at March 31, 2021	-	0.62	2.03	4.50	1.27	39.89	48.31	1.54
Charge for the year	-	1.49	1.17	0.90	0.91	5.62	10.09	9.49
Assets sold/transferred	-	-	-	(0.46)	(0.10)	(4.20)	(4.76)	-
As at March 31, 2022	-	2.11	3.20	4.94	2.08	41.31	53.64	11.03
Net block								
As at March 31, 2020	19.80	-	3.89	2.03	0.63	26.54	52.89	-
As at March 31, 2021	-	13.05	4.49	1.03	1.75	17.99	38.30	73.66
As at March 31, 2022	-	11.91	3.40	1.23	0.87	12.38	29.77	64.17

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4B Capital Work in progress

	Amount
Gross block	
As at April 1, 2019	-
Additions	6.40
Capitalised during the year	-
As at March 31, 2020	6.40
Additions	0.43
Capitalised during the year	6.40
As at March 31, 2021	0.43
Additions	-
Capitalised during the year	(0.43)
As at March 31, 2022	-

CWIP ageing schedule as on March 31, 2021

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	0.43	-	-	-	0.43
Projects temporarily suspended	-	-	-	-	

CWIP ageing schedule as on March 31, 2020

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	6.40	-	-	-	6.40
Projects temporarily suspended	-	-	-	-	

4C Intangible Assets

	Software
Gross block	
As at April 1, 2019	0.19
Additions	1.23
Disposals	-
As at March 31, 2020	1.42
Additions	2.41
Disposals	-
As at March 31, 2021	3.83
Additions	43.81
Disposals	(1.26)
As at March 31, 2022	46.38
Accumulated Depreciation	
As at April 1, 2019	0.14
Charge for the year	0.10
Disposals	-
As at March 31, 2020	0.24
Charge for the year	0.98
Previous Year Adjustment	0.00
Disposals	-
As at March 31, 2021	1.22
Charge for the year	0.79
Disposals	(1.10)
As at March 31, 2022	0.91
Net block	
As at March 31, 2020	1.18
As at March 31, 2021	2.61
As at March 31, 2022	45.47

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5 Investment Property	Building	Land	Total
Gross block			
As at April 1, 2019	-	-	-
Additions	-	-	-
Disposals	-	-	-
As at March 31, 2020	-	-	-
Additions	-	458.12	458.12
Disposals/Transferred	19.24	(205.95)	(186.71)
As at March 31, 2021	19.24	252.17	271.41
Additions	-	168.47	168.47
Disposals	-	(420.64)	(420.64)
As at March 31, 2022	19.24	-	19.24
Accumulated Depreciation			
As at April 1, 2019	-	-	-
Charge for the year	-	-	-
Disposals	-	-	-
As at March 31, 2020	-	-	-
Charge for the year	0.40	-	0.40
Accumulated Depreciation	-	-	-
Assets sold/transferred	-	-	-
As at March 31, 2021	0.40	-	0.40
Charge for the year	0.92	-	0.92
Assets sold/transferred	-	-	-
As at March 31, 2022	1.32	-	1.32
Net block			
As at March 31, 2020	-	-	-
As at March 31, 2021	18.84	252.17	271.01
As at March 31, 2022	17.92	-	17.92

Fair value of investment properties

	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Building	20.87	20.87	-
Land	-	252.36	-

Estimation of fair value

The Group's investment properties consist of two commercial properties in India. The management has determined that the investment properties consist of two classes of assets – office and retail – based on the nature, characteristics and risks of each property.

As at 31 March 2022 and 31 March 2021, the fair values of the investment properties are INR 20.87 millions and INR 273.23 millions respectively. These valuations are based on valuations performed by Chartered Surveyors & Co., an accredited independent valuer. Chartered Surveyors & Co. is a specialist in valuing these types of investment properties and is a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017. A valuation model in accordance with that recommended by the International Valuation Standards Committee has been applied.

The Group has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

Details of income and expenditure arising from Investment Properties

	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Rental income derived from investment properties	1.18	-	-
Direct operating expenses (including repairs and maintenance) arising from investment properties that generating rental income	-	-	-
Direct operating expenses (including repairs and maintenance) arising from investment properties that did not generate rental income	-	-	-
Profit arising from investment properties before depreciation and indirect expenses	1.18	-	-
Less – Depreciation	0.92	0.40	-
Profit/(loss) arising from investment properties before indirect expenses	0.26	(0.40)	-

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	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
6 Other financial assets			
a) Non - current (Unsecured and considered good)			
Security Deposits*	27.19	24.72	25.82
	27.19	24.72	25.82
b) Current (Unsecured and considered good)			
Security Deposits	36.17	28.86	28.56
Other receivables**	41.10	22.05	-
Unbilled Receivable	5.47	-	-
	82.74	50.91	28.56

* Includes related party balance of INR 62.5 million (March 31, 2021: INR 62.5 million and March 31, 2020: INR Nil million) net of IND AS impact, refer note 39.

** Includes related party balance of INR 41.10 million (March 31, 2021: INR NIL million and March 31, 2020: INR Nil million), refer note 39 and note 41.

7 Current tax assets (net)

Income tax assets			
Advance tax and TDS recoverable	130.74	54.55	175.83
	130.74	54.55	175.83
Income tax liabilities			
Provision for income tax	(47.82)	-	(103.18)
	82.92	54.55	72.65

8 Deferred tax assets (net)

Deferred tax asset / (liabilities) in relation to:

Provision for employee benefits	4.97	5.48	5.87
Lease	1.41	0.69	-
Property plant and equipment	2.82	4.71	3.70
ESOP	3.18	-	-
Restatement of profit and loss	-	(3.15)	11.47
Expected credit loss	-	0.02	-
	12.38	7.75	21.04

(i) Movement in deferred tax assets for the year ended March 31, 2022 is as follows:

Description	Opening Balance	Recognised in profit or loss	Recognised in other comprehensive income	Closing balance
Deferred tax asset / (liabilities) in relation to:				
Provision for employee benefits	5.48	0.67	(1.18)	4.97
Lease	0.69	0.72	-	1.41
Property plant and equipment	4.71	(1.89)	-	2.82
ESOP	-	3.18	-	3.18
Restatement of profit and loss	(3.15)	3.15	-	-
Expected credit loss	0.02	(0.02)	-	-
	7.75	5.80	(1.18)	12.38

(ii) Movement in deferred tax assets for the year ended March 31, 2021 is as follows:

Description	Opening Balance	Recognised in profit or loss	Recognised in other comprehensive income	Closing balance
Deferred tax asset / (liabilities) in relation to:				
Provision for employee benefits	5.87	0.41	(0.80)	5.48
Lease	-	0.69	-	0.69
Property plant and equipment	3.70	1.01	-	4.71
Restatement of profit and loss	11.47	(14.62)	-	(3.15)
Expected credit loss	-	0.02	-	0.02
	21.04	(12.49)	(0.80)	7.75

(iii) Movement in deferred tax assets for the year ended March 31, 2020 is as follows:

Description	Opening Balance	Recognised in profit or loss	Recognised in other comprehensive income	Closing balance
Deferred tax asset / (liabilities) in relation to:				
Provision for employee benefits	3.29	1.44	1.14	5.87
Lease	-	-	-	-
Property plant and equipment	3.04	0.66	-	3.70
Restatement of profit and loss	28.56	(17.09)	-	11.47
Expected credit loss	0.57	(0.57)	-	-
	<u>35.46</u>	<u>(15.56)</u>	<u>1.14</u>	<u>21.04</u>

	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
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9 Other assets

a) Non-current

Capital advances**	173.46	146.21	55.00
Prepaid security deposit	36.60	40.40	50.72
	<u>210.06</u>	<u>186.61</u>	<u>105.72</u>

b) Current

Advances to vendors	10.92	2.13	4.83
Balance with statutory authorities	36.93	3.15	0.98
Prepaid expenses	4.17	3.84	0.57
Advances to employees	0.60	0.49	0.36
Other advances*	9.35	9.37	50.01
	<u>61.97</u>	<u>18.98</u>	<u>56.75</u>

* Includes related party balance of NIL million (March 31, 2021: NIL million and March 31, 2020: INR 6.27 million) refer note 39.

** Includes related party balance of INR 10 million (March 31, 2021: INR 10 million and March 31, 2020: INR 10 million) refer note 39.

10 Trade receivables

Trade receivables considered good-unsecured	906.56	395.57	685.26
Trade receivables which have significant increase in credit risk	-	-	-
Trade receivables - credit impaired	-	-	-
Less: ECL provision	-	(0.08)	(0.02)
	<u>906.56</u>	<u>395.49</u>	<u>685.24</u>

Trade Receivables ageing:

Particulars	As at March 31, 2022					
	Outstanding for following periods from due date of payment					Total
	0-6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables – considered good	906.31	0.22	0.03	-	-	906.56
Undisputed trade receivables – considered doubtful	-	-	-	-	-	-
Disputed trade receivables – considered good	-	-	-	-	-	-
Disputed trade receivables – considered doubtful	-	-	-	-	-	-

Particulars	As at March 31, 2021					
	Outstanding for following periods from due date of payment					Total
	0-6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables – considered good	395.07	0.50	-	-	-	395.57
Undisputed trade receivables – considered doubtful	-	-	-	-	-	-
Disputed trade receivables – considered good	-	-	-	-	-	-
Disputed trade receivables – considered doubtful	-	-	-	-	-	-

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Particulars	As at March 31, 2020					
	Outstanding for following periods from due date of payment					Total
	0-6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables – considered good	685.10	0.16	-	-	-	685.26
Undisputed trade receivables – considered doubtful	-	-	-	-	-	-
Disputed trade receivables – considered good	-	-	-	-	-	-
Disputed trade receivables – considered doubtful	-	-	-	-	-	-

Movement of ECL provision:

	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Balance at the beginning of the year	0.08	0.02	1.97
Amount accrued during the year	-	0.06	-
Amount reversed during the year	(0.08)	-	(1.95)
Balance at the end of the year	-	0.08	0.02

11 Cash and cash equivalents

	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Balances with banks			
- in current accounts	10.92	99.95	321.25
Cash on hand	0.04	0.05	0.09
	10.96	100.00	321.34

12 Other bank balances

Balances with bank			
- in deposit accounts with maturity more than 3 months but less than 12 months	130.10	-	-
- Balance in Escrow Account for Corporate social responsibility	4.62	-	-
	134.72	-	-

13 Equity Share capital

	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Authorised Equity Share Capital*			
75,000,000 equity shares of Rs. 2 each (March 31, 2021: 5,000,000 Equity Shares of Rs. 10 each, March 31, 2020: 5,000,000 Equity Shares of Rs. 10 each)	150.00	50.00	50.00
	150.00	50.00	50.00
Issued, Subscribed and Fully Paid Up*			
52,250,000 equity shares of Rs. 2 each (March 31, 2021: 4,750,000 Equity Shares of Rs. 10 each, March 31, 2020: 4,750,000 Equity Shares of Rs. 10 each)	104.50	47.50	47.50
	104.50	47.50	47.50

* The face value of equity shares of the Company has been split from INR 10/- to INR 2/- per share with effect from September 10, 2021

Notes:

(a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year:

	As at March 31, 2022		As at March 31, 2021		As at March 31, 2020	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Equity shares outstanding at the beginning of the year	4,750,000	47.50	4,750,000	47.50	4,750,000	47.50
Share split during the year	19,000,000	-	-	-	-	-
Bonus issue during the year	28,500,000	57.00	-	-	-	-
Equity shares outstanding at the end of the year	52,250,000	104.50	4,750,000	47.50	4,750,000	47.50

(b) Terms and rights attached to equity shares and preference shares

The Company has only one class of equity shares having nominal value of Rs.2/- each (March 31, 2021 : Rs. 10 each). Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company , after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of shareholders holding more than 5% shares in the Company

Name of the shareholder	As at March 31, 2022		As at March 31, 2021		As at March 31, 2020	
	% holding	No of Shares	% holding	No of Shares	% holding	No of Shares
Liberatha Peter Kallat	33.00%	1,72,42,400	33.00%	1,567,500	33.00%	1,567,500
Dinesh Nagpal	33.00%	1,72,42,400	33.00%	1,567,500	33.00%	1,567,500
Mukesh Yadav	34.00%	1,77,64,800	34.00%	1,615,000	34.00%	1,615,000

(d) Details of shareholding of promoters

	As at March 31, 2022		
	No. of shares	Amount	% change
Liberatha Peter Kallat	1,72,42,400	34.48	-
Dinesh Nagpal	1,72,42,400	34.48	-
Mukesh Yadav	1,77,64,800	35.53	-
	As at March 31, 2021		
	No. of shares	Amount	% change
Liberatha Peter Kallat	1,567,500	15.68	-
Dinesh Nagpal	1,567,500	15.68	-
Mukesh Yadav	1,615,000	16.15	-
	As at March 31, 2020		
	No. of shares	Amount	% change
Liberatha Peter Kallat	1,567,500	15.68	-
Dinesh Nagpal	1,567,500	15.68	-
Mukesh Yadav	1,615,000	16.15	-

(e) Shares reserved for issue under employee stock option scheme is set out in Note 38

(f) The Company for the period of five years immediately preceding the reporting date has not:

- (i) Allotted any class of shares as fully paid pursuant to contract(s) without payment being received in cash.
- (ii) Allotted fully paid up shares by way of bonus shares except for 4.74 million shares of Rs. 10 each in bonus issue during the financial year 2017-18 and 28.5 million shares of Rs. 2 each in bonus issue during the year ended March 31, 2022.
- (iii) Bought back any class of shares.

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14 Other equity

Particulars	Reserves & Surplus		Non-Controlling Interest	Total
	Retained earnings	ESOP reserve *		
Balance as at April 01, 2019	294.16	-	0.00	294.16
-Profit for the year	316.83	-	(0.00)	316.83
-Other comprehensive income	(3.37)	-	-	(3.37)
Balance as at March 31, 2020	607.62	-	0.00	607.62
-(Loss) for the year	(14.50)	-	(0.00)	(14.50)
-Other comprehensive income	2.37	-	-	2.37
Balance as at March 31, 2021	595.49	-	-	595.49
-Profit for the year	162.52	-	0.00	162.52
-Issue of bonus shares	(57.00)	-	-	(57.00)
-Other comprehensive income	3.50	-	-	3.50
-Share based payment (ESOP) (refer note-38)	-	12.64	-	12.64
Balance as at March 31, 2022	704.51	12.64	0.00	717.15

* The share options-based payment reserve is used to recognise the grant date fair value of options issued to employees under Employee stock option plan (ESOP).

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	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
15 Borrowings			
a) Non current			
(Secured, at amortised cost)			
Term loans from bank	10.22	11.64	12.94
Vehicle loans	-	1.21	7.16
	10.22	12.85	20.10
b) Current			
(Secured, at amortised cost)			
Current maturities of long term borrowings	2.53	7.34	10.81
	2.53	7.34	10.81
Notes:			
i) The term loan balance as on March 31, 2022, is payable in 79 (March 31, 2021: 91, March 31, 2020:103) instalments. The interest on such loan is payable at MCLR - 1Y + 0.90%. The loan has been taken against the security of Group's investment property (Buildings)			
ii) The interest on vehicle loans is payable in the range of 7.78% to 9.35% p.a.			
16 Other financial liabilities			
Current			
Expense payable	3.67	3.34	0.88
Security deposit- received	3.03	2.56	2.53
Dues to employees	6.85	20.69	3.11
Bonus payable	0.46	-	46.80
	14.01	26.59	53.32
17 Provisions			
a) Non current			
Provisions for employee benefits			
Gratuity	9.09	11.34	13.24
Leave encashment	7.87	7.01	9.00
	16.96	18.35	22.24
b) Current			
Provisions for employee benefits			
Gratuity	1.44	1.86	0.44
Leave encashment	1.35	1.56	0.65
	2.79	3.42	1.09
18 Other liabilities			
Current			
Advance against investment property	-	89.15	-
Advance from customers	0.25	0.06	0.23
Statutory dues	30.99	34.55	36.94
Liability towards Corporate Social Responsibility	4.60	6.01	3.85
Others	-	0.37	12.52
	35.84	130.14	53.54
19 Lease liabilities			
a) Non current			
Lease liability	64.30	63.33	-
	64.30	63.33	-
b) Current			
Current maturities of lease liability	5.46	11.10	-
	5.46	11.10	-

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	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
20 Trade payables			
i. Total outstanding dues of micro enterprises and small enterprises	422.27	211.81	-
ii. Total outstanding dues of creditors other than micro enterprises and small enterprises	290.80	97.10	561.37
	713.07	308.91	561.37

a) Details of Dues to Micro and Small and Medium Enterprises as per MSMED Act, 2006

The identification of Micro, Small and Medium Enterprises is based on the Management's knowledge of their status. Disclosure is based on the information available with the Company regarding the status of the suppliers as defined under 'The Micro, Small and Medium Enterprises Development Act, 2006'.

	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Principal amount due to suppliers under MSMED Act	421.11	211.81	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year/period	-	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006	-	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	1.16	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	-	-	-

b) Trade payables ageing:

Particulars	As at March 31, 2022				
	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	421.97	0.24	-	-	422.21
Others	286.10	1.60	-	-	287.70
Disputed dues-MSME	0.02	0.04	-	-	0.06
Disputed dues-Others	1.68	1.42	-	-	3.10

Particulars	As at March 31, 2021				
	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	211.63	-	-	-	211.63
Others	95.47	0.18	-	-	95.65
Disputed dues-MSME	0.18	-	-	-	0.18
Disputed dues-Others	1.45	-	-	-	1.45

Particulars	As at March 31, 2020				
	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	-	-	-	-	-
Others	561.33	0.04	-	-	561.37
Disputed dues-MSME	-	-	-	-	-
Disputed dues-Others	-	-	-	-	-

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	For the year ended March, 31 2022	For the year ended March, 31 2021	For the year ended March 31, 2020
21 Revenue from operations			
Sale of services	2,824.98	1,056.33	3,670.43
	2,824.98	1,056.33	3,670.43
Notes:			
a) Disaggregated revenue information			
Type of services			
Lounge fee	2,787.67	1,027.28	3,627.22
Other service fees	37.31	29.05	43.21
Total revenues from contracts with customers	2,824.98	1,056.33	3,670.43
The group's revenue is generated primarily on account of transactions within India			
22 Other income			
Interest income on:			
- fixed deposits with banks	0.11	8.78	1.84
- income tax refund	0.14	3.09	0.11
Profit on disposal of property, plant and equipments	-	0.03	0.01
Write back of expected credit loss provision	0.08	-	1.95
Profit on disposal of Investment	10.62	9.06	-
Rental income	1.18	-	-
Foreign exchange gain	-	1.40	1.90
Finance income on amortisation of security deposits	2.47	2.02	1.81
Miscellaneous income	0.31	0.38	0.03
	14.91	24.76	7.65
23 Cost of services			
Lounge fee and other service related costs	2,372.66	875.41	2,995.62
	2,372.66	875.41	2,995.62
24 Employee benefits expenses			
Salaries, wages and bonus	141.09	119.18	168.45
Contribution to provident and other funds	8.82	5.13	7.47
ESOP	12.64	-	-
Staff welfare expenses	2.98	2.08	3.36
	165.53	126.39	179.28
25 Finance costs			
Interest paid			
-on term loans	1.48	2.32	3.16
Interest on MSME	1.17	-	-
Other borrowing costs			
-Processing cost	0.15	0.36	0.31
-lease expenses	7.14	1.20	-
-bank charges	0.58	0.13	0.19
-finance expenses on amortisation of security deposits	3.79	3.44	3.39
	14.31	7.45	7.05
26 Depreciation and amortization expenses			
Depreciation on property plant and equipment	10.09	12.62	15.78
Depreciation on investment property	0.92	0.40	-
Amortization of intangible assets	0.79	0.98	0.10
Depreciation on right to use assets	9.49	1.54	-
Total	21.29	15.54	15.88

	For the year ended March, 31 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
27 Other expenses			
Rent	1.00	1.59	1.17
Repair & maintainance expenses	0.96	2.52	0.83
Electricity and water expenses	0.70	0.56	0.31
Travelling and conveyance	3.65	3.96	11.37
Commission expenses	0.71	-	-
Provision for expected credit loss	-	0.06	-
Property, plant and equipment written off	0.03	1.41	-
Communication expenses	0.69	0.82	1.00
Information Technology Expenses	7.90	21.15	9.39
Insurance expenses	2.44	1.10	1.18
Rates and taxes	11.92	0.49	0.18
Legal and professional fees	13.84	10.83	3.81
Bad debts	1.25	-	-
Foreign exchange loss	0.03	-	-
Postage and courier expenses	0.29	0.39	1.94
Printing & stationery	0.30	0.18	1.09
Office maintainance expenses	3.82	-	-
Corporate social responsibility expenses	4.61	6.01	3.85
Business promotion	6.60	5.81	8.47
Miscellaneous expenses	0.60	1.43	0.09
Total	61.34	58.31	44.68

	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
28 Auditor's remuneration (exclusive of GST as Tax):			
Statutory Audit fee	1.02	0.80	0.25
Tax audit	-	-	0.05
Other services	-	-	-
Out of pocket expenses	-	-	-
Total	1.02	0.80	0.30

29 Tax expenses			
Income tax recognized in statement of profit & loss			
Current tax	47.82	-	103.18
Tax expense related to earlier years	0.23	-	0.00
Deferred tax (credit)/charge	(5.81)	12.49	15.56
	42.24	12.49	118.74
Income tax recognized in other comprehensive income			
Remeasurement of defined benefit obligations			
- Items that will not be reclassified to profit or loss	1.18	(0.80)	1.14
Total income tax expense recognized in other comprehensive income	1.18	(0.80)	1.14
Total income tax expense recognized	43.42	13.29	117.61

Reconciliation of income tax expense and the accounting profit multiplied by applicable tax rate for respective year			
Restated Profit/(loss) before tax	204.76	(2.01)	435.57
Statutory tax rate applicable (%)	25.17	25.17	25.17
Income tax expense calculated at applicable statutory tax rate	51.53	(0.51)	109.63
Reconciliation Item			
Tax saved on loss for the year	-	0.51	-
Tax saved on brought forward losses	(9.50)	-	-
Change in tax rate	-	-	(4.86)
Restatements and IND AS adjustments	4.01	13.29	14.43
Other adjustments	(2.62)	-	(1.65)
Permanent difference	-	-	0.05
Total income tax expense recognized in statement of profit and loss	43.42	13.29	117.61

30 Earning per Share			
Profit / (loss) after tax for the year	162.52	(14.50)	316.83
Weighted average number of equity shares in calculating basic EPS *	5,22,50,000	5,22,50,000	5,22,50,000
Add: Effect of potential dilutive shares (ESOPs)#	23,51,250	-	-
Weighted average number of shares considered for computation of diluted EPS**	5,46,01,250	5,22,50,000	5,22,50,000
Basic EPS/(LPS) (In INR)	3.11	(0.28)	6.06
Diluted EPS/(LPS) (In INR)	2.98	(0.28)	6.06

* On September 10, 2021, the Holding Company has sub-divided each fully paid up equity share of the nominal value of INR 10/- (Rupees Ten Only) each into 5 (five) equity shares of INR 2/- (Rupee two Only) each fully paid up and the weighted average number of shares have been adjusted for such division in line with requirements of IND AS 10.

** On September 25, 2021, the Holding Company has issued the bonus shares in the ratio of 1.2:1 to the existing equity shareholders. Impact of the same has been considered in the calculation of Basic and Diluted EPS(LPS) and the weighted average number of shares have been adjusted for such bonus issue in line with requirements of IND AS 10

The Holding Company granted stock options to the eligible employees of Company during the year ended 31st March 2022 which was considered in the above basic and diluted EPS .

Dreamfolks Services Limited (formerly known as Dreamfolks Services Private Limited)**Notes to restated consolidated financial statements****(All amounts are in INR millions unless otherwise stated)****31 Leases**

The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Operating lease commitments- Company as lessee

The Group has lease contracts for office premises. Lease of premises have lease term of 9 years.

a. Set out below are the carrying amounts of lease liabilities:

Recognition of leases	75.20
Accretion of interest	1.20
Payments	(1.97)
As at March 31, 2021	74.43
Additions	-
Deletions	-
Accretion of interest	7.14
Payments	(11.81)
As at March 31, 2022	69.76

The effective interest rate for lease liabilities is 10.00% per annum.

b. The following are the amounts recognised in statement of profit or loss:

	For the year ended March, 31 2022	For the year ended March, 31 2021
Depreciation expense of right of use assets	9.49	1.54
Interest expense on lease liabilities	7.14	1.20
Total amount recognised in profit or loss	16.63	2.74

32 Financial Risk Management

Financial Risk Factors

The Group's operational activities are expose it to various financial risks, including market risk, credit risk and liquidity risk. The Group realizes that these risks are inherent and integral aspect of business. The Group continues to focus on a system based approach to business risk management. The Group's principal financial assets include trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Group ensures that its financial risk activities which are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. Risk management policies are reviewed regularly to reflect changes in market conditions and the Group's activities.

A Market risk:

Market risk is the risk that the fair value of the future cash flows of the financial instruments will fluctuate because of changes in the prices of a financial instrument . The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that effect market risk sensitive instruments.

i. Interest Rate Risk :

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long and short term borrowings obligations in the nature of term loan, cash credit facilities and working capital loans.

Particulars	Fixed Rate Borrowing	Variable Rate Borrowing	Total Borrowing
As at March 31, 2022	1.11	11.64	12.75
As at March 31, 2021	7.25	12.94	20.19
As at March 31, 2020	16.87	14.04	30.91

Interest rate sensitivity analysis shows that an decrease / increase of fifty basis points in the floating interest rates would result in decrease / increase in the Group's profit / (loss) before tax by approximately INR 0.06 million (March 31, 2021: INR 0.06 million; March 31, 2020: INR 0.07 million).

Sensitivity on variable rate borrowings	Impact on Statement of Profit & Loss		
	March 31, 2022	March 31, 2021	March 31, 2020
Interest rate increase by 0.50%	(0.06)	(0.06)	(0.07)
Interest rate decrease by 0.50%	0.06	0.06	0.07

ii. Foreign Currency Risk :

The Indian Rupee is the Group's most significant currency. As a consequence, the Group's results are presented in Indian Rupee and exposures are managed against Indian Rupee accordingly. Foreign currency risk is the risk impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the foreign currency transactions on account of global operations and transactions in foreign currency with its customers which is presently not significant in comparison to the total operations of the Group .

B Credit risk:

Credit risk from balances with banks and financial institutions is managed in accordance with the Group's policy. Investments of surplus funds, when available, are made only with approved authorities. Credit limits of all authorities are reviewed by the management on regular basis. The Group's maximum exposure to credit risk for the components of the balance sheet at March 31, 2022, March 31, 2021 and March 31, 2020 is the carrying amounts.

(ii) Expected Credit loss for loans, security deposits and investments

Particulars	Asset Group	Internal credit rating	Estimated Gross Carrying amount at default	Expected probability of loss	Expected credit loss	Carrying amount net of impairment provision
As at March 31, 2022						
Loss allowance measured at 6 month expected credit loss						
- Financial assets for which credit risk has not increased significantly since initial recognition	- Considered good					
	Other financial assets		109.93	-	-	109.93
Loss allowance measured at life - time expected credit loss						
- Financial assets for which credit risk has increased significantly and credit impaired.	Loans - Considered doubtful		-	-	-	-
As at March 31, 2021						
Loss allowance measured at 12 month expected credit loss						
- Financial assets for which credit risk has not increased significantly since initial recognition	- Considered good					
	Other financial assets		75.63	-	-	75.63
Loss allowance measured at life - time expected credit loss						
- Financial assets for which credit risk has increased significantly and credit impaired.	Loans - Considered doubtful		-	-	-	-
As at March 31, 2020						
Loss allowance measured at 12 month expected credit loss						
- Financial assets for which credit risk has not increased significantly since initial recognition	Loans - Considered good		-	-	-	-
	Other financial assets		54.37	-	-	54.37
Loss allowance measured at life - time expected credit loss						
- Financial assets for which credit risk has increased significantly and credit impaired.	Loans - Considered doubtful		-	-	-	-

(iii) Expected credit loss of trade receivables

Particulars	As at March 31, 2022		As at March 31, 2021		As at March 31, 2020	
	Upto 6 months	More than 6 months	Upto 6 months	More than 6 months	Upto 6 months	More than 6 months
Gross carrying amount (A)	906.31	0.25	395.07	0.50	685.10	0.16
Expected credit losses (B)	-	-	-	(0.08)	-	(0.02)
Net carrying amount (A-B)	906.31	0.25	395.07	0.42	685.10	0.14

C Liquidity risk:

The risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Group manages liquidity risk by maintaining adequate reserves and banking facilities, by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities for the Group.

The table below summarises the maturity profile of the Group's financial liabilities based on contracted undiscounted payments (excluding transaction cost on borrowings).

Particulars	Less than one year	Above 1 year but less than 5 years	Above 5 years	Total
I As at March 31, 2022				
(i) Borrowings	2.53	10.22	-	12.75
(ii) Other financial liabilities	14.01	-	-	14.01
(iii) Trade payables	713.07	-	-	713.07
(iv) Leases	12.10	56.68	28.63	97.41
Total	741.71	66.90	28.63	837.24
II As at March 31, 2021				
(i) Borrowings	7.34	7.61	5.24	20.19
(ii) Other financial liabilities	26.59	-	-	26.59
(iii) Trade payables	308.91	-	-	308.91
(iv) Leases	11.81	53.17	44.24	109.22
Total	354.65	60.78	49.48	464.91
III As at March 31, 2020				
(i) Borrowings	10.81	13.06	7.04	30.91
(ii) Other financial liabilities	53.32	-	-	53.32
(iii) Trade payables	561.37	-	-	561.37
Total	625.50	13.06	7.04	645.60

The table below summarises the undrawn borrowing facilities at the end of reporting year.

Floating Rate

	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Fund based facility (Working capital loan and cash credit facility) *	100	100	50
Total	100	100	50

*Also refer Note 40 for security.

33 Financial Instruments - Disclosure

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting

A Financial Instruments by category

Particulars	March 31, 2022		March 31, 2021		March 31, 2020	
	Amortised cost	FVTPL	Amortised cost	FVTPL	Amortised cost	FVTPL
Financial Assets						
At Amortised Cost						
Trade receivables	906.56	-	395.49	-	685.24	-
Cash and cash equivalents	10.96	-	100.00	-	321.34	-
Other bank balances	134.72	-	-	-	-	-
Others financial asset						
- Non - current	27.19	-	24.72	-	25.82	-
- Current	82.74	-	50.91	-	28.56	-
Total financial assets	1,162.17	-	571.12	-	1,060.96	-
Financial liabilities						
At Amortised Cost						
Borrowings						
- Non - current	10.22	-	12.85	-	20.10	-
- Current	2.53	-	7.34	-	10.81	-
Trade payables	713.07	-	308.91	-	561.37	-
Other financial liabilities						
- Current	14.01	-	26.59	-	53.32	-
Lease liabilities						
- Non current	64.30	-	63.33	-	-	-
- Current	5.46	-	11.10	-	-	-
Total financial liabilities	809.59	-	430.12	-	645.60	-

Dreamfolks Services Limited (formerly known as Dreamfolks Services Private Limited)
Notes to restated consolidated financial statements
(All amounts are in INR millions unless otherwise stated)

B Accounting classification and fair values

Particulars	Carrying Value			Fair Value		
	March 31, 2022	March 31, 2021	March 31, 2020	March 31, 2022	March 31, 2021	March 31, 2020
Financial Assets						
Trade receivables	906.56	395.49	685.24	906.56	395.49	685.24
Cash and cash equivalents	10.96	100.00	321.34	10.96	100.00	321.34
Other bank balances	134.72	-	-	134.72	-	-
Others financial asset						
- Non - current	27.19	24.72	25.82	27.19	24.72	25.82
- Current	82.74	50.91	28.56	82.74	50.91	28.56
Total financial assets	1,162.17	571.12	1,060.96	1,162.17	571.13	1,060.96
Financial liabilities						
- At Amortised Cost						
Borrowings						
- Non - current	10.22	12.85	20.10	10.22	12.85	20.10
- Current	2.53	7.34	10.81	2.53	7.34	10.81
Trade payables	713.07	308.91	561.37	713.07	308.91	561.37
Other financial liabilities						
- Current	14.01	26.59	53.32	14.01	26.59	53.32
Lease liabilities						
- Non current	64.3	63.33	-	64.30	63.33	-
- Current	5.46	11.10	-	5.46	11.10	-
Total financial liabilities	809.59	430.12	645.60	809.59	430.12	645.60

C Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard. The carrying amounts of trade receivables, unbilled revenue, trade payables, capital creditors, cash and cash equivalents, other financial assets and other financial liabilities (which are not disclosed below) are considered to be the same as their fair values, due to their short term nature.

Particulars	March 31, 2022			Total
	Level 1	Level 2	Level 3	
Financial Assets				
Trade receivables *			906.56	906.56
Others financial asset				-
- Non - current			27.19	27.19
- Current *			82.74	82.74
Total Financial Assets			1,016.49	1,016.49
Financial liabilities				
Borrowings				
- Non - current			10.22	10.22
- Current *			2.53	2.53
Trade payables *			713.07	713.07
Other financial liabilities				-
- Current *			14.01	14.01
Lease liabilities				-
- Non current			64.30	64.30
- Current *			5.46	5.46
Total financial liabilities			809.59	809.59

*There are no transfers between level 1, level 2 and level 3 during the year.

Particulars	March 31, 2021			Total
	Level 1	Level 2	Level 3	
Financial Assets				
Trade receivables *			395.49	395.49
Others financial asset				-
- Non - current			24.72	24.72
- Current *			51	50.91
Total Financial Assets	-	-	471.11	471.11
Financial liabilities				
Borrowings				-
- Non - current			12.85	12.85
- Current *			7.34	7.34
Trade payables *			308.91	308.91
Other financial liabilities				-
- Current *			26.59	26.59
Lease liabilities*			-	-
- Non current			63.33	63.33
- Current *			11.10	11.10
Total financial liabilities	-	-	430.12	430.12

*There are no transfers between level 1, level 2 and level 3 during the year.

Particulars	March 31, 2020			Total
	Level 1	Level 2	Level 3	
Financial Assets				
At Amortised Cost				
Trade receivables *			685.24	685.24
Others financial asset				-
- Non - current			25.82	25.82
- Current *			28.56	28.56
Total Financial Assets	-	-	739.62	739.62
Financial liabilities				
At amortised cost				
Borrowings				-
- Non - current*			20.10	20.10
- Current *			10.81	10.81
Trade payables *			561.37	561.37
Other financial liabilities				-
- Current *			53.32	53.32
Total Financial liabilities	-	-	645.60	645.60

The fair value of financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

* The carrying amounts are considered to approximate their fair values largely due to short term maturities of these instruments.

Note:

- 1 There were no transfers between level 1 and level 2 and level 3 in any of the years reported above.
- 2 The level 1 financial instruments are measured using quotes in active market.

34 Capital Management

The Group's objectives while managing capital is to safeguard its ability to continue as a going concern and optimise returns for its shareholders. For the purpose of the Group's capital management, capital includes issued equity capital and equity reserves attributable to the equity shareholders and net debt includes interest bearing loans and borrowings less cash and cash equivalents and other bank balances. The Group's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Group's funding requirements are met through internal accruals, short-term and long-term borrowings. No changes were made in the objectives, policies or processes for managing capital during the years ended March 31 2022 and March 31 2020.

The net gearing ratio at end of the reporting period was as follows.

Particulars	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Debt (i)	12.75	20.19	30.91
Cash & bank balances	145.68	100.00	321.34
Net Debt	(132.93)	(79.81)	(290.43)
Total Equity	821.65	642.99	655.12
Net gearing ratio	(0.16)	(0.12)	(0.44)

(i) Debt is defined as current and non current borrowings

35 Contingent liabilities, capital and other commitments :

Particulars	As at	As at	As at
	March 31, 2022	March 31, 2021	March 31, 2020
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	-	-	-
Contingent liabilities	-	-	-

36 Ratios to be disclosed as per requirement of Schedule III to the Companies Act, 2013

	As at	As at	As at
	March 31, 2022	March 31, 2021	March 31, 2020
(a) Current ratio	1.65	1.27	1.71
% Change as compared to previous year	30.09%	-25.73%	23.55%

Explanation for change in the ratio by more than 25% as compared to the previous year:

The ratio has improved from 1.27 as at March 31 2021 to 1.65 as at March 31 2022 due to increase in business operations resulting in higher trade receivables and cash and bank balance during the year. The ratio has declined from 1.71 as at March 31 2020 to 1.27 as at March 31 2021 due to investments made during the year from the available cash and cash equivalents.

(b) Debt-equity ratio	0.02	0.03	0.05
% Change as compared to previous year	-50.59%	-33.44%	-21.07%

Explanation for change in the ratio by more than 25% as compared to the previous year:

Due to profit from operations the reserves and surplus improved during the year and the value of outstanding debt also declined due to repayment of debts resulting in a decrease in debt-equity ratio from 0.03 for the year ended March 31, 2021 to 0.02 for the year ended March 31, 2022. For the year ended March 31 2021, the value of outstanding debt declined due to repayment of debts.

(c) Debt service coverage ratio	7.50	(0.45)	(47.78)
% Change as compared to previous year	1753.38%	-99.05%	-1659.83%

Explanation for change in the ratio by more than 25% as compared to the previous year:

Higher profit from operations for the year ended March 31, 2022 resulted in an improvement in the debt service coverage ratio compared to the previous year. For the year ended March 31 2021, we recorded loss for the year due to impact of COVID 19 pandemic on revenue of the Group. Consequently, debt service coverage ratio declined. For the year ended March 31 2020, debt service coverage ratio declined as the Group got a new borrowing during the year.

(d) Return on equity ratio	19.78%	-2.25%	48.36%
% Change as compared to previous year	980.93%	-104.64%	8.20%

Explanation for change in the ratio by more than 25% as compared to the previous year:

Higher profit from operations for the year ended March 31, 2022 resulted in an improvement in the return-to-equity ratio compared to the previous year. For the year ended March 31 2021, we recorded loss for the year due to impact of COVID 19 pandemic on revenue of the Group. Consequently, return of equity ratio declined.

(e) Trade receivables turnover ratio	4.34	1.95	6.43
% Change as compared to previous year	121.98%	-69.61%	31.83%

Explanation for change in the ratio by more than 25% as compared to the previous year:

For the year ended March 31, 2022, trade receivables turnover ratio improved due to improvement in trade receivables days. For the year ended March 31 2021, trade receivables turnover ratio declined due to increase in trade receivable as recovery was impacted by COVID 19 pandemic. For the year ended March 31 2020, trade receivables turnover ratio improved due to increased sales and lower trade receivable days.

(f) Trade payables turnover ratio	4.64	2.01	6.35
% Change as compared to previous year	130.80%	-68.32%	7.81%

Explanation for change in the ratio by more than 25% as compared to the previous year:

For the year ended March 31, 2022, trade payables turnover ratio improvement due to reduction in payable days as a result of the increase in MSME vendors. For the year ended March 31 2021, trade payable turnover ratio declined due to increase in trade payable days as the Group was impacted by COVID 19 pandemic.

(g) Net capital turnover ratio	5.58	7.98	7.58
% Change as compared to previous year	-30.03%	5.27%	-37.65%

Explanation for change in the ratio by more than 25% as compared to the previous year:

As at March 31, 2022, net capital turnover ration declined due to increase in revenue from operations which lead to corresponding increase in current assets. For the year ended March 31 2020, Net capital turnover ratio declined as the Cash and Cash Equivalents increased due to profit recorded for the year ended March 31 2020.

(h) Net profit ratio	5.75%	-1.37%	8.63%
% Change as compared to previous year	519.06%	-115.90%	40.34%

Explanation for change in the ratio by more than 25% as compared to the previous year:

For the year ended March 31, 2022, improvement in ratio is mainly attributable to increase in revenue of the Company which improved on account of recovery from COVID 19 pandemic. For the year ended March 31 2021, net profit ratio declined mainly on account of decrease in revenue of the Company due to impact of COVID 19 pandemic. During the year ended March 31 2020 improvement in ratio is mainly attributable to cost efficiencies and increase in revenue of the Group.

(i) Return on capital employed	23.99%	0.74%	63.46%
% Change as compared to previous year	3152.34%	-98.84%	3.22%

Explanation for change in the ratio by more than 25% as compared to the previous year:

For the year ended March 31, 2022, improvement in ratio is mainly attributable to increase in revenue of the Group which improved on account of recovery from COVID 19 pandemic. For the year ended March 31 2021, the ratio declined mainly on account of decrease in revenue and profit of the Company due to impact of COVID 19 pandemic.

Disclosure for items included in numerator and denominator:

Particulars	Numerator	Denominator
(a) Current Ratio,	Current Assets	Current liabilities
(b) Debt-Equity Ratio,	Borrowings	Share Capital and Reserves
(c) Debt Service Coverage Ratio,	Net profit after tax before interest and depreciation	Borrowings principal and interest and lease payments for the year
(d) Return on Equity Ratio,	Net profit after tax	Shareholder's equity
(e) Trade Receivables turnover ratio,	Revenue	Average trade receivables
(f) Trade payables turnover ratio,	Cost of services	Average trade payables
(g) Net capital turnover ratio,	Revenue	Working Capital i.e. Current assets minus current liabilities
(h) Net profit ratio,	Net profit after tax	Revenue
(i) Return on Capital employed,	Earnings before tax and interest	Capital employed i.e. Shareholders equity plus non current liabilities

37 Disclosures as required by Indian Accounting Standard 19 on Employee Benefits :

I. Defined contribution plans

The Group makes contributions towards a provident fund under a defined contribution retirement benefit plan for qualifying employees. The provident fund is administered by Employee Provident Fund Organisation. Under this scheme, the Group is required to contribute a specified percentage of payroll cost to fund the benefits.

Both the employees and the Group make pre-determined contributions to the provident fund and other funds. Amount recognized as expense amounts to INR 8.82 million for the year ended March 31, 2022 (for the year ended March 31, 2021: INR 5.13 million, March 31, 2020: INR 7.47 million) under contributions to provident and other funds.

II. Gratuity

The Group have an obligation towards gratuity, a defined benefit plan covering eligible employees as per the Payment of Gratuity Act, 1972. The plan provides for a lump-sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The gratuity benefits are unfunded.

Gratuity liability is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting year on government bonds that have terms approximating to the terms of the related obligation.

The Group regularly assesses these assumptions with the projected long-term plans and prevalent industry standards.

III. Leave plan and compensated absences

The Group has a leave encashment scheme with defined benefits for its employees. The Group makes provision for such liability in the books of accounts on the basis of year end actuarial valuation. No fund has been created for this scheme.

IV. For summarizing the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet for the respective plans, the details are as under

a. Changes in the present value of the defined benefit obligation:

Gratuity			
Description	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Opening defined benefit obligation	13.21	13.68	6.70
Interest cost	0.88	0.93	0.51
Total service cost	1.54	1.77	1.96
Benefits paid	(0.42)	-	-
Actuarial (gains)/losses on obligation	(4.68)	(3.17)	4.51
Closing defined benefit obligation	10.53	13.21	13.68
Leave Encashment			
Description	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Opening defined benefit obligation	8.57	9.65	4.59
Interest cost	0.57	0.66	0.35
Total service cost	3.06	2.02	1.97
Benefits paid	(1.43)	(0.25)	(0.06)
Actuarial (gains)/losses on obligation	(1.55)	(3.51)	2.80
Closing defined benefit obligation	9.22	8.57	9.65

b. Changes in fair value of plan assets:

Gratuity			
Description	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Opening fair value of plan assets	-	-	-
Expected return	-	-	-
Contributions	-	-	-
Benefits paid	-	-	-
Actuarial (gains)/losses	-	-	-
Closing fair value of plan assets	-	-	-

Leave Encashment			
Description	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Opening fair value of plan assets	-	-	-
Expected return	-	-	-
Contributions	-	-	-
Benefits paid	-	-	-
Actuarial (gains)/losses	-	-	-
Closing fair value of plan assets	-	-	-

c. Net employee benefit expense recognized in statement of profit and loss

Gratuity			
Description	For the year ended March, 31 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Total service cost	1.54	1.77	1.95
Interest cost	0.88	0.93	0.51
Total Expense	2.42	2.70	2.46

Net employee benefit expense recognized in Other Comprehensive income

Gratuity			
Description	For the year ended March, 31 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Net Actuarial (Gain)/ Loss	(4.68)	(3.17)	4.51

Net employee benefit expense recognized in statement of profit and loss

Leave Encashment			
Description	For the year ended March, 31 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Total service cost	3.06	2.02	1.97
Interest cost	0.57	0.66	0.35
Net Actuarial (Gain)/ Loss	(1.55)	(3.51)	2.80
Total Expense	2.08	(0.83)	5.12

d. Amount recognised in the Balance sheet

Gratuity			
Description	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Present value of obligation as at the end of the year	10.53	13.21	13.68
Fair value of plan assets as at the end of the year	-	-	-
Net liability recognized in Balance sheet	10.53	13.21	13.68

Leave Encashment			
Description	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Present value of obligation as at the end of the year	9.22	8.57	9.65
Fair value of plan assets as at the end of the year	-	-	-
Net liability recognized in Balance sheet	9.22	8.57	9.65

e. The principal assumptions used in determining gratuity for the Company's plans are shown below:

Gratuity			
Description	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Discount rate	6.70% p.a	6.69% p.a	6.80% p.a
Expected salary increase (%)	2.00% p.a.	2.00% p.a.	2.00% p.a.
Average remaining working lives of employees	22.39 years	22.43 years	23.19 years
Average past service (years)	2.50 years	2.65 years	2.25 years
Demographic Assumptions			
Retirement Age (year)	58 years	58 years	58 years
Mortality rates inclusive of provision for disability	100% of IALM (2012 - 14)	100% of IALM (2012 - 14)	100% of IALM (2012 - 14)

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Leave Encashment

Description	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Discount rate	6.70% p.a	6.69% p.a	6.80% p.a
Expected salary increase (%)	2.00 p.a.	2.00 p.a.	2.00% p.a.
Average remaining working lives of employees	22.39 years	22.43 years	23.19 years
Average past service (years)	2.50 years	2.65 years	2.25 years
Demographic Assumptions			
Retirement Age (year)	58 years	58 years	58 years
Mortality rates inclusive of provision for disability	100% of IALM (2012 - 14)	100% of IALM (2012 - 14)	100% of IALM (2012 - 14)

The estimate of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. The above information is certified

Sensitivity analysis of the defined benefit obligation:

Gratuity

Description	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Impact of the change in discount rate			
Present value of obligation at the end of the year	10.53	13.21	13.68
Impact due to increase of 0.50%	(0.22)	(0.25)	(0.46)
Impact due to decrease of 0.50%	0.23	0.26	0.49
Impact of the change in salary increase			
Present value of obligation at the end of the year	10.53	13.21	13.68
Impact due to increase of 0.50%	0.24	0.27	0.50
Impact due to decrease of 0.50%	(0.23)	(0.27)	(0.48)

Leave Encashment

Description	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Impact of the change in discount rate			
Present value of obligation at the end of the year	9.22	8.57	9.65
Impact due to increase of 0.50%	(0.20)	(0.20)	(0.36)
Impact due to decrease of 0.50%	0.21	0.20	0.37
Impact of the change in salary increase			
Present value of obligation at the end of the year	9.22	8.57	9.65
Impact due to increase of 0.50%	0.22	0.21	0.39
Impact due to decrease of 0.50%	(0.21)	(0.21)	(0.37)

Maturity profile of Defined benefit obligations

Gratuity

Description	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
0 to 1 Year	1.44	1.86	0.44
1 to 2 Year	1.11	1.43	0.33
2 to 3 Year	1.15	1.28	0.33
3 to 4 Year	0.90	3.57	0.33
4 to 5 Year	0.79	0.66	4.90
5 to 6 Year	0.80	0.57	0.19
6 Year onwards	4.34	3.82	7.15

Leave Encashment

Description	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
0 to 1 Year	1.35	1.56	0.65
1 to 2 Year	1.24	0.94	0.24
2 to 3 Year	0.75	0.99	0.23
3 to 4 Year	0.66	1.71	0.32
4 to 5 Year	0.57	0.45	2.88
5 to 6 Year	0.78	0.39	0.14
6 Year onwards	3.87	2.52	5.19

Expected contribution for the next Annual reporting year.

Gratuity

Particulars	For the year ended March, 31 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Service Cost	1.71	1.84	2.19
Net Interest Cost	0.71	0.88	0.93
Expected Expense for the next annual reporting year	2.42	2.72	3.12

Leave Encashment

Particulars	For the year ended	For the year ended	For the year ended
	March, 31, 2022	March 31, 2021	March 31, 2020
Service Cost	2.09	1.74	1.88
Net Interest Cost	0.62	0.57	0.66
Expected Expense for the next annual reporting year	2.71	2.31	2.54

38 Share - based payments

Employee Stock Option Plan 2021 namely "ESOP 2021" was adopted by the Board of Directors vide its resolution dated September 28, 2021 and by the shareholders vide its resolution dated September 29, 2021. Under the ESOP 2021, the Holding Company granted stock options to the eligible employees of Holding Company which will vest over a year of 3 years from date of Grant. The fair value of the share options is estimated at the grant date using the Black- Scholes option pricing model, taking into account the terms and conditions upon which the share options were granted. Options have been granted with vesting period of 1 to 3 years and are exercisable for a year of 5 years once vested. There are no cash settlement alternatives. The Holding Company does not have a past practice of cash settlement for these share options.

	For the year ended	For the year ended	For the year ended
	March, 31, 2022	March 31, 2021	March 31, 2020
Expense arising from equity-settled share-based payment transactions	12.64	NA	NA

Movements during the year

The following table illustrates the number of, and movements in, share options during the year:

	As at	As at	As at
	March 31, 2022	March 31, 2021	March 31, 2020
	Numbers	Numbers	Numbers
Outstanding at the beginning of the year	0	N/A	N/A
Granted during the year	23,51,250	N/A	N/A
Exercised during the year	0	N/A	N/A
Expired/ lapsed during the year	0	N/A	N/A
Outstanding at the end of the year	23,51,250	N/A	N/A
Exercisable at the end of the year	0	N/A	N/A

The ESOP value at the date of grant of these options is Rs. 17.53 per share.

The following table list the inputs to the valuation model used for the plan:

	For the year ended	For the year ended	For the year ended
	March 31, 2022	March 31, 2021	March 31, 2020
Dividend yield (%)	0%	N/A	N/A
Volatility (%)	18.37% - 22.30%	N/A	N/A
Risk-free interest rate (%)	4.17% - 5.11%	N/A	N/A
Average expected life of options (years)	1.5 years - 3.5 years	N/A	N/A
Date of grant	29th September 2021	N/A	N/A
Model used	Black Scholes Model	N/A	N/A
Exercise price (Rupees per share)	Rs 96.46 per share	N/A	N/A

39 Related Party Transactions in accordance with Indian Accounting Standard (IND AS)-24

1 Subsidiary company	Dreamfolks Hospitality Private Limited
2 Individual having direct or indirect significant influence over the reporting entity	Mukesh Yadav Dinesh Nagpal Liberatha Peter Kallat (Managing Director) Balaji Srinivasan (Director since September 02, 2021)
3 Key Managerial Personnel (KMP)	Giya Diwaan (Chief Financial Officer since September 24, 2021) Balaji Srinivasan (KMP since September 02, 2021) Liberatha Peter Kallat (Managing Director) Rangoli Agarwal (Company Secretary since October 19, 2021)
4 Directors	Mukesh Yadav Dinesh Nagpal Sharadchandra Damodar Abhayankar, Independent director (from November 30, 2021) Mario Anthony Nazareth, Independent director (from November 30, 2021) Aditi Balbir, Independent director (from November 30, 2021) Sudhir Jain, Independent director (from November 30, 2021)
4 Enterprises over which individual and their relatives exercise significant influence with whom transactions have taken place during the year	Whistling Heights Resorts Private Limited LMD Estate Private Limited (formerly known as Dreamfolks Estate Private Limited) Urban Land Management Private Limited DLM Technologies Private Limited (formerly known as Dreamfolks Technologies Private Limited (Since 16.09.2019)) Malibu Estate Dispensary Private Limited Pockket Payment Technologies Private Limited (Since 12.04.2021) PD Enterprises Ankur Associates

a. Transactions with related parties

Particulars	For the year ended March, 31 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
(A) Key Managerial Personnel (KMP)/ Directors			
Remuneration			
Mukesh Yadav	22.84	23.46	38.44
Dinesh Nagpal	22.84	23.46	38.44
Liberatha Peter Kallat	34.26	23.46	38.44
Balaji Srinivasan	4.18	-	-
Giya Diwaan	3.18	-	-
Rangoli Aggarwal	0.65	-	-
Reimbursements			
Mukesh Yadav	0.06	1.85	1.44
Dinesh Nagpal	0.00	1.92	1.44
Liberatha Peter Kallat	0.15	1.92	1.44
Balaji Srinivasan	0.65	-	-
Giya Diwaan	0.45	-	-
Rangoli Aggarwal	0.14	-	-
Advance Taken			
Mukesh Yadav	4.98	7.50	10.00
Dinesh Nagpal	13.02	-	10.00
Liberatha Peter Kallat	9.02	-	50.00
Advance recovered			
Mukesh Yadav	(4.98)	(17.50)	(3.50)
Dinesh Nagpal	(13.02)	(10.00)	(18.12)
Liberatha Peter Kallat	(9.02)	(10.00)	(57.67)
IPO Expenses on behalf of selling shareholders			
Mukesh Yadav	16.74	-	-
Dinesh Nagpal	16.24	-	-
Liberatha Peter Kallat	8.12	-	-
Rent Payment			
Dinesh Nagpal	0.33	-	-
(B) Enterprises over which individual and their relatives exercise significant influence			
Capital advances			
Urban Land Management Private Limited	-	-	10.00
Rent Paid			
Ankur Associates	-	0.62	0.93
Commission Paid			
LMD Estate Private Limited (formerly known as Dreamfolks Estate Private Limited)	0.71	-	-
Security deposit given			
Urban Land Management Private Limited	-	-	-
Revenue -Membership Fees			
Pocket Payment Technologies Private Limited	3.55	-	-
Software Support Services (Expense)			
DLM Technologies Private Limited (formerly known as Dreamfolks Technologies Private Limited)	-	18.00	7.50

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Particulars	For the year ended March, 31 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Reimbursement for expenses paid			
DLM Technologies Private Limited (formerly known as Dreamfolks Technologies Private Limited)	0.46	0.42	0.00
Advance given			
Urban Land Management Private Limited	-	-	25.00
Whistling Heights Resorts Private Limited	45.50	-	-
Malibu Estate Dispensary Private Limited	-	-	1.00
Intangible assets purchase			
DLM Technologies Private Limited (formerly known as Dreamfolks Technologies Private Limited)	43.81	-	-
Advances recovered			
Urban Land Management Private Limited	-	-	(25.00)
PD Enterprises	-	-	(6.05)
LMD Estate Private Limited (formerly known as Dreamfolks Estate Private Limited)	-	(6.27)	(1.05)
Whistling Heights Resorts Private Limited	(45.50)	-	-
Malibu Estate Dispensary Private Limited	-	-	(19.70)

Notes:

- The remuneration to KMP for March 31, 2022, March 31, 2021 and March 31, 2020 has been disclosed after considering restatement
- Giya Diwaan and Balaji Srinivasan have been granted 13,06,250 and 10,45,000 options respectively during the year ended March 31, 2022.

3. Number of Bonus shares issued to KMP on 25th September 2021:

Name	No. of shares
Mukesh Yadav	96,90,000
Dinesh Nagpal	94,05,000
Liberatha Peter Kallat	94,05,000

- The sitting fees paid to non-executive directors is Rs. 0.70 Million and Rs. Nil as at March 31, 2022 and 2021, respectively.

b. Balances of related parties as at:

(A) Key Managerial Personnel (KMP)/ Directors

Advances given			
Dinesh Nagpal	-	-	10.00
Liberatha Peter Kallat	-	-	10.00
Mukesh Yadav	-	-	10.00
Salary recoverable/(payable)			
Balaji Srinivasan	(0.43)	-	-
Dinesh Nagpal	-	(6.82)	0.50
Liberatha Peter Kallat	(1.43)	(6.37)	0.45
Mukesh Yadav	-	(2.28)	0.50
Giya Diwaan	(0.31)	-	-
Rangoli Aggarwal	(0.16)	-	-
Reimbursements payable			
Balaji Srinivasan	(0.15)	-	-
Liberatha Peter Kallat	-	(0.14)	-
Mukesh Yadav	-	(0.06)	-
Giya Diwan	(0.23)	-	-
Rangoli Aggarwal	(0.03)	-	-
Expenses payables			
Mukesh Yadav	(0.05)	-	-
Dinesh Nagpal	(0.34)	-	-
Other financial assets*			
Mukesh Yadav	16.74	-	-
Dinesh Nagpal	16.24	-	-
Liberatha Peter Kallat	8.12	-	-

* Refer note 41.

(B) Enterprises over which individual and their relatives exercise significant influence

Security deposit given			
Urban land management private limited	62.50	62.50	62.50
Capital Advance			
Urban land management private limited	10.00	10.00	10.00
Advances given			
LMD Estate Private Limited (formerly known as Dreamfolks Estate Private Limited)	-	-	6.27
Expenses payable			
Ankur Associates	-	(0.07)	-
DLM Technologies Private Limited (formerly known as Dreamfolks Technologies Private Limited)	0.00	(0.64)	(1.62)
Reimbursement of expenses recoverable			
DLM Technologies Private Limited (formerly known as Dreamfolks Technologies Private Limited)	0.00	-	0.00

Note:

The Company has outstanding undrawn sanction limit of fund based working capital of Rs. 10 million as at March 31, 2022 (Rs. 10 million as at March 31, 2021) bearing interest rate @ repo rate + 4.5%. The above sanction limit is taken based on personal guarantee of promoters of the Company.

40 Segment information

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by Board of Directors to make decisions about resources to be allocated to the segments and assess their performance. The Group's business activity falls within a single segment, which is providing airport services to help its Clients to achieve their business goals, in terms of Ind AS 108 on Segment Reporting.

In view of the management, there is only one reportable segment as envisaged by Indian Accounting Standard 108, 'Operating Segments' as prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder. Accordingly, no disclosure for segment reporting has been made in the financial statements.

41 Initial Public Offering (IPO)

The Board of Directors (Board) of the Holding Company in their board meeting dated June 07, 2021 have approved an Initial Public Offering (IPO). As part of its proposed IPO, the Holding Company has filed Draft Red Herring Prospectus on January 21, 2022 and plans to file Red Herring Prospectus (RHP) with the Securities Exchange Board of India (SEBI) in the coming year. Existing shareholders propose to sell the stake in the Holding Company. Prepayments in relation to the proposed IPO included under "Other financial assets" include expenses of INR 41.10 million incurred by the Holding Company towards IPO of the equity shares held by shareholders. These expenses are recoverable from selling shareholders in proportionate to shares that will be offered to the public in the proposed IPO.

42 Sub-division of equity shares

The Board of Directors of the Holding Company in its meeting held on September 2, 2021 have approved sub-division of existing authorised share capital of the Group from Rs. 50.00 million consisting of 5,000,000 equity shares of face value of INR 10 each to 25,000,000 equity shares of face value of INR 2 each and sub-division of existing issued, subscribed and paid-up equity share capital of the Holding Company from Rs. 47.50 million consisting of 4,750,000 equity shares of face value of INR 10 each to 23,750,000 equity shares of face value of Rs. 2 each. This has been approved by the shareholders in their extra-ordinary general meeting held on September 10, 2021.

43 Issue of bonus shares

The Board of Directors of the Holding Company in its meeting held on September 24, 2021 have approved issuance of bonus shares in the ratio of 1:1.2 to existing equity shareholders by capitalizing a sum of Rs. 57.00 million out of the reserves of the Group, pursuant to which issued, subscribed and paid-up equity share capital of the Holding Company stands increased from Rs. 47.50 million consisting of 23,750,000 equity shares of face value of INR 2 each to Rs. 104.50 million consisting of 52,250,000 equity shares of face value of INR 2 each. This has been approved by the shareholders in their extra-ordinary general meeting held on September 25, 2021.

44 Change in status and name of the Group

During the year ending March 31, 2022 status of the Holding Company was changed from private to public company. Consequently, the name of Dreamfolks Services Private Limited was changed to Dreamfolks Services Limited and a fresh certificate of incorporation pursuant to change of name was issued by the RoC on November 23 2021.

45 In accordance with the provisions of section 135 of the Companies Act, 2013 ("Act"), the Board of Directors of the Group had constituted a Corporate Social Responsibility (CSR) Committee. During the year, the Committee has approved the budget outlay of Rs. 4.61 million (March 31, 2021: Rs.6.01 million and March 31, 2020: Rs.3.85 million) for Corporate Social Responsibility (CSR). The Group has made payments in accordance with provisions of the Companies Act 2013 and rules made thereunder.

	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
a) Gross amount required to be spent by the Company during the year	4.61	6.01	3.85
b) Amount approved by the Board to be spent during the year	4.61	6.01	3.85
c) Amount spent during the year:	6.01	3.85	2.01
i) Construction/acquisition of any asset	-	-	-
ii) On purposes other than (i) above			
Health and Education	6.01	3.85	2.01
Total CSR spend in actual	6.01	3.85	2.01
d) Details related to spent / unspent obligations:			
i) Contribution to Public Trust	-	-	-
ii) Contribution to Charitable Trust	-	-	-
iii) Unspent amount in relation to:			
- Ongoing project (Health and Education)	4.61	-	-
- Other than ongoing project	-	6.01	3.85
	4.61	6.01	3.85

Details of ongoing and other than ongoing project

Opening Balance with Company as on March 31, 2021	Amount required to be spent during the year	Amount spent during the year From Company's bank A/c	Deposited in Separate CSR Unspent A/c	Closing Balance With Company In Separate CSR Unspent A/c
6.01	4.61	6.01	4.61	4.61

46 The outbreak of coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. The Group's operations were impacted due to restriction on travel and hotel accommodation during the nationwide lockdown. As a result of lockdown, the volumes for the year ended March 31, 2021 have been significantly impacted. There was no financial impact in the year 2019-20. Financial year 2020-21 however faced the impact in terms of lower business. While we did see significant recovery for the year ended March 31, 2022. Further, the Group has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of property, plant and equipment, receivables, and other assets. In developing the assumptions relating to the possible future uncertainties in the global economic condition because of the pandemic, the Group, as at the date of the approval of this consolidated financial information has used internal and external sources on the expected future performance of the Group. Based on current indicators of future conditions, the Group expects the carrying amount of these will be recovered and sufficient liquidity is available to fund the business operations. We constantly monitor any material changes to the future economic conditions which potentially may impact our assessment and financial position.

47 In the opinion of the management there is no reduction in value of any assets, unless otherwise stated, in terms of requirement of Indian Accounting Standard – 36 "Impairment of Assets".

48 There are no present obligations requiring provisions in accordance with the guiding principles as enunciated in Indian Accounting Standard - 37 'Provisions, Contingent Liabilities & Contingent Assets'.

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49 Statutory Information :

- A) The Group do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- B) The Group do not have any transactions with struck off companies under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956.
- C) The Group do not have any charges or satisfaction which is yet to be registered with Registrar of Companies (ROC) beyond the statutory year.
- D) The Group have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- E) The Group has not granted any loans or advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are repayable on demand or without specifying any terms or year of repayment.
- F) The Group have not advanced or loaned or invested funds to any other person or entity, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries); or
(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- G) The Group have not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries); or
(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- H) The Group do not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- I) The Group have not been declared a wilful defaulter by any bank or financial institution or other lender (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

50 New amendments issued but not effective : The Ministry of Corporate Affairs has vide notification dated 23 March 2022 notified Companies (Indian Accounting Standards) Amendment Rules, 2022 which amends certain accounting standards, and are effective 1 April 2022. These amendments are not expected to have a material impact on the Group in the current or future reporting years and on foreseeable future transactions.

51 Reclassifications consequent to amendments to Schedule III : The Ministry of Corporate Affairs amended the Schedule III to the Companies Act, 2013 on 24 March 2021 to increase the transparency and provide additional disclosures to users of financial statements. These amendments are effective from 1 April 2021.

Consequent to above, the Group has changed the classification/presentation of (i) current maturities of long-term borrowings (ii) security deposits, in the current year. The current maturities of long-term borrowings (including interest accrued) has now been included in the "Current borrowings" line item. Previously, current maturities of long-term borrowings and interest accrued were included in "other financial liabilities" line item. Further, security deposits (which meet the definition of a financial asset as per Ind AS 32) have been included in "other financial assets" line item. Previously, these deposits were included in "loans" line item.

The Group has reclassified comparative amounts to confirm with current year presentation as per the requirements of Ind AS 1. The impact of such classifications is summarised below:

Balance sheet (extract)	March 31, 2021 (as previously reported)	Increase/ (Decrease)	March 31, 2021 (restated)	March 31, 2020 (as previously reported)	Increase/ (Decrease)	March 31, 2020 (restated)
Other financial liabilities (current)	45.03	(18.44)	26.59	53.32	-	53.32
Other financial liabilities (non-current)	63.33	(63.33)	-	-	-	-
Lease liabilities (current)	-	11.10	11.10	-	-	-
Lease liabilities (non-current)	-	63.33	63.33	-	-	-
Current borrowings	-	7.34	7.34	10.81	-	10.81
Loans (non-current)	24.72	(24.72)	-	25.82	(25.82)	-
Loans (current)	28.86	(28.86)	-	28.56	(28.56)	-
Other financial assets (current)	22.05	28.86	50.91	-	28.56	28.56
Other financial assets (non-current)	-	24.72	24.72	-	25.82	25.82

52 Statement of net assets, profit and loss and other comprehensive income attributable to owners and non-controlling interests:

Name of the entity in the group	Net Assets, i.e., total assets minus total liabilities		Share in profit and loss		Share in other Comprehensive income		Share in total Comprehensive income	
	As % of consolidated net assets	INR Millions	As % of consolidated profit and loss	INR Millions	As % of consolidated other comprehensive income	INR Millions	As % of total comprehensive income	INR Millions
Parent								
Dreamfolks Services Limited								
Balance as at 31 March, 2022	100.00%	821.63	100.00%	162.52	100.00%	3.50	100.00%	166.02
Balance as at 31 March, 2021	100.00%	642.97	99.99%	(14.50)	100.00%	2.37	100.00%	(12.13)
Balance as at 31 March, 2020	100.00%	655.10	100.00%	316.83	100.00%	(3.37)	100.00%	313.46
Indian Subsidiaries								
Dreamfolks Hospitality Private Limited								
Balance as at 31 March, 2022	0.00%	0.02	0.00%	0.00	0.00%	-	0.00%	0.00
Balance as at 31 March, 2021	0.00%	0.02	0.01%	(0.00)	0.00%	-	0.00%	(0.00)
Balance as at 31 March, 2020	0.00%	0.02	0.00%	(0.00)	0.00%	-	0.00%	(0.00)
Non-controlling interests in all subsidiaries								
Balance as at 31 March, 2022	-	-	-	-	-	-	-	-
Balance as at 31 March, 2021	-	-	-	-	-	-	-	-
Balance as at 31 March, 2020	-	-	-	-	-	-	-	-
Total								
Balance as at 31 March, 2022	100.00%	821.65	100.00%	162.52	100.00%	3.50	100.00%	166.02
Balance as at 31 March, 2021	100.00%	642.99	100.00%	(14.50)	100.00%	2.37	100.00%	(12.13)
Balance as at 31 March, 2020	100.00%	655.12	100.00%	316.83	100.00%	(3.37)	100.00%	313.46

53 Previous year figures have been regrouped / rearranged wherever considered necessary to make them comparable with current years figures.

As per our report of even date

For S.S. KOTHARI MEHTA & COMPANY

Chartered Accountants

FRN – 000756N

For and on behalf of the Board of Directors of

Dreamfolks Services Limited

(formerly known as Dreamfolks Services Private Limited)

CIN: U51909DL2008PLC177181

Sunil Wahal

Partner

Membership No: 087294

Place: New Delhi

Date: July 13, 2022

Liberatha Peter Kallat

Managing Director

DIN: 06849062

Place: New Delhi

Date: July 13, 2022

Mukesh Yadav

Director

DIN: 01105819

Place: New Delhi

Date: July 13, 2022

Giya Diwaan

Chief Financial Officer

M.No.: F401518

Place: New Delhi

Date: July 13, 2022

Rangoli Aggarwal

Company Secretary

M.No.: A44096

Place: New Delhi

Date: July 13, 2022

OTHER FINANCIAL INFORMATION

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are set out below:

Sr. No.	Particulars	Fiscal		
		2022	2021	2020
1.	Basic EPS (in ₹)	3.11	(0.28)	6.06
2.	Diluted EPS (in ₹)	2.98	(0.28)	6.06
3.	Return on Net worth (RoNW) (in %)	19.78	(2.25)	48.36
4.	Net asset value per Equity Share (in ₹)	15.73	12.31	12.54
5.	EBITDA (in ₹ million)	240.36	20.98	458.50

Notes:

1. *Basic Earnings per share (₹) = Net profit/ (loss) after tax, as restated attributable to equity shareholders divided by weighted average number of Equity Shares outstanding during the year/period.*
2. *Diluted Earnings per share (₹) = Net profit / (loss) after tax, as restated attributable to equity shareholders divided by weighted average number of diluted Equity Shares outstanding during the year.*
3. *EPS has been calculated in accordance with the Indian Accounting Standard 33 – ‘Earning per share’ notified under the Companies (Indian Accounting Standards) Rules, 2015.*
4. *Return on Net Worth (%) = Net Profit after tax, for the year divided by Net worth as at the end of the year.*
5. *Net Asset Value per share = Net Worth at the end of the year divided by weighted average number of Equity Shares. Weighted average number of Equity Shares represents the shares used for computing Basic EPS/LPS.*
6. *EBITDA is the sum of profit before tax, depreciation and amortization and finance cost.*

In accordance with the SEBI ICDR Regulations the audited standalone financial statements of the Company for the financial years ended March 31, 2022 March 31, 2021 and March 31, 2020 (**Audited Financial Statements**) are available at www.dreamfolks.in. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements do not constitute, (i) a part of this Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider to subscribe to or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision. None of our Company or any of its advisors, nor any BRLMs or the Selling Shareholder, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

Non-GAAP Measures

Certain non-GAAP measures like EBITDA, EBITDA Margin, RoNW and Net Asset Value per Equity Share (**Non-GAAP Measures**) presented in this Red Herring Prospectus are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, or IFRS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the year/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, or IFRS. In addition, these Non-GAAP Measures are not a standardised term, hence a direct comparison of similarly titled Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although the Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company’s management believes that it is useful to an investor in evaluating us because it is a widely used measure

to evaluate a company's operating performance. See "Risk Factor - We have included certain non-GAAP financial and operational measures related to our operations and financial performance that may vary from any standard methodology that may be applicable across the industry in which we operate, and which may not be comparable with financial, operational or industry related statistical information of similar nomenclature computed and presented by similar companies" on page 40.

Reconciliation of restated profit for the year/period to EBITDA and EBITDA Margin for the year/ period

The table below reconciles restated profit for the year/ period to EBITDA. EBITDA is calculated as restated profit for the year/ period plus total tax expenses, depreciation and amortization expenses, and finance costs while EBITDA Margin is the percentage of EBITDA divided by total income.

(in ₹ million)

Particulars	Fiscal		
	2022	2021	2020
Restated profit after tax	162.52	(14.50)	316.83
Add: Tax expense	42.24	12.49	118.74
Add: Finance cost	14.31	7.45	7.05
Add: Depreciation and Amortisation	21.29	15.54	15.88
EBITDA	240.36	20.98	458.50
Total Income	2,839.89	1,081.09	3,678.08
EBITDA Margin (%)	8.46	1.94	12.47

Reconciliation of net worth and return on net worth

(in ₹ million)

Particulars	Fiscal		
	2022	2021	2020
Equity share capital (I)	104.50	47.50	47.50
Other equity (II)	717.15	595.49	607.62
Net worth (III) = (I + II)	821.65	642.99	655.12
Restated profit for the period/year (IV)	162.52	(14.50)	316.83
Return on net worth (V) = (IV / (III))	19.78%	(2.25%)	48.36%

Reconciliation of Net Asset Value (per Equity Share)

(in ₹ million, except per share data)

Particulars	Fiscal		
	2022	2021	2020
Equity share capital (I)	104.50	47.50	47.50
Other equity (II)	717.15	595.49	607.62
Total equity (III) = (I + II)	821.65	642.99	655.12
Weighted average number of equity shares used for computing Basic EPS/LPS (number in million) (IV)	52.25	52.25	52.25
Net asset value per equity share (V) = (III / IV)	15.73	12.31	12.54

Reconciliation of debt equity ratio*(in ₹ million, except ratio)*

Particulars	Fiscal		
	2022	2021	2020
Non-current borrowings (I)	10.22	12.85	20.10
Current maturity of long-term debts (II)	2.53	7.34	10.81
Current borrowings (III)	-	-	-
Total borrowings (IV = I + II + III)	12.75	20.19	30.91
Equity share capital (V)	104.50	47.50	47.50
Other equity (VI)	717.15	595.49	607.62
Total equity (VII) = (V + VI)	821.65	642.99	655.12
Debt equity ratio (VIII = IV / VII)	0.02	0.03	0.05

CAPITALISATION STATEMENT

The following table sets forth our capitalisation as at March 31, 2022, on the basis of our Restated Consolidated Financial Statements, and as adjusted for the proposed Offer. This table should be read in conjunction with “*Risk Factors*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*”, “*Restated Consolidated Financial Statements*” and on pages 26, 247 and 189, respectively.

(in ₹ million, except ratio)

Particulars		Pre-Offer as at March 31, 2022
Borrowings:		
Current borrowings		0
Non-current borrowings (including current maturity)	(A)	12.75
Total borrowings		12.75
Shareholders' funds:		
Share capital		104.50
Other equity		717.15
Total Equity	(B)	821.65
Ratio: Non-Current borrowings / Total equity	(A)/(B)	0.02

Note:

- (1) These terms shall carry the meaning as per Schedule III of the Companies Act, 2013, as amended.*
- (2) There will be no change in the Post-Offer debt to equity ratio.*

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion is intended to convey our management's perspective on our financial condition and results of our operations. Our Financial Year commences on April 1 and ends on March 31 of the following year, so all references to a particular Financial Year or a Fiscal are to the twelve months ended March 31 of that year.

You should read the following discussion in conjunction with the Restated Consolidated Financial Statements included in this Red Herring Prospectus for the financial years ended March 31, 2022, March 31, 2021 and March 31, 2020 including the related notes, schedules, and annexures. For further information, see "Restated Consolidated Financial Statements" on page 189.

*The Restated Consolidated Financial Statements included in this Red Herring Prospectus are prepared and presented in accordance with requirements of Section 26 of the Companies Act, 2013, as amended, the SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by the ICAI, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries, and our assessment of the factors that may affect our prospects and performance in future periods. This discussion may include certain forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors or contingencies, including those described below and elsewhere in, this Red Herring Prospectus. For further information, see "Forward-Looking Statements" on page 18. Also read "Risk Factors" and "Principal factors affecting our financial condition and results of operations" on pages 26 and 247, respectively, for a discussion of certain factors or contingencies that may affect our business, financial condition or results of operations. Unless otherwise indicated, industry and market data used in this section has been derived from a report titled 'Indian Airport Lounge Aggregators Market' dated July 15, 2022, by Frost & Sullivan (India) Private Limited (**F&S Report**) prepared and issued by F&S, appointed by us pursuant to engagement letters dated September 14, 2021 and June 10, 2022, and exclusively commissioned and paid for by us in connection with the Offer. Unless otherwise indicated, all industry and other related information derived from the F&S Report and included herein with respect to any particular year refers to such information for the relevant calendar year. F&S was appointed by our Company and is not connected to our Company, our Directors, and our Promoters. A copy of the F&S Report is available on the website of our Company at www.dreamfolks.in/img/doc/industry-report-frost-sullivan.pdf. For risks in relation to commissioned reports, see "Risk Factor - This Red Herring Prospectus contains information from an industry report prepared by Frost & Sullivan which we have commissioned and paid for" on page 41.*

OVERVIEW

We are a dominant player and India's largest airport service aggregator platform facilitating an enhanced airport experience to passengers leveraging a technology driven platform (*Source: F&S Report*). Our asset-light business model integrates global card networks operating in India (**Card Networks**), credit card and debit card issuers (**Card Issuers**) and other corporate clients, in India, including airline companies (**Corporate Clients** and along with Card Networks and Card Issuers, the **Clients**) with various airport lounge operators and other airport related service providers (collectively, the **Operators**) on a unified technology platform. We facilitate customers of Clients' (**Consumers**) access to the following airport related services (i) lounges, (ii) food and beverage (iii) spa, (iv) meet and assist, (v), airport transfer (vi) transit hotels /nap room access, and (vii) baggage transfer, (collectively, the **Services**). Our dominance is underpinned by facilitating access to 100% of the 54 lounges currently operational in India, and we also enjoyed a market share of over 95% of all India issued credit card and debit card (**Card Based**) access to airport lounges in Fiscal 2022. Additionally, in Fiscal 2022 we also accounted for around 68% of the overall lounge access volume in India. (*Source: F&S Report*). Further, as at March 31, 2022 through our partnerships with other service providers, we have a global footprint extending to 1,416 Touch-points in 121 countries across the world out of which, 244 Touch-points are present in India and 1,172 Touch-points overseas.

We began effective operations in 2013 by facilitating lounge access services for the Consumers of Mastercard and, currently, provide services to all the Card Networks operating in India including Visa, Mastercard, Diners/Discover and RuPay, and many of India's prominent Card Issuers including ICICI Bank Limited, Axis Bank Limited, Kotak Mahindra Bank Limited, HDFC Bank Limited (in respect of debit card lounge program) and SBI Cards and Payment Services Limited. Over the years, we have transformed from being an airport lounge access aggregator to an end-to-end technology solutions provider for designing and delivering services that enhance the airport experience. We have

crafted our service proposition to provide Clients the option of offering a wide-ranging bouquet of Services to the Consumers. Currently, we facilitate Consumers' access to a host of services: from door-step to the airport, within the airport, and again from the airport to the door-step at the destination. Our first mover advantage in the lounge access aggregator industry in India has enabled us to become a dominant player in the industry with a share of over 80% in the domestic lounge access market in India. (Source: F&S Report)

PRINCIPAL FACTORS AFFECTING OUR FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Growth in the air travel industry

We are a dominant player in India's lounge access aggregator industry leveraging a technology driven platform facilitating an enhanced airport experience to passengers. (Source: F&S Report). Almost all our revenue is derived directly from the use of the various Services at airports by passengers. We are, therefore, inordinately reliant on the air travel industry for our business. For Fiscals 2022, 2021 and 2020, almost 100% of our revenue from operations was from the travel industry. The air travel industry has, in the recent past, been buffeted by the COVID-19 pandemic which has adversely impacted our operations. Further, the travel industry is also generally affected by various factors such as increase in the fuel price, government policies applicable, in particular, to the airline industry, failure of airlines etc. Accordingly, any downturn in the travel industry, in general, and in the air travel industry, in particular, could adversely impact our results of operations and our financial condition. CY 2020 witnessed a reduction in global air travel by 65.9%. However, this trend has reversed with estimated growth of 18% in CY 2021, and 51% in CY 2022 for global air travel over CY 2020. (Source: F&S Report) Further, the travel industry is also generally affected by various factors such as increase in the fuel price, government policies applicable, in particular, to the airline industry, failure of airlines etc.

Impact of the COVID-19 pandemic and trends in the Indian travel industry

In the first half of calendar year 2020, COVID-19 spread to a majority of countries across the world, including India. The COVID-19 pandemic has had, and may continue to have, significant repercussions across local, national and global economies and financial markets. The impact of the COVID-19 pandemic has been felt on a global scale and public health officials and governmental authorities across the world have adopted different measures including imposing nationwide or location specific quarantines, prohibiting people from assembling in heavily populated areas, restricting travel, issuing lock-down order, and imposing remote working regulations. As a result, the current COVID-19 pandemic has adversely affected workforces, consumer sentiment, economies and financial markets around the world and has led to uncertainty in the global economy and significant volatility in global financial markets. The outbreak of COVID-19 was recognized as a public health emergency of international concern on January 30, 2020 and as a pandemic by the World Health Organisation on March 11, 2020. On March 14, 2020, India declared COVID-19 as a "notified disaster" and imposed a nationwide lockdown beginning March 25, 2020. With the resurgence of the COVID-19 pandemic in April 2021, the lockdowns were imposed in various parts of India. The measures have also led to a significant decline in economic activities across sectors and, in particular, on the travel industry on which we are heavily dependent. While the lockdown currently does not remain in force in most states, as a result of the detection of new strains and subsequent waves of COVID-19 pandemic in several states in India as well as throughout various parts of the world, for example, the B.1.1.529 (Omicron) variant, lockdown restrictions may be re-introduced.

The scope, duration, and frequency of such measures and the adverse effects of COVID-19 remain uncertain and could be severe. The scope, duration, and frequency of such measures and the adverse effects of COVID-19 remain uncertain and could be severe. The mutation of the virus has resulted in the emergence of new variants which has exacerbated the risk and caused sudden and rapid increase in cases and deaths. While governmental authorities and public health officials have reacted and are reacting to the pandemic there is no certainty on when 'normalcy' can be expected. The uncertainty about the evolution of the pandemic and related travel restrictions has also negatively affected the hospitality and travel industry planning. While much uncertainty remains, vaccinations combined with loosened restrictions and the opening up of local economies have spurred travel demand across the world.

Our business operations suffered disruptions in the period between March 2020 and March 2021, due to COVID-19 related lockdowns. For instance, in Fiscal 2021, when, we believe, maximum impact of the COVID-19 pandemic was felt, our revenue from operations declined by over 71%. However, with gradual ease in travel restrictions our revenue from operations recovered to ₹ 2,824.98 million in the Fiscal 2022, when compared to our revenue from operations in

Fiscal 2021 of ₹ 1,056.33 million. Further, services with high elasticity of income like tourism and entertainment are also expected to drive post pandemic recovery. (Source: F&S Report)

Events beyond our control may unfold in the future, which makes it difficult for us to predict the extent to which the COVID-19 pandemic will impact our Company's operations and results. We continue to closely monitor the effect that COVID-19 may have on our business and results of operations.

Material portion of our revenue is derived from select Clients, Client retention and acquisition of new clients

Client relationships are the core of our business. Our ability to grow our business requires us to (a) retain and expand the breadth of Services availed of by our existing Clients and (ii) expand our client base. The process of engaging with new clients and evolving into a thought partner depends on various factors and can present significant challenges. Our constant endeavour is to nurture every client relationship to ensure that it translates into long term association.

Our business operations are primarily reliant on Card Networks and Card Issuer companies. We had an active client base of 50, 43 and 38 Clients for Fiscals 2022, 2021, and 2020, respectively. Our ability to grow our client base and drive market adoption of our solutions is affected by the pace at which organizations digitally transform and their prioritization on customer retention program spends. We expect that our revenue growth will continue to be driven by the growth in demand for airport experience enhancement services. The degree to which prospective clients recognize the need for our service offerings as a way to maximize their loyalty management programs, will drive their budget allocation for our services. Therefore, the extent of importance that Card Issuers and corporate entities place on our services will drive our ability to acquire new clients and increase sales to existing Clients, which in turn, will affect our future financial performance.

For Fiscal 2022, Fiscal 2021 and Fiscal 2020, our revenue from the Card Networks was ₹ 1,729.13 million, ₹ 621.71 million and ₹ 2,440.76 million, constituting 61.21%, 58.86% and 66.50%, respectively, of our total consolidated revenues from operations. Moreover, during the Fiscal 2022, Fiscal 2021 and Fiscal 2020, our revenue from Card Issuers was ₹ 1,067.42 million, ₹ 427.12 million and ₹ 1,188.71 million, constituting 37.79%, 40.43% and 32.39%, respectively, of our total consolidated revenues from operations. Our business, results from operations and our financial condition is, therefore, heavily dependent on our retaining these contracts with our Clients. With the view to deepening our engagement with our Clients we have broadened the range of our Service offerings to include F&B, 'meet and assist' and spas. These more recently launched Service offerings enables our Clients to broad-base their card loyalty programs, which will broaden our revenue base.

Ability to enter into new contracts and retain existing contracts with Lounge Operators and other service providers

We have entered into contracts with various airport related services such as lounge access, meet and assist, spa service, nap room access, food and beverage offerings, and airport transfer services. We provide these services to the Consumers through our contractual arrangements with disparate service providers. As at March 31, 2022, we have contractual arrangements for providing Consumers access to our services at 244 Touch-points in India and 1,172 Touch-points overseas, across 536 cities. Our ability to provide the Consumers these services, and, consequently, our business operations are directly linked to our ability to timely renew existing contracts and enter into fresh contracts with other service providers as and when new opportunities arise in existing or new airports. In addition, lounge fee contributed a vast majority of our revenues from operations during the Fiscal 2022, Fiscal 2021 and Fiscal 2020, contributing 98.68%, 97.25% and 98.82%, respectively, of our total consolidated revenue from operations. For lounge Operators, our tie-ups with all Card Networks with operations in India and some of India's largest Card Issuers facilitates a steady stream of lounge users being routed through us. In fact, at certain airport lounges in cities such as Ahmedabad, Bengaluru, Cochin and Mumbai, we account for more than 80% of the total lounge traffic. (Source: F&S Report) Our ability to continue our association with Lounge Operators is, therefore, critical to our operations.

Ability to enhance operating efficiency through investments in technology

Our continued improvement of our platform is paramount to our customer experience which leads to increased usage of services, driving our ability to attract and retain clients, and generate revenues. Our results of operations have been, and will continue to be, affected by our ability to improve our operating efficiency, especially through investment in technology. As our business continues to scale up, it is essential to improve operating efficiency of our technology platform to maintain our competitive edge. We intend to continue to invest prudently in further developing and applying advanced technologies in the fields of programming tools and languages, automated proactive fault

identification and correction in the field, data matching, data filtering, data predicting, artificial intelligence, cloud computing, machine learning systems and other database technologies to enhance the functionalities and customer experience of our platform. Our continued investment in technology, may increase our operating costs but we expect to benefit from the improvement in our operating leverage, and service quality.

Competition

Currently, we are a dominant player in the industry in which we operate. There are few operators of our scale who provide similar services. Our dominance in the Indian market has ensured that we have a strong brand visibility amongst the Card Networks, Card Issuers and Corporate Clients. We have also developed our newer Service offerings to deepen our entrenchment with our Clients and add to our brand equity with our Clients. Given our dominant position in the airport lounge access market, we have been successful in building a bridge between our Clients and airport lounge Operators. We believe that we have been able to create interdependencies for our service offerings through our unique value proposition enabling us to attract newer clients and Operators, which helps us further strengthen our position in the market. The convergence of our dominant market position, prominent client base, extensive presence in the airport lounge market in India and diverse service offerings helps create a network flywheel effect.

Nevertheless, we face competition from large global programs such as Priority Pass, and Dragon Pass who have significant experience. Our business, prospects, results of operation and financial condition could be adversely affected if our competitors gain significant market share at our expense. Moreover, in the international arena, we compete with global operators who are already well entrenched, may have significantly larger size of operations and, consequently, may benefit from economies of scale. Further, our advent in the international arena, is more recent, and our success will depend on our ability to break the hegemony of entrenched operators.

KEY PERFORMANCE INDICATORS

In evaluating our business, we consider and use certain key performance indicators that are set out in the table below. Some of these metrics are only supplemental to our Restated Consolidated Financial Statements and should not be viewed or considered in isolation. Some of these key performance indicators are not defined under Ind AS and are not presented in accordance with Ind AS and are simply provided as a supplemental measure to evaluate our operations and our financial conditions.

Key performance indicators

Set out below are certain key performance indicators.

Particulars	Fiscal 2022	Fiscal 2021	Fiscal 2020
No. of direct touch-points*	1,416	587	223
c. In India	244	223	223
d. Overseas	1,172	364	0
No. of cities covered	536	219	57
No. of countries covered**	121	59	1
No. of Clients***	50	43	38

*Touch-point - Refers to a service fulfilment point in airports across India and overseas with service providers with whom we have a contractual arrangement. For instance, each lounge and F&B outlet at an airport would be a touch-point and each city where the airport transfer facility is available would count as a touch-point.

**Including India

*** The number has been considered based on ongoing agreements.

As certified by S.S. Kothari Mehta & Company, Chartered Accountants through a certificate dated August 16, 2022.

(in ₹ million)

Particulars	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020
Number of Pax (in million)	3.53	1.38	4.88
Average revenue per passenger (₹)	800.28	765.46	752.14
Gross profit margin @	16.01%	17.13%	18.39%
Net profit margin \$	5.75%	(1.37%)	8.63%
Average Gross profit per passenger (₹)*	128.14	131.10	138.28

Particulars	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020
EBITDA** (₹ in million)	240.36	20.98	458.50
EBITDA Margin %***	8.46%	1.94%	12.47%
ROCE (%)#	23.99%	0.74%	63.46%
ROE (%)##	19.78%	(2.25%)	48.36%
Cash generated from operating activities (₹ in million)	(121.36)	62.55	224.38

*Gross profit is the revenue from operations of our Company after deducting cost of services. Gross profit per passenger = Gross profit / Number of Pax.

**Sum of profit before tax, depreciation and amortization and finance cost

***EBITDA / Total Income

#EBITDA / Capital employed i.e. Shareholders equity plus non current liabilities

##PAT / Shareholder's equity

@Gross profit/ Revenue from Operations

\$ PAT/ Revenue from Operations

As certified by S.S. Kothari Mehta & Company, Chartered Accountants through a certificate dated August 16, 2022.

PRESENTATION OF FINANCIAL INFORMATION

Our Restated Consolidated Financial Statements has been compiled from:

- Our audited consolidated financial statements as at and for year ended March 31, 2022 prepared in accordance with Ind AS, notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended, to the extent applicable and the presentation requirements of the Companies Act, 2013 which have been approved by our Board at its meeting held on June 6, 2022.
- Our audited consolidated financial statements as at and for the year ended March 31, 2021 prepared in accordance with Ind AS, notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended, to the extent applicable and the presentation requirements of the Companies Act, 2013 which have been approved by our Board at its meeting held on November 19, 2021.
- Our audited special purpose consolidated financial statements as at and for the years ended March 31, 2020 prepared in accordance with the Ind AS notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended, to the extent applicable and the presentation requirements of the Companies Act, 2013 which have been approved by our Board at its meeting held on January 10, 2022.

The accounting policies have been consistently applied by our Company in preparation of the Restated Consolidated Financial Statements and are consistent with those adopted in the preparation of financial statements for the year ended March 31, 2022.

The Restated Consolidated Financial Statements have been prepared so as to contain information / disclosures and incorporating adjustments set out below in accordance with the SEBI ICDR Regulations:

- Adjustments to the profits or losses of the earlier years for the changes in accounting policies if any to reflect what the profits or losses of those periods would have been if a uniform accounting policy was followed in each of these years and of material errors, if any;
- Adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, retrospectively in the years ended March 31, 2022, March 31, 2021 and March 31, 2020, in order to bring them in line with the groupings as per the Restated Consolidated Financial Statements of for the year ended March 31, 2022 and the requirements of the SEBI ICDR Regulations, if any; and
- The resultant impact of tax due to the aforesaid adjustments, if any.

SIGNIFICANT ACCOUNTING POLICIES

The discussion and analysis of our financial condition and results of operations is based on the Restated Consolidated Financial Statements. For details of significant accounting policies followed by us while preparing our financial statements, see '*Restated Consolidated Financial Statements*' on page 189.

PRINCIPAL COMPONENTS OF OUR STATEMENT OF PROFIT AND LOSS

Our total income on a consolidated basis for Fiscal 2022, Fiscal 2021 and Fiscal 2020, was ₹ 2,839.89 million, ₹ 1,081.09 million and ₹ 3,678.08 million, respectively.

Our total revenue consists of:

Total Income

Total income comprises revenue from operations and other income.

Revenue from operations

Our revenue from operations comprises revenue from sale of services i.e., from contracts with Clients in the form of lounge access fees, membership fees, and others.

Other income

Other income comprises interest income on fixed deposits with banks, profit on disposal of fixed assets, profit on disposal of investments, write back of expected credit loss provision, finance income on amortisation of security deposits, interest on income tax refund, foreign exchange gain, and other miscellaneous income.

Expenses

Our total expenses comprises cost of services, employee benefits expenses, finance costs, depreciation and amortisation expenses and other expenses.

Cost of services

The cost of services includes lounge fees, other airport services fees and other related expenses paid to the Operators.

Employee benefit expenses

Employee benefit expenses comprises salaries, wages and bonuses paid, contribution to provident and other funds, and staff welfare expenses.

Finance costs

Finance cost comprises interest on borrowings, other borrowing costs such as processing cost, lease expenses and bank charges, and finance expenses on amortisation of security deposits.

Depreciation and amortization expense

Depreciation and amortisation expenses comprises depreciation of property, plant and equipment located at our office, depreciation on investment property, amortization of intangible assets and amortisation of right to use assets on leased premises.

Other expenses

Other expenses comprise *inter alia* rent, information technology expenses, repairs and maintenance, provision for expected credit loss, travel and conveyance expenses, insurance expenses, legal and other professional expenses, corporate social responsibility expenses, foreign exchange loss and miscellaneous expenses.

Tax expenses

Tax expense comprises current tax, deferred tax and tax for earlier years. Current tax is the tax payable on the taxable profit for the year. Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases.

RESULTS OF OUR OPERATIONS

The following table provides certain information with respect to our results of operations for the Fiscal 2022, Fiscal 2021 and Fiscal 2020 from our Restated Consolidated Financial Statements and each item as a percentage of total income for the periods indicated:

(₹ in million)

Particulars	Fiscal 2022		Fiscal 2021		Fiscal 2020	
	Amount	% of total income	Amount	% of total income	Amount	% of total income
REVENUES						
Revenue from operations	2,824.98	99.47	1,056.33	97.71	3,670.43	99.79
Other income	14.91	0.53	24.76	2.29	7.65	0.21
Total income	2,839.89	100.00	1,081.09	100.00	3,678.08	100.00
EXPENSES						
Cost of services	2,372.66	83.55	875.41	80.97	2,995.62	81.45
Employee benefits expenses	165.53	5.83	126.39	11.69	179.28	4.87
Finance costs	14.31	0.50	7.45	0.69	7.05	0.19
Depreciation and amortization expenses	21.29	0.75	15.54	1.44	15.88	0.43
Other expenses	61.34	2.16	58.31	5.39	44.68	1.21
Total expenses	2,635.13	92.79	1,083.10	100.19	3,242.51	88.16
Profit before tax	204.76	7.21	(2.01)	(0.19)	435.57	11.84
TAX EXPENSES						
Current tax	47.82	1.68	0.00	0.00	103.18	2.81
Tax expense related to earlier years	0.23	0.00	0.00	0.00	0.00	0.00
Deferred tax (credit)/charge	(5.81)	(0.20)	12.49	1.15	15.56	0.42
Total tax expense	42.24	1.49	12.49	1.15	118.74	3.23
Profit after tax	162.52	5.72	(14.50)	(1.34)	316.83	8.61

The COVID-19 pandemic impacted the operations of our Company due to the lock-downs and quarantines, and domestic and international travel restrictions, imposed by central and state government authorities in India and various

governments around the world to combat the spread of the COVID-19 virus. This led to a drastic reduction in the number of flights operated by airline companies and the number of domestic and international air passengers. As our business is centred around airports and the travel industry, we witnessed significant drop in revenues and profitability during this period, as explained further below.

Therefore, our results for Fiscal 2021 are not directly comparable to our results for Fiscal 2022 and Fiscal 2020, and our results must be viewed in light of the prevailing circumstances.

FISCAL 2022 COMPARED TO FISCAL 2021

Total Revenues

Revenue from operations

Our revenue from operations increased by 167.43% from ₹ 1,056.33 million in Fiscal 2021 to ₹ 2,824.98 million in Fiscal 2022, primarily due to increase in number of Pax accessing lounges from 1.38 million in Fiscal 2021 to 3.53 million Pax in Fiscal 2022 primarily due to the relaxation in the COVID-19 restrictions.

Other income

Our other income decreased by 39.78% from ₹ 24.76 million in Fiscal 2021 to ₹ 14.91 million in Fiscal 2022. This was primarily due to decrease in interest income earned from fixed deposits with banks aggregating ₹ 8.78 million in Fiscal 2021 to ₹ 0.11 million in Fiscal 2022, decrease in interest on income tax refunds from ₹ 3.09 million in Fiscal 2021 to ₹ 0.14 million in Fiscal 2022 which was partially offset by increase in profit on the sale of investments of property of ₹ 10.62 million in Fiscal 2022 as compared to ₹ 9.06 million in Fiscal 2021 and increase in rental income of ₹ 1.18 million in Fiscal 2022 as compared to nil in Fiscal 2021.

Expenses

Our total expenses increased by 143.30% from ₹ 1,083.10 million in Fiscal 2021 to ₹ 2,635.13 million in Fiscal 2022. Our expenses, which primarily comprised cost of services, were reduced during Fiscal 2021 due to decrease in our overall lounge access fees from our Clients owing to the reduction in domestic and international air travel traffic due to the COVID-19 pandemic and lockdowns imposed by governments across the world including India. While much uncertainty remains, mass vaccination drives, combined with softer travel restrictions are contributing to increased global tourism volume (*Source: F&S Report*), which we believe has contributed to our better financial performance in Fiscal 2022 and has also led to increase in expenses including cost of services. The total number of Consumers (i.e., Pax) accessing lounges increased by 155.80 % from 1.38 million in Fiscal 2021 to 3.53 million in Fiscal 2022.

Cost of services

Due to reasons mentioned above, our cost of services increased by 171.03% from ₹ 875.41 million in Fiscal 2021 to ₹ 2,372.66 million in Fiscal 2022.

Employee benefit expenses

Our employee benefit expenses increased by 30.97% from ₹ 126.39 million in Fiscal 2021 to ₹ 165.53 million in Fiscal 2022 primarily due to an increase in salaries, wages and bonus from ₹ 119.18 million in Fiscal 2021 to ₹ 141.09 million in Fiscal 2022 on account of salary increment and addition of employees at senior management positions and expenses of ₹ 12.64 million incurred towards employee stock options. Increase in salaries, wages and bonus also led to increase in the contribution to provident fund and other funds from ₹ 5.13 million in Fiscal 2021 to ₹ 8.82 million in Fiscal 2022, and an increase in staff welfare expenses from ₹ 2.08 million in Fiscal 2021 to ₹ 2.98 million in Fiscal 2022.

Finance Costs

Our finance costs increased by 92.08% from ₹ 7.45 million in Fiscal 2021 to ₹ 14.31 million in Fiscal 2022 primarily due to increase in lease expense from ₹ 1.20 million in Fiscal 2021 to ₹ 7.14 million in Fiscal 2022 and increase in bank charges from ₹ 0.13 million to ₹ 0.58 million due to increase in foreign payments to lounges situated outside India.

Depreciation and amortisation expenses

Depreciation and amortisation expenses increased by 37.00% from ₹ 15.54 million in Fiscal 2021 to ₹ 21.29 million in Fiscal 2022 primarily on account of increase in depreciation on 'right to use assets' (i.e., lease expenses on account of the corporate office premise) which increased from ₹ 1.54 million in Fiscal 2021 to ₹ 9.49 million in Fiscal 2022 which was partially offset by decrease in depreciation on property, plant and equipment which decreased from ₹ 12.62 million in Fiscal 2021 to ₹ 10.09 million in Fiscal 2022.

Other expenses

Our other expenses increased marginally by 5.20% from ₹ 58.31 million in Fiscal 2021 to ₹ 61.34 million in Fiscal 2022 primarily due to an increase in rates and taxes, legal and professional fees, and office maintenance expenses, which increased from ₹ 0.49 million to ₹ 11.92 million, ₹ 10.83 million to ₹ 13.84 million, and nil to ₹ 3.82 million, respectively, which was partially offset by a reduction in information technology expenses from ₹ 21.15 million to ₹ 7.90 million and repair and maintenance expenses from ₹ 2.52 million to ₹ 0.96 million.

Profit / (loss) before taxes

For the reasons discussed above, our profit before tax stood at ₹ 204.76 million in Fiscal 2022 as compared to the loss before tax of ₹ 2.01 million in Fiscal 2021.

Tax expenses

Our total tax expenses increased by ₹ 29.75 million to ₹ 42.24 million for Fiscal 2022 from ₹ 12.49 million for Fiscal 2021. Our current tax expense increased to ₹ 47.82 million for Fiscal 2022 from nil for Fiscal 2021. Our deferred tax credit increased by ₹ 18.30 million to ₹ 5.81 million for Fiscal 2022 as compared to a charge of ₹ 12.49 million for Fiscal 2021. Our tax expense for earlier years also increased to ₹ 0.23 million for Fiscal 2022 from nil for Fiscal 2021.

Profit/(loss) for the year

For the reasons discussed above, our profit for the year increased to ₹ 162.52 million during Fiscal 2022 from a loss of ₹ 14.50 million in Fiscal 2021.

FISCAL 2021 COMPARED TO FISCAL 2020

Total Revenues

Revenue from operations

Our revenue from operations decreased by 71.22% from ₹ 3,670.43 million in Fiscal 2020 to ₹ 1,056.33 million in Fiscal 2021. The decrease in our revenue from operations can be attributed to a decrease in our overall lounge access fees from our Clients owing to the reduction in domestic and international air travel traffic due to the COVID-19 pandemic and lockdowns imposed by governments across the world including India. The total number of Consumers (i.e., Pax) accessing lounges decreased by 71.72% from 4.88 million in Fiscal 2020 to 1.38 million in Fiscal 2021.

Subsequently, while upon gradual easing of the restrictions on movement, transactions did recover, due to the impact of COVID-19 in the period April to September 2020, our revenues, cash flows and results of operations for Fiscal 2021 have been lower as compared to Fiscal 2020.

Other income

Our other income increased by 223.66% from ₹ 7.65 million in Fiscal 2020 to ₹ 24.76 million in Fiscal 2021. This was primarily due to higher interest income earned from fixed deposits with banks aggregating ₹ 8.78 million in Fiscal 2021 as compared to ₹ 1.84 million in Fiscal 2020 and profit on the sale of investments of property of ₹9.06 million in Fiscal 2021 as compared to nil in Fiscal 2020 and interest on income tax refunds amounting to ₹ 3.09 million in Fiscal 2021 as compared to ₹ 0.11 million in Fiscal 2020.

Expenses

Our total expenses decreased by 66.60% from ₹ 3,242.51 million in Fiscal 2020 to ₹ 1,083.10 million in Fiscal 2021 primarily on account of reduced operations due to the COVID-19 pandemic and the consequent reduction in expenses incurred.

Cost of services

Our cost of services decreased by 70.78% from ₹ 2,995.62 million in Fiscal 2020 to ₹ 875.41 million in Fiscal 2021 primarily on account of the reduced operations due to the COVID-19 pandemic and the consequent reduction in expenses incurred.

Employee benefit expenses

Our employee benefit expenses decreased by 29.50% from ₹ 179.28 million in Fiscal 2020 to ₹ 126.39 million in Fiscal 2021 constituting a decrease in the salaries, wages and bonus by 29.25% from ₹ 168.45 million in Fiscal 2020 to ₹ 119.18 million in Fiscal 2021 on account of temporary reduction in salaries of senior management and certain other employees during COVID-19 crisis. This also led to a decrease in the contribution to provident fund and other funds by 31.33% from ₹ 7.47 million in Fiscal 2020 to ₹ 5.13 million in Fiscal 2021, and a decrease in staff welfare expenses by 38.10% from ₹ 3.36 million in Fiscal 2020 to ₹ 2.08 million in Fiscal 2021.

Finance Costs

Our finance costs increased marginally by 5.67% from ₹ 7.05 million in Fiscal 2020 to ₹ 7.45 million in Fiscal 2021 primarily due to incurrence of lease expense of ₹ 1.20 million in Fiscal 2021 for our corporate office premises, which was not incurred in Fiscal 2020, which was partially offset by a reduction in interest on loans from ₹ 3.16 million to ₹ 2.32 million on account of lower utilisation of loan facilities.

Depreciation and amortisation expenses

Depreciation and amortisation expenses decreased by 2.14% from ₹ 15.88 million in Fiscal 2020 to ₹ 15.54 million in Fiscal 2021 primarily on account of decrease in depreciation on tangible assets from ₹ 15.78 million in Fiscal 2020 to ₹ 12.62 million in Fiscal 2021 which was partially offset by depreciation on 'right to use assets' (i.e., lease expenses) which increased from nil in Fiscal 2020 to ₹ 1.54 million in Fiscal 2021.

Other expenses

Our other expenses increased by 30.51% from ₹ 44.68 million in Fiscal 2020 to ₹ 58.31 million in Fiscal 2021 primarily due to an increase in information technology expenses, legal and professional fees, and CSR expenses, which increased from ₹ 9.39 million to ₹ 21.15 million, ₹ 3.81 million to ₹ 10.83 million and ₹ 3.85 million to ₹ 6.01 million, respectively, which was partially offset by a reduction in travelling and conveyance expenditure from ₹ 11.37 million to ₹ 3.96 million, and business promotion expenses from ₹ 8.47 million to ₹ 5.81 million, respectively.

Profit / (loss) before taxes

For the reasons discussed above, loss before tax stood at ₹ 2.01 million in Fiscal 2021 as compared to the profit before tax of ₹ 435.57 million in Fiscal 2020.

Tax expenses

Our total tax expenses decreased by ₹ 106.25 million to ₹ 12.49 million for Fiscal 2021 from ₹ 118.74 million for Fiscal 2020. Our current tax expense decreased to nil for Fiscal 2021 from ₹ 103.18 million for Fiscal 2020. Our deferred tax expenses decreased by ₹ 3.07 million to ₹ 12.49 million for Fiscal 2021 as compared to a charge of ₹ 15.56 million for Fiscal 2020.

Profit/(loss) for the year

For the reasons discussed above, our profit after tax for the year decreased from ₹ 316.83 million in Fiscal 2020 to loss after tax of ₹ 14.50 million in Fiscal 2021.

Liquidity and capital resources

As on March 31, 2022, we had a sum of ₹ 10.96 million in cash and cash equivalent comprising bank balance (current accounts) and cash in hand.

We fund our operations and capital requirements primarily through cash flows from operations. We expect that cash flow from operations will continue to be our principal sources of cash in the long term. Further, our business is asset light in nature and requires lesser amount of capital expenditure on an yearly basis. We evaluate our funding requirements periodically in light of our net cash flow from operating activities.

CASH FLOWS

The following table sets forth certain information in relation to our cash flows with respect to operating activities, investing activities and financing activities for the Fiscal 2022, Fiscal 2021 and Fiscal 2020:

(₹ in million)

Particulars	Fiscal		
	2022	2021	2020
Net cash generated from (used in) operating activities (A)	(121.36)	62.55	224.38
Net cash generated from (used in) investing activities (B)	58.74	(268.54)	2.59
Net cash generated from (used in) financing activities (C)	(26.42)	(15.36)	7.00
Net increase / (decrease) in cash and cash equivalent (A+B+C)	(89.04)	(221.34)	233.97

Net cash generated from (used in) operating activities

Fiscal 2022

Net cash flow used in operating activities in Fiscal 2022 was ₹ 121.36 million. While our profit before tax was ₹ 204.76 million for Fiscal 2022, our operating profit before working capital changes stood at ₹ 240.86 million. This was primarily due to adjustments for depreciation / amortization expenses of ₹ 21.29 million, share based payment expense (ESOP) of ₹ 12.64 million, bad debts of ₹ 1.25 million and finance costs of ₹ 14.31 million. This was offset by interest income of ₹ 2.72 million and profit on disposal of investment of ₹ 10.62 million. Changes in working capital for Fiscal 2022 primarily consisted of increase in trade and other financial assets of ₹ 546.54 million, increase in trade and other financial liabilities of ₹ 391.58 million, and decrease in provisions and other payables of ₹ 91.65 million.

Fiscal 2021

Net cash flow generated from operating activities in Fiscal 2021 was ₹ 62.55 million. While our loss before tax was ₹ 2.01 million for the Fiscal 2021, our operating loss before working capital changes stood at ₹ 0.67 million. This was primarily due to adjustments for depreciation / amortization expenses of ₹ 15.54 million, write-off of assets of ₹ 1.41 million, finance costs of ₹ 7.31 million. This was adjusted by interest income received of ₹ 13.89 million and profit on disposal of investment of ₹ 9.06 million. Changes in working capital for Fiscal 2021 primarily consisted of decrease in trade and other financial assets of ₹ 287.04 million, decrease in trade and other financial liabilities of ₹ 279.19 million, and a decrease in other assets of ₹ 48.22 million.

Fiscal 2020

Our profit before tax for Fiscal 2020 was ₹ 435.57 million. Net cash flow generated from operating activities in Fiscal 2020 was ₹ 224.38 million and operating profit before working capital changes was ₹ 452.59 million. The changes in working capital were primarily due to an increase in trade and other financial liabilities by ₹ 140.06 million and provisions and other payables by ₹ 17.47 million and an increase in trade and other financial assets by ₹ 257.39 million.

Net cash generated from (used in) investing activities

Fiscal 2022

Net cash generated from investing activities was ₹ 58.74 million for Fiscal 2022, which primarily consisted of proceeds from sale of investment properties of ₹ 263.71 million and interest received of ₹ 2.72 million and was offset by purchase of property, plant and equipment and intangibles amounting to ₹ 72.97 million and investment in bank deposits of ₹ 134.72 million.

Fiscal 2021

Net cash used in investing activities for Fiscal 2021 was ₹ 268.54 million, which primarily consisted of purchase of property, plant, and equipment and intangibles of ₹ 359.04 million which was partially offset by proceeds from sale of investment property of ₹ 76.16 million and interest received of ₹ 13.89 million.

Fiscal 2020

Net cash generated from investing activities for Fiscal 2020 was ₹ 2.59 million, which primarily consisted of purchase of property, plant, and equipment and intangibles of ₹ 71.24 million which was offset by proceeds from maturity of fixed deposits of ₹ 70.06 million and interest received of ₹ 3.76 million.

Net cash generated from (used in) financing activities

Fiscal 2022

Net cash used in financing activities for Fiscal 2022 was ₹ 26.42 million, due to repayment of borrowings aggregating ₹ 7.44 million, finance cost of ₹ 7.17 million and payment of lease of ₹ 11.81 million

Fiscal 2021

Net cash used in financing activities for Fiscal 2021 was ₹ 15.36 million, due to repayment of borrowings aggregating ₹ 10.72 million, finance cost of ₹ 2.68 million and payment of lease of ₹ 1.96 million.

Fiscal 2020

Net cash generated from financing activities for Fiscal 2020 was ₹ 7.00 million, due to increase in borrowings of ₹ 10.49 million offset by finance cost paid of ₹ 3.49 million.

FINANCIAL INDEBTEDNESS

As of March 31, 2022, we had total fund-based borrowings of ₹ 12.75 million in the ordinary course of business and had no non-fund-based borrowings.

CONTINGENT LIABILITIES

Contingent liabilities and commitments

Nil

Contractual obligations

The following table sets forth certain information relating to future payments due known as contractual obligations as at March 31, 2022:

(₹ in million)

Particulars	Within 1 year	Above 1 year but less than 5 years	Above 5 years	Total
As at March 31, 2022				
Borrowings	2.53	10.22	-	12.75
Other Financial Liabilities	14.01	-	-	14.01
Trade payables	713.07	-	-	713.07
Leases	12.10	56.68	28.63	97.41

Particulars	Within 1 year	Above 1 year but less than 5 years	Above 5 years	Total
Total	741.71	66.90	28.63	837.24

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

Related Party Transactions

We have engaged in the past, and may engage in the future, in transactions with related parties, including with our Promoters and Key Management Personnel on an arm's length basis. Such transactions could be for sales professional fees, salary etc. For further details of our related party transactions, see 'see "Restated Consolidated Financial Statements - Note 39: Related party Transactions in accordance with Indian Accounting Standard (IND AS)-24" on page 237.

Summary of reservations or qualifications or matters of emphasis or adverse remarks of auditors

Our Restated Consolidated Financial Statements do not contain any qualifications or reservations by our Statutory Auditor in their audit report relating to the respective period. Our Restated Consolidated Financial Statements contains qualitative matters of emphasis by our Statutory Auditor in their audit report for Fiscal 2020 and Fiscal 2021, as set out below:

Fiscal	Matters of emphasis
Fiscal 2021	<i>The outbreak of coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. The group's operations were impacted due to restrictions on travel and hotel accommodation during the nationwide lockdown. As a result of lockdown, the volumes for the year ended March 31, 2021 have been impacted. Further, the group has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of property, plant and equipment, receivables, and other assets. In developing the assumptions relating to the possible future uncertainties in the global economic condition because of the pandemic, the group, as at the date of the approval of this consolidated financial statements has used internal and external sources on the expected future performance of the group. Based on current indicators of future conditions, the group expects the carrying amount of these will be recovered and sufficient liquidity is available to fund the business operations. Given the uncertainty because of COVID-19, the final impact on the group's assets in future may differ from the estimated as at the date of approval of consolidated financial information.</i>
Fiscal 2020	<i>The outbreak of coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. The group's operations were impacted due to restrictions on travel and hotel accommodation during the nationwide lockdown. As a result of lockdown, the volumes for the year ended March 31, 2020 have been impacted. Further, the group has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of property, plant and equipment, receivables, and other assets. In developing the assumptions relating to the possible future uncertainties in the global economic condition because of the pandemic, the group, as at the date of the approval of this consolidated financial information has used internal and external sources on the expected future performance of the group. Based on current indicators of future conditions, the group expects the carrying amount of these will be recovered and sufficient liquidity is available to fund the business operations. Given the uncertainty because of COVID-19, the final impact on the group's assets in future may differ from the estimated as at the date of approval of consolidated financial statements.</i>

Change in accounting policies

Other than as disclosed in the 'Restated Consolidated Financial Statements' on page 189, there have been no changes in accounting policies in the last three Fiscals.

Quantitative and Qualitative Disclosures About Market Risk

Market risk is the risk that the fair value of the future cash flows of the financial instruments will fluctuate because of changes in the prices of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market risk sensitive instruments. We are exposed to credit risk, liquidity risk, foreign exchange risk, and interest rate risk in the normal course of our business. The following discussion and analysis, which constitutes 'forward-looking statements' involves risk and uncertainties and summarises our exposure to key market risks.

Credit risk

Credit risk is the risk that a counter-party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Our Company is exposed to credit risk from our operating activities (primarily trade receivables) including deposits with banks, and foreign exchange transactions. Trade receivables are typically unsecured. Credit risk is managed by our Company through continuously monitoring the creditworthiness of the Clients to which our Company grants credit terms in the normal course of business. The vast majority of our revenue is derived from the Card Networks and Card Issuers. Our Company also has a practice of obtaining confirmation on service provided from most of its Clients before invoicing, and hence risk of subsequent non-collection is negligible. Credit risk on cash and cash equivalents is limited as we generally transact with scheduled commercial banks.

Liquidity risk

Liquidity risk is the risk that our Company may encounter difficulties in meeting its present and future obligations associated with financial liabilities that are settled by delivering cash or other financial assets without incurring unacceptable losses. Our Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. Our Company closely monitors our liquidity position and deploys a cash management system as well as maintains adequate sources of financing including loans from banks at an optimised cost.

Foreign exchange risk

Foreign currency risk is the risk impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates. The fluctuation in foreign currency exchange rates may have a potential impact on our statement of profit or loss, where any transaction references more than one currency or where assets/ liabilities are denominated in a currency other than the functional currency of our Company. While our Company undertakes some transactions denominated in foreign currencies and, as a result, is exposed to exchange rate fluctuations, our Company has limited exposure to foreign currency fluctuations. The exchange rate between the Rupee and the U.S. Dollar has changed substantially in recent years and may continue to fluctuate significantly in the future. Adverse movements in foreign exchange rates may adversely affect our results of operations and financial condition.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Our Company's exposure to the risk of changes in market interest rates relates to our Company's borrowings with floating interest rates. Our Company has term loans secured against property at a variable interest rate while the long-term borrowings, in the nature of vehicle loans, are at a fixed interest rate, and the extent of such borrowings are less than 2% of the net worth of our Company, as at March 31, 2022. Hence our Company does not face any significant market risk in relation to interest rate volatility. Term loans secured against property, as at March 31, 2022, to the extent of ₹ 11.64 million are variable rate borrowings, subject to periodic interest rate revision. Our Company manages its working capital limit utilisation judiciously to minimise interest outgo.

Competitive Conditions

We operate in a competitive environment. For further information, see *Risk Factors*, *Industry Overview*, *Our Business – Competition* on pages 26, 90 and 150, respectively.

Seasonality / Cyclicity of business

Our Company's business is not subject to seasonal changes.

Unusual or infrequent events or transaction

Except as set out in this Red Herring Prospectus, there have been, to our knowledge, no unusual or infrequent events or transactions that have in the past, or may in the future, affect our business operations or future financial performance.

Segment Reporting

Our business activity primarily falls within a single business segment, i.e., lounge access services in India, accordingly, we do not follow any segment reporting.

Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices

Not applicable.

Total turnover of each major industry segment in which our Company operated

Our Company operates only in the air travel industry and our entire revenue from operations is generated from the air travel industry.

Significant dependence on a single or few suppliers or customers

While revenue from any particular customer may vary between financial reporting periods depending on the nature and term of on-going contracts, historically, we have been dependent on a select group of Clients for majority of our revenue. During Fiscal 2022, Fiscal 2021 and Fiscal 2020, sales to our top 5 Clients contributed 81.85%, 85.98% and 86.97% respectively, of our total restated consolidated revenue from operations.

Significant economic changes that materially affect or are likely to affect income from continuing operations

Our business has been subject, and we expect it to continue to be subject, to significant economic changes that materially affect or are likely to affect income from continuing operations identified above in above in this chapter. For further details see '*Risk Factors*' and '*Industry Overview*', on pages 26 and 90, respectively. In particular, we derive a significant part of our revenue from operations from the travel industry, and, consequently, any significant change affecting that industry would have an impact on us.

Known Trends or Uncertainties

Our business has been, and we expect will continue to be, subject to significant economic changes arising by the trends identified above under '*Principal factors affecting our financial condition and results of operations*' and the uncertainties described in the section '*Risk Factors*' on page 26. To our knowledge, except as we have described in this Red Herring Prospectus, there are no known trends or uncertainties, that have or had or are expected to have a material adverse impact on our revenues from continuing operations.

Future Relationships between Costs and Income

Other than as described in '*Risk Factors*', '*Our Business*' and '*Management's Discussion and Analysis of Financial Condition and Results of Operations*' on pages 26, 130 and 247, respectively, to our knowledge, there are no known factors that may have a material adverse impact on our business, results of operations and financial condition.

New Services or Business Segments

Except as disclosed in this Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new services or business segments.

Significant Developments after March 31, 2022 that may affect our results of operations

There are no significant developments after the date of the last financial statements contained in this Red Herring Prospectus which materially and adversely affects, or is likely to affect, our operations or profitability, or the value of our assets, or our ability to pay our material liabilities within the next 12 months.

SECTION VII: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND OTHER MATERIAL DEVELOPMENTS

Except as stated in this section, there are no outstanding (a) criminal proceedings (including FIR) involving our Company, Directors, Promoters, Subsidiary or Group Companies; (b) actions by any statutory or regulatory authorities involving our Company, Directors, Promoters, or Subsidiary; (c) disciplinary action including penalty imposed by SEBI or stock exchanges against our Promoters in the last 5 Fiscals including outstanding action; (d) claim involving our Company, Directors, Promoters, or Subsidiary for any direct or indirect tax liabilities (disclosed in a consolidated manner giving the total number of claims and total amounts involved); and (e) other pending litigations involving our Company, Directors, Promoters or Subsidiary (other than proceedings covered under (i) to (iv) above) which have been determined to be material pursuant to the materiality policy approved by our Board in its meeting held on November 19, 2021 as superseded by our Board resolution dated July 13, 2022 (**Materiality Policy**) (as disclosed herein below).

In terms of the Materiality Policy, all outstanding litigation/ arbitration proceedings (other than those covered under (a) - (d) above) involving our Company, its Directors, its Promoters and its Subsidiary, shall be considered “material” and disclosed in the Offer Documents: (i) if the aggregate monetary amount of claim made by or against the entity or person in any such pending proceeding exceeds 1% of the profit after tax of our Company or 1% of the networth of our Company, whichever is lower, as per the latest completed fiscal year in the Restated Consolidated Financial Statements of the Company to be included in the Offer Documents; or (ii) where monetary liability is not determinable or quantifiable for any other outstanding proceeding, or which does not fulfil the financial threshold specified in (i) above, but the outcome of any such pending proceeding may have a material adverse effect on the business, operations, performance, prospects, position or reputation of our Company.

Pre-litigation notices received by the Company, its Directors, its Promoters, its Group Companies or its Subsidiary, from third parties (excluding notices from statutory, regulatory or tax authorities or notices threatening criminal action) shall not be evaluated for materiality until the Company, its Directors, its Promoters, its Group Companies or its Subsidiary, is impleaded in proceedings before any judicial/ arbitral forum.

Further, as per the requirements of SEBI ICDR Regulations, the Company shall also disclose such outstanding litigation involving the group companies which has a material impact (as determined by the Board) on the Company.

Except as stated in this section, there are no material outstanding dues to creditors of our Company. For this purpose, our Board, in its meeting held on November 19, 2021 as superseded by our Board resolution dated July 13, 2022 has considered and adopted the Materiality Policy for identification of material outstanding dues to creditors. In terms of our Materiality Policy, creditors of our Company to whom an amount having a monetary value exceeds 5% of the total consolidated trade payables of the Company are considered material. In addition, outstanding dues as on March 31, 2022, owed by our Company to micro, small and medium enterprises in terms of Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006 and creditors other than micro, small and medium enterprises and Material Creditors have been disclosed in this chapter.

Unless stated to the contrary, the information provided below is as of the date of this Red Herring Prospectus.

There are no outstanding litigation proceedings involving our Company, our Promoters, our Directors, our Subsidiary, and there are no pending litigation involving our Group Companies which has a material impact on our Company.

Outstanding dues to creditors

As of March 31, 2022, our Company had 70 creditors on a consolidated basis and the aggregate amount due by our Company to these creditors was ₹ 713.07 million, on a consolidated basis, as detailed below:

Types of Creditors	Number of Creditors	Amount involved (in ₹ million)
Micro, Small and Medium Enterprises	10	422.27
Other creditors	60	290.80
Total	70	713.07

Our Board, in its meeting held on November 19, 2021 as superseded by our Board resolution dated July 13, 2022 has considered and adopted the Materiality Policy for identification of material outstanding dues to creditors. In terms of our Materiality Policy, creditors of our Company to whom an amount having a monetary value exceeds 5% of the total consolidated trade payables of the Company are considered material (**Material Creditors**). Based on this criteria, details of outstanding dues owed to Material Creditors as on March 31, 2022 by our Company are set out below:

Particulars	Number of Creditors	Amount involved (in ₹ million)
Material Creditors	6	610.43

The details pertaining to outstanding dues to Material Creditors, along with the name and amount involved for each such Material Creditor, are available on the website of our Company at www.dreamfolks.in.

It is clarified that information provided on the website of our Company is not a part of this Red Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website, www.dreamfolks.in would be doing so at their own risk.

Material Developments since the date of the last Balance Sheet

Other than as disclosed in “*Management's Discussion and Analysis of Financial Condition and Results of Operations*” on page 247, there have not arisen, since the date of the last financial information disclosed in this Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability, the value of our assets, or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

Except as disclosed herein and in 'Risk Factors', on page 26 (in relation to material approvals which are required but not obtained or applied for by us) our Company has received the necessary material consents, licenses, permissions, registrations and approvals from the Government of India, various governmental agencies and other statutory and/ or regulatory authorities required for carrying out our present business activities. We have set out below an indicative list of material consents, licenses, permissions, and approvals from various governmental, statutory and regulatory authorities in India which are considered material and necessary for the purpose of undertaking our business activities. In view of these material approvals, we can undertake this Offer and our current business activities. Unless stated otherwise, our Company has obtained necessary approvals from the relevant government authorities with respect to our business activities and such approvals are valid as on the date of this Red Herring Prospectus.

In addition to these approvals which are material from the perspective of our business operations, we have also disclosed below (i) the approvals applied for, including renewal applications made, but not received; and (ii) the approvals for which applications are yet to be made by our Company.

The material approvals, consents, licenses, registrations and permits obtained by our Company which enable us to undertake our current business activities, are set out below:

I. Approvals in relation to the Offer

For details of approvals and authorisations in relation to the Offer, see “*Other Regulatory and Statutory Disclosures*” on page 267.

II. Approvals in relation to incorporation of our Company.

For details in relation to the incorporation of our Company, see “*History and Certain Other Corporate Matters*” on page 154.

III. In Principle approvals from Stock Exchanges.

Our Company received in-principal approvals from BSE and NSE for listing of the Equity Shares pursuant to letters both dated February 22, 2022.

IV. Approvals in relation to our Company’s business operations:

- i. Our Company is required to obtain various registrations and approvals in relation to our business. The registrations and approvals obtained by our Company in respect of our business operations include:

Labour Related Approvals

Sr. No.	Particulars	Issuing Authority	Reference No.	Date of Issue / Renewal	Expiry Date
1.	Allotment of code number under Employees State Insurance Act, 1948	Sub-Regional Office, Employees' State Insurance Corporation, Gurgaon	Code Number: 69000584120001099	October 15, 2016	Valid until cancelled
2.	Allotment of code number under Employees Provident Fund and Miscellaneous Provisions Act, 1952	Ministry of Labour and Employment	Code Number: GNGGN1531732	October 25, 2016	Valid until cancelled
3.	Registration Certificate under Punjab Shops and	Labour Department	PSA/REG/GGN/LI-GGN-4-10/0152461	March 05, 2021	Valid until cancelled

Sr. No.	Particulars	Issuing Authority	Reference No.	Date of Issue / Renewal	Expiry Date
	Commercial Establishments Act, 1958	Haryana			

Tax Related Approvals

Sr. No.	Particulars	Issuing Authority	Reference No.	Date of Issue / Renewal	Expiry Date
1.	Permanent Account Number (PAN)	Income Tax Department	AADCB4251C	December 20, 2021	Valid until cancelled
2.	Tax deduction and collection Account Number (TAN)	Income Tax Department	DELB12690G	December 29, 2021	Valid until cancelled

Our Company has obtained the necessary registrations under the central and state specific Goods and Services Tax Act, 2017, where required.

V. Approvals expired but not applied for by our Company

Nil

VI. Approvals required but not obtained or applied for by our Company

Nil

VII. Material approvals in relation to business operations of our Subsidiary

Nil

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorized by a resolution of our Board dated January 10, 2022.

The Draft Red Herring Prospectus was approved by the Board pursuant to its resolution passed on January 21, 2022, and this Red Herring Prospectus has been approved by our Board pursuant to its resolution passed on August 17, 2022.

Each of the Selling Shareholders have, authorized and confirmed the inclusion of their respective portion of the Offered Shares as part of the Offer for Sale, as set out below:

Name of the Selling Shareholder	Number of Offered Shares	Date of consent letter
Mukesh Yadav	6,531,200	August 16, 2022
Dinesh Nagpal	6,531,200	August 16, 2022
Liberatha Peter Kallat	4,179,968	August 16, 2022
Total	17,242,368	

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters both dated February 22, 2022.

Prohibition by SEBI or other Governmental Authorities

Our Company, our Promoters, members of our Promoter Group, our Directors and the Selling Shareholders are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

None of the companies with which our Promoters or Directors are associated with as promoters, directors or persons in control have been debarred from accessing capital markets under any order or direction passed by SEBI or any other authorities.

Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Promoters, members of our Promoter Group and the Selling Shareholders are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Red Herring Prospectus.

Directors associated with the Securities Market

None of our Directors are associated with securities market related business, in any manner. There are no outstanding action(s) initiated by SEBI against the Directors of our Company in the 5 years preceding the date of this Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 6(2) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

“An issuer not satisfying the condition stipulated in sub-regulation (1) shall be eligible to make an initial public offer only if the issue is made through the book-building process and the issuer undertakes to allot at least seventy five per cent. of the net offer to qualified institutional buyers and to refund the full subscription money if it fails to do so.”

We are an unlisted company not complying with the conditions specified in Regulation 6(1) of the SEBI ICDR Regulations and are, therefore, required to meet the conditions detailed in Regulation 6(2) of the SEBI ICDR Regulations.

We undertake to comply with Regulation 6(2) of the SEBI ICDR Regulations. Accordingly, our Company is required to Allot not less than 75% of the Offer to QIBs and in the event that we fail to do so, the Bid Amounts received by our Company shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations and other applicable laws.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees in the Offer shall be not less than 1,000.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Offer in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 5 of the SEBI ICDR Regulations are as follows:

1. None of our Company, our Promoters, members of our Promoter Group, our Directors or the Selling Shareholders are debarred from accessing the capital markets by SEBI.
2. None of our Promoters or Directors are promoters or directors of companies which are debarred from accessing the capital markets by SEBI.
3. None of our Company, our Promoters or Directors have been categorized as a Wilful Defaulter or a Fraudulent Borrower (as defined in the SEBI ICDR Regulations).
4. None of our Promoters or Directors has been declared a fugitive economic offender in accordance with the Fugitive Economic Offenders Act, 2018.
5. Except for options granted under the ESOP Plan disclosed in “*Capital Structure*” on page 66, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares, as on the date of this Red Herring Prospectus.

Each Selling Shareholder confirms that it is in compliance with Regulations 8 and 8A of the SEBI ICDR Regulations.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BRLMs, EQUIRUS CAPITAL PRIVATE LIMITED AND MOTILAL OSWAL INVESTMENT ADVISORS LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BRLMs ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS

RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLMs HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED JANUARY 21, 2022, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V (A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, AS AMENDED OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BRLMs, ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to this Offer will be complied with at the time of filing of this Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act. All legal requirements pertaining to the Offer will be complied with at the time of filing the Prospectus with the RoC in terms of Sections 26 and 30 of the Companies Act.

DISCLAIMER CLAUSE OF THE SELLING SHAREHOLDERS

THE SELLING SHAREHOLDERS WILL BE SEVERALLY RESPONSIBLE FOR THE RESPECTIVE STATEMENTS CONFIRMED OR UNDERTAKEN BY IT IN THIS RED HERRING PROSPECTUS IN RELATION TO ITSELF AND ITS RESPECTIVE PORTION OF THE OFFERED SHARES.

Disclaimer from our Company, our Directors, the Selling Shareholders and the BRLMs

Our Company, our Directors, the Selling Shareholders and the BRLMs accept no responsibility for statements made otherwise than in this Red Herring 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 website, www.dreamfolks.in, or any website of any of the members of our Promoter Group, Group Companies or any affiliate of our Company, would be doing so at his or her own risk. Each Selling Shareholder and their respective affiliates and associates accept/undertake no responsibility for any statements made or undertakings provided other than those specifically undertaken or confirmed by such Selling Shareholder, and only in relation to themselves and/or to the respective Offered Shares.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement.

All information shall be made available by our Company, the Selling Shareholders (to the extent of themselves and their Offered Shares) and the BRLMs to the Bidders and public at large and no selective or additional information would be made available for a section of investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding Centres or elsewhere.

Neither the delivery of this Red Herring Prospectus, nor any offer or sale hereunder, shall, under any circumstances, create any implication that there has been no change in our affairs or in the affairs of the Selling Shareholders from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The BRLMs and their associates may engage in transactions with, and perform services for our Company, the Selling Shareholders and their respective affiliates or associates in the ordinary course of business, and have engaged, or may in the future engage in commercial banking and investment banking transactions with our Company or the Selling Shareholders or their respective affiliates or associates for which they have received, and may in future receive compensation.

Bidders will be required to confirm, and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible

under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares, and will not offer, sell, pledge or transfer the Equity Shares acquired in the Offer to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholders and the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

Disclaimer in respect of jurisdiction

Any dispute arising out of this Offer shall be subject to the jurisdiction of appropriate court(s) in New Delhi, India only.

Eligibility and Transfer Restrictions

This Offer is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in equity shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from the RBI), trusts under the applicable trust laws and who are authorized under their respective constitutions to hold and invest in equity shares, public financial institutions as specified under Section 2(72) of the Companies Act 2013, venture capital funds, permitted insurance companies and pension funds, permitted non-residents including Eligible NRIs, AIFs, FPIs registered with SEBI and QIBs.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law.

Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to this Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises this Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India. **No person outside India is eligible to bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.**

The Equity Shares offered in the Offer have not been and will not be registered, listed or otherwise qualified in any jurisdiction except India and may not be offered or sold to persons outside of India except in compliance with the applicable laws of each such jurisdiction. In particular, the Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended (**U.S. Securities Act**), or the securities laws of any state of the United States and may not be offered or sold in the United States (as defined in Regulation S under the U.S. Securities Act (**Regulation S**)) 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. The Equity Shares are being offered and sold only outside the United States in “offshore transactions” as defined in and in reliance on Regulation S.

Until the expiry of 40 days after the commencement of the Offer, an offer or sale of the Equity Shares within the United States by a dealer (whether or not it is participating in the Offer) may violate the registration requirements of the U.S. Securities Act, unless made pursuant to available exemptions from the registration requirements of the U.S. Securities Act and in accordance with applicable securities laws of any state of the United States.

Each purchaser of the Equity Shares in the Offer who does not receive a copy of the preliminary offering memorandum for the Offer shall be deemed to:

- Represent and warrant to our Company, the Selling Shareholders and members of the Syndicate that its Bid did not exceed investment limits or the maximum number of Equity Shares that can be held by it under applicable law.

- Acknowledge that the Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or the laws of any state of the United States and are being offered and sold to it in reliance on Regulation S.
- Represent and warrant to our Company, Selling Shareholders and the members of the Syndicate that it was outside the United States (as defined in Regulation S) at the time the offer of the Equity Shares offered in the Offer was made to it and it was outside the United States (as defined in Regulation S) when its buy order for the Equity Shares offered in the Offer was originated.
- Represent and warrant to our Company, the Selling Shareholders and the members of the Syndicate that it did not purchase the Equity Shares offered in the Offer as result of any “directed selling efforts” (as defined in Regulation S).
- Represent and warrant to our Company, the Selling Shareholders and the members of the Syndicate that it bought the Equity Shares for investment purposes and not with a view to the distribution thereof. If in the future it decides to offer, resell, pledge or otherwise transfer any of the Equity Shares offered in the Offer, it agrees that it will not offer, sell, pledge or otherwise transfer any of the Equity Shares except in a transaction complying with Rule 903 or Rule 904 of Regulation S or pursuant to any other available exemption from registration requirements under the U.S. Securities Act and in accordance with all applicable securities laws of the states of the United States and any other jurisdiction, including India.
- Agree to indemnify and hold our Company, the Selling Shareholders and the members of the Syndicate harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Equity Shares purchased in the Offer.
- Represent and warrant to our Company, the Selling Shareholders and the members of the Syndicate that if it acquired any of the Equity Shares offered in the Offer as fiduciary or agent for one or more investor account(s), it has sole investment discretion with respect to each such account and that it has full power to make the foregoing representations, warranties, acknowledgements and agreements on behalf of each such account.
- Represents and warrant to our Company, Selling Shareholders and the members of the Syndicate that if it acquired any of the Equity Shares offered in the Offer for one or more managed account(s), that it was authorized in writing by each such managed account to subscribe to the Equity Shares offered in the Offer for each managed account and to make (and it hereby makes) the representations, warranties, acknowledgements and agreements herein for and on behalf of each such account, reading the reference to “it” to include such accounts.
- Acknowledge that our Company, Selling Shareholders, the members of the Syndicate and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements.

Disclaimer clause of BSE

As required, a copy of the Draft Red Herring Prospectus was submitted to the BSE. The disclaimer clause as intimated by the BSE to us is set out below:

“BSE Limited (“the Exchange”) has given vide its letter dated February 22, 2022 permission to this Company to use the Exchange’s name in this offer document as one of the stock exchanges on which this company’s securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner: -

- a. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or*
- b. warrant that this Company’s securities will be listed or will continue to be listed on the Exchange; or*
- c. take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;*

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever”.

Disclaimer clause of NSE

As required, a copy of the Draft Red Herring Prospectus was submitted to the NSE. The disclaimer clause as intimated by the NSE to us is set out below:

“As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/1506 dated February 22, 2022, permission to the Issuer to use the Exchange’s name in this Offer Document as one of the Stock Exchanges on which this Issuer’s securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer’s securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.”

Listing

The Equity Shares offered through this Red Herring Prospectus are proposed to be listed on the Stock Exchanges. BSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Offer. Application will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares being offered and sold in the Offer.

If the permission to deal in the Equity Shares is not granted by either BSE or NSE, our Company will forthwith repay, without interest, all monies received from the Bidders in pursuance of this Red Herring Prospectus and each of the Selling Shareholders will be liable to reimburse our Company for such repayment of monies, on its behalf, with respect to its respective portion of the Offered Shares. If such money is not repaid within the prescribed time, then our Company, the Selling Shareholders and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law.

Consents

Consents in writing of the Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, our Chief Financial Officer, legal counsel to our Company as to Indian Law, legal counsel to the BRLMs as to Indian Law, the Bankers to our Company, Statutory Auditors, the Registrar to the Offer and Frost & Sullivan have been obtained; and the consents in writing of the Syndicate Members, Escrow Collection Bank, Public Offer Account Bank, Refund Bank, and Sponsor Bank to act in their respective capacities, will be obtained. Further, such consents have not be withdrawn up to the time of filing of this Red Herring Prospectus with RoC.

Expert opinion

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

Our Company has received written consent from our Statutory Auditors to include their name in this Red Herring Prospectus as an “expert” as defined under Section 2(38) read with Section 26 of the Companies Act 2013 to the extent and in their capacity as the statutory auditor of our Company and in respect of their examination report on our Restated Consolidated Financial Statements dated July 13, 2022 and in respect of the statement of special tax benefits dated August 16, 2022.

Such consent has not been withdrawn as of the date of this Red Herring Prospectus.

Particulars regarding public or rights issues undertaken by our Company during the last 5 years

There have been no public issues or rights issues undertaken by our Company during the 5 years immediately preceding the date of this Red Herring Prospectus.

Commission or brokerage on previous issues during the last 5 years

Since this is the initial public offering of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure public subscription for any of our Equity Shares in the 5 years preceding the date of this Red Herring Prospectus.

Capital Issues in the preceding 3 years

Except as disclosed in “*Capital Structure*” on page 66, our Company has not made any capital issues during the 3 years immediately preceding the date of this Red Herring Prospectus.

The securities of none of our Subsidiary or Group Companies are listed on any stock exchange. Accordingly, none of our Group Companies have made any capital issues during the 3 years immediately preceding the date of this Red Herring Prospectus.

Performance *vis-à-vis* objects - Public/ rights issue of our Company

Our Company has not undertaken any public issue or rights issue in the 5 years immediately preceding the date of this Red Herring Prospectus.

Performance *vis-à-vis* objects: Public/ rights issue of the listed subsidiaries and listed promoters

As of the date of this Red Herring Prospectus, our Company does not have a listed subsidiary company or any corporate promoters.

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

One of our Promoters i.e. Liberatha Peter Kallat is estranged from her sibling Abdul Matheen (formerly known as Theodore Kallat) and details pertaining to the said sibling has not been disclosed in this Red Herring Prospectus. We have through letter bearing reference number SEBI/HO/CFD/DIL1/P/OW/2022/19528/1 dated May 9, 2022 received an exemption from SEBI from disclosing details of the said individual and related entities in terms of the definition of promoter group specified in Regulation 2(1)(pp) of the SEBI ICDR Regulations, in this Red Herring Prospectus and the Prospectus.

Price information of past issues handled by the BRLMs

A. Equirus Capital Private Limited

Price information of past issues handled by Equirus Capital Private Limited (during the current Fiscal and two Fiscals preceding the current Fiscal):

Sr. No.	Issue Name	Issue Size (₹ million)	Issue Price (₹)	Listing Date	Opening Price on listing date (₹)	+/- % change in closing price, [+/- % change in closing benchmark]-30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-180th calendar days from listing
1.	Antony Waste Handling Cell Limited [#]	2,999.85	315.00	January 01, 2021	430.00	-10.14% [-3.31%]	-22.57% [+3.43%]	+2.22% [+9.78%]
2.	G R Infraprojects Limited [#]	9,623.34	837.00 ¹	July 19, 2021	1,700.00	+90.61% [+6.16%]	+138.67% [+16.65%]	+132.16% [+16.50%]
3.	Rolex Rings Limited ^s	7,310.00	900.00	August 9, 2021	1,250.00	+22.28% [+6.79%]	+31.50% [+10.20%]	+45.24% [+7.74%]
4.	Krsnaa Diagnostics Limited ^s	12,133.35	954.00 ²	August 16, 2021	1,005.55	-9.42% [+4.93%]	-27.73% [+9.30%]	-32.63% [+4.90%]
5.	Anand Rathi Wealth Limited [#]	6,593.75	550.00 ³	December 14, 2021	602.05	+12.38% [+5.22%]	+4.46% [-4.42%]	+19.55% [-6.56%]
6.	Metro Brands Limited [#]	13,675.05	500.00	December 22, 2021	436.00	+21.77% [+4.45%]	+14.57% [+0.64%]	+7.93% [-9.78%]
7.	Prudent Corporate Advisory Services Limited [#]	4,282.84	630.00 ⁴	May 20, 2022	660.00	-20.71% [-5.46%]	N.A.	N.A.

Source: www.bseindia.com and www.nseindia.com for price information and prospectus/basis of allotment for issue details.

Notes:

1. A discount of ₹ 42 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion of G R Infraprojects Limited IPO
2. A discount of ₹ 93 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion of Krsnaa Diagnostics Limited IPO
3. A discount of ₹ 25 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion of Anand Rathi Wealth Limited IPO
4. A discount of ₹ 59 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion of Prudent Corporate Advisory Services Limited IPO

5. Price on Designated Stock Exchange of the respective Issuer is considered for all of the above calculations.
6. In the event any day falls on a holiday, the price/index of the immediately preceding trading day has been considered.
7. N.A. (Not Applicable) – Period not completed.
- # The S&P BSE SENSEX is considered as the Benchmark Index
- \$ The S&P CNX NIFTY is considered as the Benchmark Index.

Summary statement of price information of past public issues handled by Equirus Capital Private Limited:

Financial Year	Total no. of IPOs	Total funds raised (₹ million)	Nos. of IPOs trading at discount as on 30th calendar day from listing date			Nos. of IPOs trading at premium as on 30th calendar day from listing date			Nos. of IPOs trading at discount as on 180th calendar day from listing date			Nos. of IPOs trading at premium as on 180th calendar day 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*	1	4,282.84	-	-	1	-	-	-	-	-	-	-	-	-
2021-2022	5	49,335.49	-	-	1	1	-	3	-	1	-	1	1	2
2020 -2021	1	2,999.85	-	-	1	-	-	-	-	-	-	-	-	1

* The information is as on the date of this Red Herring Prospectus.

The information for each of the financial years is based on issues listed during such financial year.

B. Motilal Oswal Investment Advisors Limited

Price information of past issues handled by Motilal Oswal Investment Advisors Limited (during the current Fiscal and two Fiscals preceding the current Fiscal):

Sr. No.	Issue name	Designated Stock Exchange	Issue size (₹ in million)	Issue Price (in ₹)	Listing date	Opening price on listing date (in ₹)	+/- % 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.	GR Infraprojects Limited ⁴	BSE	9,623.34	837	July 19, 2021	1,700.00	+90.61%, [+6.16%]	+138.67%, [+16.65%]	+132.16%, [+16.50%]
2.	Devyani International Limited	NSE	18,380.00	90	August 16, 2021	140.90	+32.83%, [+4.93%]	+78.39%, [+9.30%]	+97.17%, [+4.90%]
3.	Aditya Birla Sun Life AMC Limited	NSE	27,682.56	712	October, 11, 2021	715.00	-11.36%,	-23.85%,	-25.65%,

Sr. No.	Issue name	Designated Stock Exchange	Issue size (₹ in million)	Issue Price (in ₹)	Listing date	Opening price on listing date (in ₹)	+/- % 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
							[+0.55%]	[-0.74%]	[-0.90%]
4.	Metro Brands Limited	BSE	13,675.05	500	December 22, 2021	436.00	+21.77%, [+4.45%]	+14.57%, [+0.64%]	+7.93% [-9.78%]

Source: Information has been taken from (nseindia.com, bseindia.com) as per respective Designated Stock Exchange of the above Issuer Companies, as applicable.

Notes:

1. The S&P CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index, depending upon the Designated Stock Exchange
2. Price is taken from NSE or BSE, depending upon Designated Stock Exchange for the above calculations.
3. The 30th, 90th and 180th calendar day computation includes the listing day. If either of the 30th, 90th or 180th calendar days is a trading holiday, the previous trading day is considered for the computation. We have taken the issue price to calculate the % change in closing price as on 30th, 90th and 180th day. We have taken the closing price of the applicable benchmark index as on the listing day to calculate the % change in closing price of the benchmark as on 30th, 90th and 180th day.
4. Discount of ₹42.00 per Equity Share was offered to eligible employees bidding in the Employee Reservation Portion.

Summary statement of price information of past issues handled by Motilal Oswal Investment Advisors Limited:

Financial Year	Total no. of IPOs [#]	Total amount of funds raised (₹ in million)	No. of IPOs trading at discount as on 30 th calendar day from listing date			No. of IPOs trading at premium as on 30 th calendar day from listing date			No. of IPOs trading at discount as on 180 th calendar day from listing date			No. of IPOs trading at premium as on 180 th calendar day 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%
2022-23	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2021-22*	4	69,360.95	-	-	1	1	1	1	-	1	-	2	-	1
2020-21	-	-	-	-	-	-	-	-	-	-	-	-	-	-

* The information is as on the date of the Offer document.

The information for each of the financial years is based on issues listed during such financial year.

Data for number of IPOs trading at premium/discount taken at closing price on NSE or BSE on the respective date, depending upon the Designated Stock Exchange.

Website track record of past issues handled by the BRLMs

For details regarding the track record of the BRLMs, as specified in Circular reference bearing number CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, see the websites of the BRLMs as set forth in the table below:

Sr No.	Name of the BRLM	Website
1.	Equirus Capital Private Limited	www.equirus.com
2.	Motilal Oswal Investment Advisors Limited	www.motilaloswalgroup.com

Stock market data of the Equity Shares

As the Offer is the initial public offering of the Equity Shares, the Equity Shares are not listed on any stock exchange as on the date of this Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for redressal of Investor Grievances

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a minimum period of 8 years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, in order to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

Bidders can contact the Company Secretary and Compliance Officer and/or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, Bidders may also write to the BRLMs or the Registrar to the Offer, in the manner provided below.

All grievances related to the Offer, other than of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, UPI ID, PAN, date of submission of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder and ASBA Account number (for Bidders other than UPI Bidders using the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or the UPI ID in case of UPI Bidder using the UPI Mechanism. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

Our Company has obtained authentication on the SCORES in compliance 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 dated October 14, 2021 (SEBI/HO/OIAE/IGRD/CIR/P/2021/642) and any amendment thereto, in relation to redressal of investor grievances through SCORES.

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 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 2022, and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within 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.

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications.	₹100 per day or 15% per annum of the Bid Amount, whichever is higher.	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock.

Scenario	Compensation amount	Compensation period
Blocking of multiple amounts for the same Bid made through the UPI Mechanism.	a. Instantly revoke the blocked funds other than the original application amount; and b. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher.	From the date on which multiple amounts were blocked till the date of actual unblock.
Blocking more amount than the Bid Amount.	a. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and b. ₹100 per day or 15% per annum of the difference amount, whichever is higher.	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock.
Delayed unblock for non – Allotted / partially Allotted applications.	₹100 per day or 15% per annum of the Bid Amount, whichever is higher.	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock.

All grievances relating to Bids submitted with the Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Offer. Further, Bidders shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries in addition to the information mentioned hereinabove.

Our Company has not received any investor complaint during the 3 years preceding the date of this Red Herring Prospectus. There are no investor complaints in relation to our Company pending as on the date of this Red Herring Prospectus. Our Group Companies are not listed on any stock exchange.

Disposal of investor grievances by our Company

Our Company estimates that the average time required by our Company and/or the Registrar to the Offer for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Rangoli Aggarwal, as our Company Secretary and Compliance Officer and she may be contacted in case of any pre-Offer or post-Offer related problems at the following address:

501, Tower 2, Fifth Floor,
Worldmark, Sector-65,
Gurugram – 122 018,
Haryana, India.
Telephone: +91 0124 4037 306
E-mail: rangoli@dreamfolks.in

For further information, see “*General Information-Company Secretary and Compliance Officer*” on page 58.

Further, our Board has constituted the Stakeholders’ Relationship Committee which is responsible for redressal of grievances of the security holders of our Company. For further information, see “*Our Management – Committees of Our Board*” on page 169.

Disposal of investor grievances by listed Group Companies and Subsidiary

As on the date of this Red Herring Prospectus, our Group Companies and Subsidiary are not listed on any stock exchange, and, therefore, there are no investor complaints pending against them. Further, as on the date of this Red Herring Prospectus, our Company does not have a listed subsidiary.

Other confirmations

No person connected with the Offer shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Offer, except for fees or commission for services rendered in relation to the Offer.

SECTION VIII: OFFER RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered and Allotted in the Offer will be subject to the provisions of the Companies Act 2013, the SEBI ICDR Regulations, the SCRA, the SCRR, the Memorandum of Association, the Articles of Association, the SEBI Listing Regulations, the terms of this Red Herring Prospectus and the Prospectus, the Bid-cum-Application Form, the Revision Form, the CAN, the Abridged Prospectus and other terms and conditions as maybe incorporated in the Allotment Advice and other documents and certificates that may be executed in respect of the Offer. The Equity Shares will also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to Offer for Sale and listing and trading of securities, issued from time to time, by the SEBI, GoI, Stock Exchanges, the RoC, the RBI and/or other authorities to the extent applicable or such other conditions as may be prescribed by such governmental and/or regulatory authority while granting approval for the Offer.

The Offer

The Offer is through an Offer for Sale by the Selling Shareholders. Expenses for the Offer shall be shared amongst our Company and the Selling Shareholders in the manner specified in “*Objects of the Offer - Offer Expenses*” on page 80.

Ranking of the Equity Shares

The Equity Shares being offered and Allotted in the Offer will be subject to the provisions of the Companies Act 2013, the Memorandum of Association and the Articles of Association and will rank *pari passu* in all respects with the existing Equity Shares of our Company, including in respect of dividends and other corporate benefits, if any, declared by our Company. The Allottees upon Allotment of Equity Shares under the Offer will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. For more information, see “*Main Provisions of the Articles of Association*” on page 310.

Mode of Payment of Dividend

Our Company will pay dividend, if declared, to our equity shareholders, as per the provisions of the Companies Act 2013, the SEBI Listing Regulations, the Memorandum of Association and the Articles of Association, and any guidelines or directives that may be issued by the GoI in this respect. Any dividends declared after the date of Allotment (including pursuant to the transfer of Equity Shares from the Offer for Sale) in this Offer will be received by the Allottees, for the entire year, in accordance with applicable law. For more information, see “*Dividend Policy*” and “*Main Provisions of the Articles of Association*” on pages 188 and 310, respectively.

Face Value and Offer Price

The face value of each Equity Share is ₹ 2, and the Offer Price is ₹ [●] per Equity Share. At any given point of time there will be only one denomination for the Equity Shares. The Floor Price of the Equity Shares is ₹ [●] per Equity Share and the Cap Price of the Equity Shares is ₹ [●] per Equity Share, being the Price Band. The Anchor Investor Offer Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot size in the Offer will be decided by our Company and Selling Shareholders, in consultation with the BRLMs and shall be published at least 2 Working Days prior to the Bid/Offer Opening Date, advertised in all editions of the Financial Express, an English language national daily with wide circulation and all editions of Jansatta, a Hindi language national daily with wide circulation (Hindi also being the regional language of New Delhi, where our Registered Office is located), and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid-cum-Application Forms available at the website of the Stock Exchanges. The Offer Price shall be determined by our Company and the Selling Shareholders in consultation with the BRLMs, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

Compliance with disclosure and accounting norms

Our Company shall comply with all the applicable disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws including any RBI rules and regulations, subject to foreign exchange regulations and other applicable laws; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, SEBI Listing Regulations, our Memorandum of Association and the 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/splitting, see “*Main Provisions of Articles of Association*” on page 310.

Joint Holders

Subject to the provisions contained in our Articles of Association, where 2 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.

Allotment of Equity Shares in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, 2 agreements have been signed among our Company, the respective Depositories, and the Registrar to the Offer:

- Tripartite Agreement dated November 17, 2021 between NSDL, our Company and Registrar to the Offer; and
- Tripartite Agreement dated November 22, 2021 between CDSL, our Company and Registrar to the Offer.

Marketing lot and Trading lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is 1 Equity Share. Allotment in this Offer will be only in electronic form in multiples of 1 Equity Share subject to a minimum Allotment of [●] Equity Shares. For the method of Basis of Allotment, see “*Offer Procedure*” on page 289.

Jurisdiction

Exclusive jurisdiction for the purpose of the Offer is with the competent courts/authorities in New Delhi, India.

Nomination facility to investors

The Sole Bidder, or the First Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of Sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest, in accordance with Section 72 of the Companies Act, 2013. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to

the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee, by the holder of the Equity Shares who has made the nomination, by giving a notice of such cancellation or variation to our Company in the prescribed form. A buyer will be entitled to make a fresh nomination/ cancel nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- a) to register himself or herself as the holder of the Equity Shares; or
- b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, 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 90 days, the Board may thereafter withhold payment of all dividends, interests, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized form, there is no requirement to make a separate nomination with our Company. Nominations registered with respective depository participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective depository participant.

Withdrawal of the Offer

Our Company and the Selling Shareholders in consultation with the BRLMs, reserve the right to not proceed with the Offer for Sale, in whole or in part thereof, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within 2 days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank (in case of UPI Bidders using the UPI Mechanism), to unblock the bank accounts of the ASBA Bidders and the Escrow Collection Bank to release the Bid Amounts to the Anchor Investors, within 1 Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which the Equity Shares are proposed to be listed. In terms of the UPI Circulars, in relation to the Offer, the BRLMs 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. Further, in case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding 4 Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum, whichever is higher for the entire duration of delay exceeding 4 Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in its sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

If our Company or the Selling Shareholders, in consultation with the BRLMs withdraw the Offer after the Bid/ Offer Closing Date and thereafter determine that they will proceed with public offering of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI and the Stock Exchanges. Notwithstanding the foregoing, this Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) filing of the Prospectus with the RoC.

Offer Programme

OFFER OPENS ON	WEDNESDAY, AUGUST 24, 2022*
OFFER CLOSES ON	FRIDAY, AUGUST 26, 2022

* Our Company and the Selling Shareholders in consultation with the BRLMs, may consider participation by Anchor Investors. The Anchor Investor Bidding Date will be 1 Working Day prior to the Bid/ Offer Opening Date in accordance with the SEBI ICDR Regulations.

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about Thursday, September 1, 2022
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about Friday, September 2, 2022
Credit of Equity Shares to demat accounts of Allottees	On or about Monday, September 5, 2022
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Tuesday, September 6, 2022

* In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding 4 Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated for such delay in unblocking in accordance with applicable law by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, 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 the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, in case of delays in resolving investor grievances in relation to blocking/unblocking of fund and the provisions shall also be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable.

The above timetable is indicative and does not constitute any obligation on our Company, the Selling Shareholders or the BRLMs.

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 Exchanges are taken within 6 Working Days of the Bid/Offer Closing Date or such period as may be prescribed, with reasonable support and co-operation of the Selling Shareholder, as may be required in respect of its Offered Shares, the timetable may change due to various factors, such as extension of the Bid/ Offer Period by our Company and the Selling Shareholders in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. 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. The Selling Shareholders confirm that they shall extend such reasonable support and co-operation in relation to the Offered Shares for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within 6 Working Days from the Bid/ Offer Closing Date or such other period as may be prescribed by SEBI.

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 Red Herring Prospectus may result in changes to the above mentioned timelines. Further, the offer procedure is subject to change to any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Except in relation to Anchor Investors, Bids and any revision in Bids will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Offer Period at the Bidding Centres, except that on the Offer Closing Date (which for QIBs may be a day prior to the Offer Closing Date for non-QIBs), Bids will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time). On the Offer Closing Date, the Bids shall be uploaded until:

- (i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- (ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Buyers.

On Offer Closing Date, extension of time will be granted by Stock Exchanges only for uploading Bids received by Retail Individual Bidders after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Offer Closing Date, Bidders are advised to submit their Bids 1 day prior to the Offer Closing Date. Any time mentioned in this Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under this Offer. Bids will be accepted only on Working Days.

Our Company, in consultation with the Selling Shareholders and the BRLMs, reserves the right to revise the Price Band during the Offer Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly, provided that the cap of the Price Band shall be at least 105% of the Floor Price. Floor Price shall not be less than the face value of the Equity Shares.

In case of revision in the Price Band, the Bid/Offer Period shall be extended for at least 3 additional Working Days after such revision, subject to the Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company and the Selling Shareholders in consultation with the BRLMs may, for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of 3 Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the website of the BRLMs and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries.

In case of discrepancy in data entered in the electronic book vis-à-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Minimum Subscription

As this is an offer for sale by the Selling Shareholders, the requirement of minimum subscription is not applicable to the Offer in accordance with the SEBI ICDR Regulations. However, if our Company does not make the minimum Allotment as specified under terms of the Rule 19(2)(b) of the SCRR, including devolvement of Underwriters, if any, within 60 days from the date of Bid/ Offer Closing Date our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI circular bearing no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021. If there is a delay beyond the prescribed time, the Selling Shareholders, to the extent applicable, and our Company shall pay interest prescribed under the applicable law. If there is a delay beyond 4 days after our Company becomes liable to pay the amount, our Company, the Selling Shareholders, to the extent applicable and every Director of our Company, who are officers in default, shall pay interest at the rate of 15% per annum.

Further, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000 in compliance with Regulation 49(1) of the SEBI ICDR Regulations failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, the Selling Shareholders, to the extent applicable and our Company shall be liable to pay interest on the application money in accordance with applicable laws. In case of an undersubscription in the Offer, the Equity Shares proposed for sale by each Selling Shareholder shall be in proportion to the Offered Shares by such Selling Shareholder.

The Selling Shareholders shall reimburse, severally and not jointly, and only to the extent of the Equity Shares offered by such Selling Shareholder in the Offer, any expenses and interest incurred by our Company on behalf of the Selling Shareholders for any delays in making refunds as required under the Companies Act and any other applicable law, provided that the Selling Shareholders shall not be responsible or liable for payment of such expenses or interest, unless such delay is solely and directly attributable to an act or omission of such Selling Shareholder in relation to his / her portion of the Offered Shares.

Arrangement for Disposal of Odd Lots

Since our Equity Shares will be traded in dematerialised form only and the market lot for our Equity Shares will be 1 Equity Share, no arrangements for disposal of odd lots are required.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Offer.

Restrictions on Transfer and Transmission of Equity Shares

Except for lock-in of the pre-Offer Equity Share capital of our Company, lock-in of the Promoters' minimum contribution, and the Anchor Investor lock-in Equity Shares as detailed in "*Capital Structure*" on page 76, and except as provided in the Articles of Association, there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on transmission of Equity Shares and on their consolidation/splitting, except as provided in the Articles of Association. For details, see "*Main Provisions of the Articles of Association*" on page 310.

Option to receive Equity Shares in Dematerialized Form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges.

Authority for the Offer

The Offer has been authorized by a resolution of our Board dated January 10, 2022. The Draft Red Herring Prospectus was approved by the Board pursuant to its resolution passed on January 21, 2022, and this Red Herring Prospectus has been approved by our Board pursuant to its resolution passed on August 17, 2022.

The Offer for Sale has been authorized by Liberatha Peter Kallat, Mukesh Yadav, Dinesh Nagpal (Selling Shareholders) by their respective consent letters dated August 16, 2022.

OFFER STRUCTURE

Offer through an Offer for Sale of up to 17,242,368 Equity Shares for cash at price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ [●] million by the Selling Shareholders. The Offer will constitute 33.00% of the post-Offer paid-up Equity Share capital of our Company. The Offer is being made through the Book Building Process.

The face value of Equity Shares is ₹ 2 each.

Particulars	QIBs ⁽¹⁾	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment/allocation ^{*(2)}	Not less than 12,931,777 Equity Shares.	Not more than 2,586,355 Equity Shares available for allocation or Offer less allocation to QIBs and Retail Individual Bidders.	Not more than 1,724,236 Equity Shares available for allocation or Offer less allocation to QIBs and Non - Institutional Bidders.
Percentage of Offer Size available for Allotment/allocation	Not less than 75% of the Offer will be allotted to QIBs. However, 5% of the QIB Portion (excluding the Anchor Investor Portion) will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance Net QIB Portion. Unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion.	Not more than 15% of the Offer or the Offer less allocation to QIBs and Retail Individual Bidders shall be available to Non-Institutional Investors out of which (a) one third of such portion shall be reserved for applicants with application size of more than ₹ 0.2 million and up to ₹ 1 million; and (b) two third of such portion shall be reserved for applicants with application size of more than ₹ 1 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors	Not more than 10% of the Offer or the Offer less allocation to QIBs and Non - Institutional Bidders.
Basis of Allotment/allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to 258,636 Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) 4,914,075 Equity Shares shall be allotted on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Our Company and the Selling Shareholders in consultation with the	Allotment to each Non-Institutional Investor shall not be less than ₹ 0.2 million, subject to the availability of Equity Shares in Non-Institutional Investors' category, and the remaining Equity Shares, if any, shall be Allotted on a proportionate basis, in accordance with SEBI ICDR Regulations.	Allotment to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be Allotted on a proportionate basis. For details, see "Offer Procedure" on page 289.

Particulars	QIBs ⁽¹⁾	Non-Institutional Bidders	Retail Individual Bidders
	BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price on a discretionary basis, out of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price.		
Minimum Bid	Such number of Equity Shares that the Bid Amount exceeds ₹ 200,000 and in multiples of [●] Equity Shares thereafter.	Such number of Equity Shares that the Bid Amount exceeds ₹ 200,000 and in multiples of [●] Equity Shares thereafter.	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the Offer Size, subject to applicable limits.	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the Offer Size excluding the QIB Portion, subject to applicable limits.	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 200,000.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Mode of allotment	Compulsory in dematerialised form		
Allotment Lot	Minimum of [●] Equity Shares and in multiples of 1 Equity Share thereafter		
Trading Lot	1 Equity Share		
Who can apply⁽³⁾⁽⁴⁾	Public financial institutions as specified in Section 2(72) of the Companies Act, 2013, scheduled commercial banks, mutual funds registered with SEBI, Eligible FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, FVCIs, state industrial development corporation, multilateral and bilateral development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹ 250 million, pension fund with minimum corpus of ₹ 250 million, in accordance with applicable law and National Investment Fund set up by the GoI, insurance funds set up and managed by army, navy or air force of the Union of India, insurance fund set up and managed by the Department of Posts, India and systemically important	Resident Indian Individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies and trusts, any individuals, corporate bodies and family offices including FPIs which are recategorised as Category II FPIs and registered with SEBI.	Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta) applying for Equity Shares such that the Bid amount does not exceed ₹200,000 in value.

Particulars	QIBs ⁽¹⁾	Non-Institutional Bidders	Retail Individual Bidders
	non-banking financial companies.		
Terms of Payment	<p>In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids.⁽⁵⁾</p> <p>In case of all other Bidders: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidders (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism (for UPI Bidders) that is specified in the ASBA Form at the time of submission of the ASBA Form.</p>		
Mode of Bidding	Only through the ASBA process (except for Anchor Investors).	Only through the ASBA process.	Only through the ASBA process.

* Assuming full subscription in the Offer.

- (1) Our Company and Selling Shareholders, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being made to other Anchor Investors. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion. For details, see "Offer Procedure" on page 289.
- (2) Subject to valid Bids being received at or above the Offer Price. The Offer is being made in accordance with Rule 19(2)(b) of the SCRR and under Regulation 6(2) of the SEBI ICDR Regulations.
- (3) In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders.
- (4) With respect to restrictions on participation in the Offer, see "Offer Procedure" and "Restrictions on Foreign Ownership of Indian Securities" on pages 289 and 309, respectively.
- (5) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company and the Selling Shareholders in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For details, see "Terms of the Offer" on page 280.

Bids by FPIs with certain structures as described under "Offer Procedure - Bids by FPIs" on page 296 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

Note: Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

OFFER PROCEDURE

All Bidders should read the General Information Document which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations, which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) Designated Date; (viii) disposal of applications and electronic registration of bids; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (**UPI Phase I**). The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, SEBI vide SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (**UPI Phase II**). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. However, given the prevailing uncertainty due to the COVID19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, has decided to continue with the UPI Phase II till further notice. Thereafter, the final reduced timeline of T+3 days will be made effective using the UPI Mechanism for applications by RIBs (**UPI Phase III**), as may be prescribed by SEBI. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any further circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 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, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular is applicable for initial public offers opening on or after May 1, 2021 except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular, are deemed to form part of this Red Herring Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism.

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

Our Company, the Selling Shareholders and the BRLMs do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are

submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Red Herring Prospectus and the Prospectus.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations, through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations wherein not less than 75% of the Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company and the Selling Shareholders in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from them at or above the Anchor Investor Allocation Price. Further, in the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. If at least 75% of the Offer cannot be Allotted to QIBs, the Bid Amounts received by our Company shall be refunded. Further, not more than 15% of the Offer shall be available for allocation to Non-Institutional Investors out of which (a) one third of such portion shall be reserved for applicants with application size of more than ₹ 0.2 million and up to ₹ 1 million; and (b) two third of such portion shall be reserved for applicants with application size of more than ₹ 1 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors and not more than 10% of the Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Under-subscription, if any, in any category except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories, at the discretion of our Company and the Selling Shareholders in consultation with the BRLMs and the Designated Stock Exchange subject to applicable laws.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including the DP ID and the Client ID and the PAN and UPI ID (for UPI Bidders Bidding through the UPI Mechanism), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

Phased implementation of UPI

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles by introducing an alternate payment mechanism using UPI. Pursuant to the UPI Circulars, UPI 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 Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from 6 Working Days to up to 3 Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced and implemented the UPI payment mechanism in 3 phases in the following manner:

1. **Phase I:** This phase was applicable from January 1, 2019 until March 31, 2019 or floating of 5 main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended until June 30, 2019. Under this phase, an RII also had the option to submit the ASBA Form with any of the Designated Intermediaries 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.
2. **Phase II:** This phase has become applicable from July 1, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation of UPI Phase II until March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020 decided to continue Phase II of UPI with ASBA until further notice. Under this phase, submission of the physical ASBA Forms by an RII through

Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and is replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be 6 Working Days during this phase.

3. **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 would be reduced to be 3 Working Days. Accordingly, upon commencement of Phase III, the reduced time duration shall be applicable for the Offer.

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 SCSBs 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 bank accounts of unsuccessful Bidders 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 applicable law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post-Offer BRLM will be required to compensate the concerned investor.

Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

The Offer 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 Bid/Offer 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 of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders using the UPI.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be available with the Designated Intermediaries at relevant Bidding Centres and at our Registered Office and Corporate Office. An electronic copy of the ASBA Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least 1 day prior to the Bid/Offer Opening Date.

For Anchor Investors, the Bid cum Application Forms will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Offer. UPI Bidders shall Bid in the Offer through the UPI Mechanism. Anchor Investors are not permitted to participate in this Offer through the ASBA process.

All ASBA Bidders must provide either (i) bank account details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form; or (ii) the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form and the ASBA Form that does not contain such details are liable to be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable for rejection.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Offer is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner as follows: (i) UPI Bidders Bidding using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers; (ii) RIBs authorizing an SCSB to

block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers and (iii) QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs. For Anchor Investors, the Anchor Investor Application Form will be available at the offices of the BRLMs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/unblocked.

The prescribed colour of the Bid cum Application Forms for various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including FPIs, Eligible NRIs, FVCIs and registered bilateral and multilateral institutions applying on a repatriation basis	Blue
Anchor Investors	White

* Excluding electronic Bid cum Application Forms

Notes:

(1) Electronic Bid cum Application forms will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).

(2) Bid cum Application Forms for Anchor Investors will be made available at the offices of the BRLMs.

The Equity Shares offered in the Offer have not been and will not be registered, listed or otherwise qualified in any jurisdiction except India and may not be offered or sold to persons outside of India except in compliance with the applicable laws of each such jurisdiction. In particular, the Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States (as defined in Regulation S) 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. The Equity Shares are being offered and sold only outside the United States in “offshore transactions” as defined in and in reliance on Regulation S and the applicable laws of the jurisdictions where those offers and sales occur.

In case of ASBA Forms, Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges.

Subsequently, for ASBA Forms (other than UPI Bidders using UPI Mechanism), Designated Intermediaries (other than SCSBs) shall submit / deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis through API integration to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank shall initiate a request for blocking of funds through NPCI to UPI Bidders, 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 UPI Bidders (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the issuer bank) 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 Bank and the issuer bank. The Sponsor Bank and the Bankers to the Offer shall provide the audit trail to the BRLMs for analysing the same and fixing liability.

The Sponsor Bank will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to

NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Bid requests and responses throughout their lifecycle on a daily basis and share reports with the BRLMs in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank on a continuous basis.

For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/Issue Closing Date (**Cut-Off Time**). Accordingly, UPI Bidders Bidding using the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. 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 and SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

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

The Sponsor Bank shall host a web portal for intermediaries (closed user group) from the date of Bid/Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

ELECTRONIC REGISTRATION OF BIDS

1. The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building Process on a regular basis before the closure of the Offer.
2. On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and disclosed in this Red Herring Prospectus.
3. Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the next Working Day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Participation by the Promoter, Promoter Group, the BRLMs, associates and affiliates of the BRLMs and the Syndicate Members and the persons related to Promoter, Promoter Group, BRLMs and the Syndicate Members

The BRLMs and the Syndicate Members shall not be allowed to purchase the Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Members may purchase Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except for Mutual Funds sponsored by entities which are associate of the BRLMs, AIFs sponsored by the entities which are associate of the BRLMs or FPIs other than individuals, corporate bodies and family offices sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associates

of the BRLMs, neither the BRLMs nor its respective associates can apply in the Offer under the Anchor Investor Portion.

Further, an Anchor Investor shall be deemed to be an “associate of the BRLM” if: (i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLMs.

Further, the Promoters and members of the Promoter Group shall not participate by applying for Equity Shares in the Offer, except in accordance with the applicable law. Furthermore, persons related to the Promoters and the Promoter Group shall not apply in the Offer under the Anchor Investor Portion. It is clarified that a qualified institutional buyer who has rights under a shareholders’ agreement or voting agreement entered into with any of the Promoters or members of the Promoter Group of our Company, veto rights or a right to appoint any nominee director on our Board, shall be deemed to be a person related to the Promoters or Promoter Group of our Company.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations and in addition to details and conditions mentioned in this section the key terms for participation by Anchor Investors are provided below.

1. Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLMs.
2. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 100 million.
3. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
4. Bidding for Anchor Investors will open 1 Working Day before the Bid/Offer Opening Date, i.e., the Anchor Investor Bidding Date, and will be completed on the same day.
5. Our Company and the Selling Shareholders in consultation with the BRLMs may finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:
 - a. maximum of 2 Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 100 million
 - b. minimum of 2 and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100 million but up to ₹ 2,500 million, subject to a minimum Allotment of ₹ 50 million per Anchor Investor; and
 - c. in case of allocation above ₹ 2,500 million under the Anchor Investor Portion, a minimum of 5 such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million, subject to minimum Allotment of ₹ 50 million per Anchor Investor.
6. Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the BRLMs before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.

7. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
8. If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Allocation Price shall still be the Anchor Investor Offer Price.
9. 50% Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment and the remaining 50% of the Equity Shares shall be locked-in for a period of 90 days from the date of Allotment.
10. Neither the BRLMs nor any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies or family offices sponsored by the entities which are associate of the BRLMs) nor any "person related to the Promoters or Promoter Group" shall apply in the Offer under the Anchor Investor Portion.
11. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered as multiple Bids.

For more information, see the General Information Document.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, the Company, in consultation with BRLMs and the Selling Shareholders reserve the right to reject any Bid without assigning any reason thereof. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid may be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Bids in respect of more than one scheme of a Mutual Fund will not be treated as multiple Bids, provided that such Bids clearly indicate the scheme for which the Bid is submitted.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds, exchange traded funds, sector or industry specific scheme. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorise their respective SCSB or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non-Resident External Accounts (NRE Account), or Foreign Currency Non-Resident Accounts (**FCNR Account**), and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorise their respective SCSB or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non-Resident Ordinary (**NRO**) accounts for the full Bid amount, at the time of submission of the Bid cum Application Form. Participation of Eligible NRIs in the Offer shall be subject to the FEMA Regulations. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

Eligible NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the SEBI UPI Circulars). Further, subject to applicable law, Eligible NRIs may use Channel IV (as specified in the SEBI UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE/NRO accounts. Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

In accordance with the FEMA 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 overseas citizen of India put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. Provided that the aggregate ceiling of 10% may be increased to 24% if a special resolution to that effect is passed by the shareholders of the company.

For details of restrictions on investment by NRIs, see “*Restrictions on Foreign Ownership of Indian Securities*” on page 309.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: “Name of sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta”. Bids by HUFs will be considered at par with Bids from individuals.

Bids by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than 50% or common control)) shall be below 10% of our post-Offer Equity Share capital on a fully diluted basis. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be reclassified 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. Further, 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 Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company and the Selling Shareholders in consultation with BRLMs, reserve the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents (blue in colour).

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 Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI 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 is permitted to issue, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complies with the following conditions:

1. such offshore derivative instruments are issued only by persons registered as Category I FPIs;
2. such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs;

3. such offshore derivative instruments are issued after compliance with the 'know your client' norms as specified by SEBI; and
4. such other conditions as may be specified by SEBI from time to time.

An FPI is required to ensure that the transfer of an offshore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under Regulation 21(1) of the SEBI FPI Regulations (as mentioned above from points (a) to (d)); and (b) prior consent of the FPI is obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI.

Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids:

- FPIs which utilise the multi investment manager structure;
- Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
- Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
- FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager.
- Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- Government and Government related investors registered as Category 1 FPIs; and
- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned 7 structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN).

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, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such compliance from the relevant FPIs with the operational guidelines for FPIs and designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations, such multiple Bids shall be rejected.

For details of investment by FPIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 309. Participation of FPIs in the Offer shall be subject to the FEMA Rules.

Bids by SEBI registered Alternative Investment Funds, Venture Capital Funds and Foreign Venture Capital Investors

The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended (**SEBI AIF Regulations**) prescribe, amongst others, the investment restrictions on AIFs. Pursuant to the repeal of the SEBI VCF Regulations, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. The SEBI FVCI Regulations, *inter alia*, prescribe the investment restrictions on FVCIs registered with SEBI.

The holding in any company by any individual VCF registered with SEBI should not exceed 25% of the corpus

of the VCF. Further, FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offerings. Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in one investee company. However, large value funds for accredited investors of Category I AIFs and Category II AIFs may invest up to 50% of the investible funds in an investee company. A category III AIF cannot invest more than 10% of the investible funds in one investee company. However, large value funds for accredited investors of Category III AIFs may invest up to 20% of the investible funds in an investee company. Participation of VCFs, AIFs or FVCIs in the Offer shall be subject to the FEMA Rules, amended from time to time.

All Non-Resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Selling Shareholders or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders in consultation with BRLMs, reserve the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee is required to be attached to the Bid cum Application Form, failing which our Company and the Selling Shareholders in consultation with BRLMs, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (**Banking Regulation Act**), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016 is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, as per the last audited balance sheet or a subsequent balance sheet, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. 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: (a) the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or the additional acquisition is through restructuring of debt, or to protect the bank's interest on loans/investments made to a company, provided that the bank is required to submit a time-bound action plan for disposal of such shares (in this sub-clause (b)) within a specified period to the RBI. A banking company would require a prior approval of the RBI to make investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the circulars dated September 13, 2012 and January 2, 2013 issued by SEBI. 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 Bids.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, the Company in consultation with BRLMs and the Selling Shareholders, reserve the right to reject any Bid without assigning any reason thereof. The exposure norms for insurers are prescribed under Regulation 9 of the Insurance Regulatory

and Development Authority of India (Investment) Regulations, 2016 (**IRDA Investment Regulations**), and are based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the IRDA Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by NBFC-SI, 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 Bid-cum Application Form. Failing this, our Company, in consultation with BRLMs and the Selling Shareholders, reserve the right to reject any Bid, without assigning any reason thereof. NBFC-SI participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, Eligible FPIs, AIFs, Mutual Funds, insurance companies, NBFC-SI, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹ 250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company and the Selling Shareholders reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company, in consultation with the BRLMs and the Selling Shareholders, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company and the Selling Shareholders in consultation with the BRLMs, may deem fit.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs and the Selling Shareholders reserve the right to reject any Bid, without assigning any reason therefor.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation and as specified in this Red Herring Prospectus.

In accordance with RBI regulations, OCBs cannot participate in the Offer.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of 3 Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding 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 BRLMs is cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the 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 the Draft Red Herring Prospectus or this Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, our Company will, after filing this Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions of the Financial Express, an English language national daily with wide circulation and all editions of Jansatta, a Hindi language national daily with wide circulation (Hindi also being the regional language of New Delhi, where our Registered Office is located). Our Company shall, in the pre-Offer advertisement state the Bid/Offer Opening Date and the Bid/Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Signing of Underwriting Agreement and filing of Prospectus with the RoC

Our Company and the Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters on or after the determination of the Offer Price. After signing the Underwriting Agreement, the Company will file the Prospectus with the RoC. The Prospectus would have details of the Offer Price, Anchor Investor Offer Price, Offer Size and underwriting arrangements and would be complete in all material respects.

General Instructions

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise or withdraw their Bid(s) until the Bid/ Offer Closing Date. Anchor Investors are not allowed to withdraw or lower the size of their Bids after the Anchor Investor Bidding Date.

Do's:

1. Check if you are eligible to apply as per the terms of this Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number or UPI ID, as applicable) in the Bid cum Application Form if you are not a UPI Bidder bidding using the UPI Mechanism in the Bid cum Application Form and if you are a UPI Bidder using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle) in the Bid cum Application Form;
5. UPI Bidders bidding 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 before submitting the ASBA Form to any of the Designated Intermediaries;
6. UPI Bidders bidding using the UPI Mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in his/her account and subsequent debit of funds in case of allotment in a timely manner;

7. UPI Bidders who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which UPI Bidders should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;
8. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time. UPI Bidders using UPI Mechanism, may submit their ASBA Forms with Syndicate, sub-Syndicate Members, Registered Brokers, RTA or CDP;
9. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries. Ensure that you use only your own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Offer;
10. If the first Bidder is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have an account with an SCSB and have mentioned the correct bank account number in the Bid cum Application Form (for all Bidders other than UPI Bidders bidding using the UPI Mechanism);
11. Ensure that you request for and receive a stamped acknowledgement counterfoil or acknowledgment specifying the application number as a proof of having accepted Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
12. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
13. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLMs;
14. RIBs bidding in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for RIBs using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;
15. Ensure that when applying in the Offer using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;
16. UPI Bidders who wish to Bid using the UPI Mechanism should submit their Bids with the Designated Intermediaries, pursuant to which UPI Bidders should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the Bid Amount in the UPI Bidder's ASBA Account;
17. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
18. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid/ Offer Closing Date;

19. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request, including in case of any revision of Bids, raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment, in a timely manner;
20. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular no. MRD/Dop/Cir-20/2008 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular no. MRD/DoP/SE/Cir- 8 /2006 dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
21. Bidders should ensure that their PAN is linked with their Aadhaar and that they are in compliance with the notification dated February 13, 2020, issued by the Central Board of Direct Taxes and the subsequent press releases, including press releases dated June 25, 2021 and September 17, 2021;
22. Ensure that the Demographic Details are updated, true and correct in all respects;
23. 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;
24. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;
25. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;
26. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;
27. Since the Allotment will be in demat form only, ensure that the Bidder’s depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;
28. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their

Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;

29. UPI Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorisation of the mandate using his/her UPI PIN, a UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorised the Sponsor Bank to issue a request to block the Bid Amount mentioned in the Bid Cum Application Form; and
30. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidders bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCBS where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in).

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by Retail Individual Bidders);
3. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
6. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
7. Do not submit the Bid for an amount more than funds available in your ASBA account;
8. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;
9. If you are a UPI Bidder using UPI mechanism, do not submit more than one Bid cum Application Form for each UPI ID;
10. Do not submit more than one Bid cum Application Form per ASBA Account
11. Anchor Investors should not Bid through the ASBA process;
12. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
13. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
14. Do not submit the General Index Register (GIR) number instead of the PAN;
15. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the

Offer;

16. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
17. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
18. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
19. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;
20. Do not Bid on another Bid cum Application Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
21. Do not Bid for more Equity Shares than what is specified by respective Stock Exchange for each category;
22. Do not submit your Bid after 3 p.m. on the Bid/Offer Closing Date;
23. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for, exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of this Red Herring Prospectus;
24. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. RIB may revise or withdraw their Bids on or before the Bid/Offer Closing Date;
25. Do not submit Bids to a Designated Intermediary at a location other than Specified Locations. If you are a UPI Bidder using UPI Mechanism, do not submit the ASBA Form directly with SCSBs;
26. If you are a UPI Bidder which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third party bank account or third party linked bank account UPI ID;
27. 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 Bids submitted by UPI Bidders using the UPI Mechanism;
28. Do not Bid if you are an OCB;
29. UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB and/ or mobile applications which is not mentioned in the list provided on the SEBI website are liable to be rejected;
30. Do not submit the Bid cum Application Forms to any non-SCSB bank or to Company or at a location other than the Bidding Centers;
31. Do not submit a Bid cum Application Form with third party ASBA Bank Account or UPI ID (in case of Bids submitted by UPI Bidders using the UPI Mechanism).

For helpline details of the BRLMs pursuant to the SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see “*General Information – Book Running Lead Managers*” on page 58.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Grounds for Technical Rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids could be rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the First Bidder or sole Bidder;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
9. ASBA Form by the RIBs by using third party bank accounts or using third party linked bank account UPI IDs;
10. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular CIR/MRD/DP/22/2010 dated July 29, 2010;
11. GIR number furnished instead of PAN;
12. Bids by RIBs with Bid Amount of a value of more than ₹200,000;
13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
14. Bids accompanied by stock invest, money order, postal order or cash.

In case of any pre-Offer or post Offer related issues regarding demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer, and the Registrar. For details of the Secretary and Compliance Officer and the Registrar, see “*General Information*” on page 57.

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 Bid / Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 in case of delays in resolving investor grievances in relation to blocking / unblocking of funds.

Names of entities responsible for finalising the Basis of Allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLMs and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any Allotment in excess of the Equity Shares offered through the Offer through the offer document except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an Allotment of not more than 1% of the Offer to public may be made for the purpose of making Allotment in minimum lots.

The allotment of Equity Shares to Bidders other than to the Retail Individual Investors and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to the availability of shares in Retail Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

Not more than 15% of the Offer shall be available for allocation to Non-Institutional Bidders. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. The allotment to each Non-Institutional Bidder shall not be less than the ₹0.20 million, subject to the availability of Equity Shares in the Non- Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.

Payment into Escrow Account(s) for Anchor Investors

Our Company, in consultation with the BRLMs and the Selling Shareholders, in their absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Offer through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, NACH or NEFT) to the Escrow Accounts. The payment instruments for payment into the Escrow Accounts should be drawn in favour of:

- i. In case of resident Anchor Investors: “Dreamfolks Services Limited-Anchor-R”
- ii. In case of Non-Resident Anchor Investors: “Dreamfolks Services Limited-Anchor-NR”

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Selling Shareholders, the Syndicate, the Bankers to the Offer and the Registrar to the Offer to facilitate collections from Anchor Investors.

Depository Arrangements

The Allotment of the Equity Shares in the Offer 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 Offer:

- Tripartite Agreement dated November 17, 2021, among NSDL, our Company and the Registrar to the Offer.
- Tripartite Agreement dated November 22, 2021, among CDSL, our Company and Registrar to the Offer.

Undertakings by our Company

Our Company undertakes the following:

1. That the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
2. That if the Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;
3. That all steps will be taken 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 within 6 Working Days of the Bid/Offer Closing Date or such other time as may be prescribed;
4. That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
5. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the time prescribed under applicable law, 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 does not proceed with the Offer after the Bid/Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within 2 days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;
7. That if our Company, in consultation with the BRLMs and the Selling Shareholders, withdraw the Offer after the Bid/Offer Closing Date, our Company shall be required to file a fresh draft offer document with SEBI, in the event our Company and/or any of the Selling Shareholders subsequently decides to proceed with the Offer thereafter;
8. That adequate arrangements shall be made to collect all Bid cum Application Forms; and
9. That no further issue of Equity Shares shall be made until the Equity Shares issued or offered through this Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the ASBA Accounts on account of non-listing, under-subscription etc.

Undertakings by the Selling Shareholders

Each Selling Shareholder severally and not jointly, undertakes the following in respect of itself and its respective portion of Offered Shares that:

1. Its portion of the Offered Shares are eligible for being offered in the Offer for Sale in terms of Regulations 8 and 8A of the SEBI ICDR Regulations and are in dematerialised form;
2. It is the legal and beneficial owner of, and has clear and marketable title to, its portion of the Offered Shares;
3. It shall provide appropriate instructions and all reasonable co-operation as requested by our Company in relation to the completion of Allotment and dispatch of the Allotment Advice and CAN, if required, and refund orders to the extent of its portion of the Offered Shares;

4. It shall not have recourse to the proceeds of the Offer for Sale of its portion of the Offered Shares which shall be held in escrow in its favour, until final listing and trading approvals have been received from the Stock Exchanges; and
5. It will provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the BRLMs in redressal of such investor grievances that pertain to its portion of the Offered Shares.

Utilisation of Offer Proceeds

Our Company and the Selling Shareholders, severally and not jointly, specifically confirm that all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who –

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹ 1 million or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than 6 months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to 3 times such amount (provided that where the fraud involves public interest, such term shall not be less than 3 years.) Further, where the fraud involves an amount less than ₹ 1 million or 1% 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 5 years or with fine which may extend to ₹ 5 million or with both.

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 foreign direct investment (**FDI**) through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular dated October 15, 2020, with effect from October 15, 2020 (**Consolidated FDI Policy**), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular. FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid-up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions.

Under the current FDI Policy, 100% foreign direct investment is permitted in the e-commerce sector, for marketplace model of e-commerce, under the automatic route, subject to compliance with certain prescribed conditions.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that: (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the nonresident shareholding is within the sectoral limits under the Consolidated FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer. For details, see “*Offer Procedure*” on page 289.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the FEMA Rules which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities, investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Offer Period.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see “*Offer Procedure – Bids by Eligible NRIs*” and “*Offer Procedure – Bids by FPIs*” on page 296.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments, modification, or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for which do not exceed the applicable limits under laws and regulations.

SECTION IX: DESCRIPTION OF EQUITY SHARES AND MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

The regulations comprised in these Articles of Association were adopted pursuant to special resolution passed by the members at the Extra Ordinary General Meeting held on October 20, 2021 in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association. The main provisions of the Articles of Association are detailed below:

PRELIMINARY

PART A

1.	(1)	The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.	Table 'F' not to apply
	(2)	The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles.	Company to be governed by these Articles
Definitions and Interpretation			
2.	(1)	In these Articles —	
	(a)	“Act” means the Companies Act, 2013 (including the relevant rules framed thereunder) or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.	“Act”
	(b)	“Applicable Laws” means all applicable statutes, laws, ordinances, rules and regulations, judgments, notifications circulars, orders, decrees, bye-laws, guidelines, or any decision, or determination, or any interpretation, policy or administration, having the force of law, including but not limited to, any authorization by any authority, in each case as in effect from time to time	“Applicable Laws”
	(c)	“Articles” means these articles of association of the Company or as altered from time to time.	“Articles”
	(d)	“Board of Directors” or “Board” , means the collective body of the Directors of the Company nominated and appointed from time to time in accordance with Articles 84 to 90, herein, as may be applicable.	“Board of Directors” or “Board”
	(e)	“Company” means Dreamfolks Services Limited	“Company”
	(f)	“Lien” means any mortgage, pledge, charge, assignment, hypothecation, security interest, title retention, preferential right, option (including call commitment), trust arrangement, any voting rights, right of set-off, counterclaim or banker’s lien, privilege or priority of any kind having the effect of security, any designation of loss payees or beneficiaries or any similar arrangement under or with respect to any insurance policy;	“Lien”
	(g)	“Memorandum” means the memorandum of association of the Company or as altered from time to time.	“Memorandum”
	(h)	“Rules” means the applicable rules for the time being in force as prescribed under relevant sections of the Act.	“Rules”
	(i)	“SEBI” means Securities Exchange Board of India established under Securities Exchange Board of India Act, 1992.	“SEBI”

	(j) “SEBI LODR” means the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015	“SEBI LODR”
(2)	Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender.	“Number” and “Gender”
(3)	Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or the Rules, as the case may be.	Expressions in the Articles to bear the same meaning as in the Act
Articles to be contemporary in nature		
3.	The intention of these Articles is to be in consonance with the contemporary rules and regulations prevailing in India. If there is an amendment in any Act, rules and regulations allowing what were not previously allowed under the statute, the Articles herein shall be deemed to have been amended to the extent that Articles will not be capable of restricting what has been allowed by the Act by virtue of an amendment subsequent to registration of the Articles.	Articles to be contemporary in nature
Share capital and variation of rights		
4.	The authorized share capital of the Company shall be such amount and be divided into such shares as may from time to time, be provided in Clause V of Memorandum of Association with power to reclassify, subdivide, consolidate and increase and with power from time to time, to issue any shares of the original capital or any new capital and upon the sub-division of shares to apportion the right to participate in profits, in any manner as between the shares resulting from sub-division.	Authorized share capital
5.	Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board 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 (subject to the compliance with the provision of section 53 of the Act) and at such time as they may from time to time think fit provided that the option or right to call for shares shall not be given to any person or persons without the sanction of the Company in the general meeting.	Shares under control of Board
6.	Subject to the provisions of the Act, these Articles and with the sanction of the Company in the general meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Board think fit, the Board may issue, allot or otherwise dispose shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in 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 for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be, provided that the option or right to call of shares shall not be given to any person or persons without the sanction of the Company in the general meeting.	Board may allot shares otherwise than for cash
7.	The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other Applicable Laws: a. Equity Share capital: i. with voting rights; and / or ii. with differential rights as to dividend, voting or otherwise in accordance with the Rules; and b. Preference share capital	Kinds of share capital
8. (1)	Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after	Issue of certificate

	<p>allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission, sub-division, consolidation or renewal of shares or within such other period as the conditions of issue shall provide –</p> <p>(a) one or more certificates in marketable lots for all his shares of each class or denomination registered in his name without payment of any charges; or</p> <p>(b) several certificates, each for one or more of his shares, upon payment of Rupees Twenty for each certificate or such charges as may be fixed by the Board for each certificate after the first.</p>	
(2)	In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to the person first named on the register of members shall be sufficient delivery to all such holders.	Issue of share certificate in case of joint holding
(3)	Every certificate shall specify the shares to which it relates, distinctive numbers of shares in respect of which it is issued and the amount paid-up thereon and shall be in such form as the Board may prescribe and approve.	Option to receive share certificate or hold shares with depository
9.	<p>A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialized state with a depository, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time, or any statutory modification thereto or re-enactment thereof. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.</p> <p>The Company shall also maintain a register and index of beneficial owners in accordance with all applicable provisions of the Companies Act, 2013 and the Depositories Act, 1996 with details of shares held in dematerialized form in any medium as may be permitted by law including in any form of electronic medium.</p>	Option to receive share certificate or hold shares with depository
10.	<p>If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Board deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees not less than Rupees twenty and not more than Rupees fifty for each certificate as may be fixed by the Board.</p> <p>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 Board shall comply with such rules or regulations or requirements of any stock exchange or the rules made under the Act or rules made under the Securities Contracts (Regulation) Act, 1956 or any other act, or rules applicable thereof in this behalf.</p>	Issue of new certificate in place of one defaced, lost or destroyed
11.	Except as required by Applicable Laws, no person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to	Share and interest in shares

	recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these Articles or by Applicable Laws) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.	
12.	Subject to the applicable provisions of the Act and other Applicable Laws, any debentures, debenture-stock or other securities may be issued at a 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 and attending (but not voting) at a general meeting, appointment of nominee directors, etc. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in a general meeting by special resolution.	Terms of issue of debentures
13.	The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.	Provisions as to issue of certificates to apply mutatis mutandis to debentures, etc.
14. (1)	The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules.	Power to pay commission in connection with securities issued
(2)	The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules.	Rate of commission in accordance with Rules
(3)	The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.	Mode of payment of commission
15. (1)	If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.	Variation of members' rights
(2)	To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply.	Provisions as to general meetings to apply mutatis mutandis to each Meeting
16.	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking <i>pari passu</i> therewith.	Issue of further shares not to affect rights of existing members
17.	Subject to section 55 and other provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.	Power to issue redeemable preference shares
18. (1)	Where at any time, the Company proposes to increase its subscribed capital by issue of further shares, either out of the unissued capital or the increased share capital, such shares shall be offered: to persons who, at the date of offer, are holders of Equity Shares of the Company, in proportion as near as circumstances admit, to the share capital paid up on those shares by sending a letter of offer on the following conditions: -	Further issue of share capital

	<p>the aforesaid offer shall be made by a notice specifying the number of shares offered and limiting a time prescribed under the Act from the date of the offer within which the offer, if not accepted, will be deemed to have been declined</p> <p>the aforementioned offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice mentioned in sub-Article (i), above shall contain a statement of this right; and</p> <p>after the expiry of the time specified in the aforesaid notice or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the shareholders and the Company; or</p> <p>to employees under any scheme of employees' stock option, subject to a special resolution passed by the Company and subject to the conditions as specified under the Act and Rules thereunder; or</p> <p>to any persons, if it is authorized by a special resolution passed by the Company in a General Meeting, whether or not those persons include the persons referred to in clause (a) or clause (b) above, either for cash or for consideration other than cash, subject to applicable provisions of the Act and Rules thereunder.</p> <p>The notice referred to in sub-clause (i) of sub-Article (a) shall be dispatched through registered post or speed post or through electronic mode to all the existing Members at least 3 (three) days before the opening of the issue.</p> <p>The provisions contained in this Article shall be subject to the provisions of the section 42 and section 62 of the Act, the rules thereunder and other applicable provisions of the Act.</p>	
(2)	<p>Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loans raised by the Company to convert such debenture or loans into shares in the Company.</p> <p>Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debenture or the raising of loan by a special resolution passed by the Company in general meeting.</p>	
(3)	<p>A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.</p>	Mode of further issue of shares
Lien		
19.	<p>(1) The Company shall have a first and paramount Lien –</p> <p>(a) on every share (not being a fully paid share) and upon the proceeds of sale thereof for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and</p> <p>(b) on all shares (not being fully paid shares) standing registered in the name of a member, for all monies presently payable by him or his estate to the Company:</p>	Company's lien on shares

	<p>Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this Article.</p> <p>Provided further that Company's lien, if any, on such partly paid shares, shall be restricted to money called or payable at a fixed price in respect of such shares.</p>	
(2)	The Company's Lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company.	Lien to extend to dividends, etc.
(3)	Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's Lien.	Waiver of Lien in case of registration
20.	<p>The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a Lien:</p> <p>Provided that no sale shall be made—</p> <p>(a) unless a sum in respect of which the Lien exists is presently payable; or</p> <p>(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the Lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.</p>	As to enforcing Lien by sale
21. (1)	To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.	Validity of sale
(2)	The purchaser shall be registered as the holder of the shares comprised in any such transfer.	Purchaser to be registered holder
(3)	The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.	Validity of Company's receipt
(4)	The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale	Purchaser not affected
22. (1)	The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the Lien exists as is presently payable.	Application of proceeds of sale
(2)	The residue, if any, shall, subject to a like Lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.	Payment of residual money
23.	The provisions of these Articles relating to Lien shall mutatis mutandis apply to any other securities including debentures of the Company.	Provisions as to Lien to apply mutatis mutandis to debentures, etc.
Calls on shares		
24. (1)	The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.	Board may make Calls
(2)	Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.	Notice of call
(3)	A call may be revoked or postponed at the discretion of the Board	Revocation or postponement of call

25.	A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.	Call to take effect from date of resolution
26.	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.	Liability of joint holders of shares
27. (1)	If a sum called in respect of a share is not paid before or on the day appointed for payment thereof (the "due date"), the person from whom the sum is due shall pay interest thereon from the due date to the time of actual payment at such rate as may be fixed by the Board.	When interest on call or instalment payable
(2)	The Board shall be at liberty to waive payment of any such interest wholly or in part.	Board may waive interest
28. (1)	Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.	Sums deemed to be calls
(2)	In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.	Effect of nonpayment of sums
29.	<p>The Board –</p> <p>(a) may, if it thinks fit, subject to the provisions of the Act, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and</p> <p>(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be fixed by the Board. Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him.</p> <p>The Directors may at any time repay the amount so advanced.</p>	Payment in anticipation of calls may carry interest
30.	If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by installments, then every such installment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.	Installments on shares to be duly paid
31.	<p>All calls shall be made on a uniform basis on all shares falling under the same class.</p> <p>Explanation: Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.</p>	Calls on shares of same class to be on uniform basis
32.	The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company.	Provisions as to calls to apply mutatis mutandis to debentures, etc.
Transfer of shares		
33. (1)	A common form of transfer shall be used and the instrument of transfer of any share in the Company shall be in writing which shall be duly executed by or on behalf of both the transferor and transferee and all provisions of section 56 of the Act and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof.	Instrument of transfer to be executed by transferor and transferee

(2)	The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.	
34.	<p>The Board may, subject to the right of appeal conferred by the section 58 of the Act decline to register –</p> <p>(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or</p> <p>(b) any transfer of shares on which the Company has a Lien.</p> <p>The registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.</p>	Board may refuse to register transfer
35.	<p>The Board may decline to recognize any instrument of transfer unless-</p> <p>(a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under sub-section (1) of section 56 of the Act;</p> <p>(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and</p> <p>(c) the instrument of transfer is in respect of only one class of shares.</p> <p>The registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.</p>	Board may decline to recognize instrument of transfer
36.	<p>On giving of previous notice of at least seven days or such lesser period in accordance with the Act and Rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:</p> <p>Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty five days in the aggregate in any year.</p>	Transfer of shares when suspended
37.	<p>Subject to the provisions of sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other Applicable Laws for the time being in force, the Board may refuse whether in pursuance of any power of the Company under these Articles or any other Applicable Laws to register the transfer of, or the transmission by operation of Applicable Laws of the right to, any shares or interest of a member in or debentures of the Company. The Company shall within one (1) month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, or such other period as may be prescribed, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that, subject to provisions of Article 36, the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever. Transfer of shares/debentures in whatever lot shall not be refused.</p>	Notice of refusal to register transfer

38.	The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.	Provisions as to transfer of shares to apply mutatis mutandis to debentures, etc.
Transmission of shares		
39. (1)	On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares.	Title to shares on death of a member
(2)	Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.	Estate of deceased member liable
40. (1)	Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either – (a) to be registered himself as holder of the share; or (b) to make such transfer of the share as the deceased or insolvent member could have made.	Transmission Clause
(2)	The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.	Board's right unaffected
41. (1)	If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.	Right to election of holder of share
(2)	If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.	Manner of testifying election
(3)	All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.	Limitations applicable to notice
42.	A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company: Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.	Claimant to be entitled to same advantage
43.	The provisions of these Articles relating to transmission by operation of law shall mutatis mutandis apply to any other securities including debentures of the Company	Provisions as to transmission to apply mutatis mutandis to debentures, etc.
44.	No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document	No fee for transfer or transmission

Forfeiture of shares		
45.	If a member fails to pay any call, or instalment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid or a judgement or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or instalment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.	If call or instalment not paid notice must be given
46.	The notice aforesaid shall: (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.	Form of Notice
47.	If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.	In default of payment of shares to be forfeited
48.	When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members.	Entry of forfeiture in register of members
49.	The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.	Effect of forfeiture
50.	(1) A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit.	Forfeited shares may be sold, etc.
	(2) At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.	Cancellation of forfeiture
51.	(1) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.	Members still liable to pay money owing at the time of forfeiture
	(2) The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.	Cesser of liability
52.	(1) A duly verified declaration in writing that the declarant is a director, the manager or the secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;	Certificate of forfeiture
	(2) The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;	Title of purchaser and transferee of forfeited shares
	(3) The transferee shall thereupon be registered as the holder of the share; and	Transferee to be registered as holder
	(4) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by	Transferee not affected

	any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.	
53.	Upon any sale after forfeiture or for enforcing a Lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.	Validity of sales
54.	Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.	Cancellation of share certificate in respect of forfeited shares
55.	The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.	Surrender of share certificates
56.	The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.	Sums deemed to be calls
57.	The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.	Provisions as to forfeiture of shares to apply mutatis mutandis to debentures, etc.
Alteration of capital		
58.	<p>Subject to the provisions of the Act, the Company may, by ordinary resolution -</p> <p>(a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;</p> <p>(b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares:</p> <p>Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act;</p> <p>(c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;</p> <p>(d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum;</p> <p>(e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.</p>	Power to alter share capital
59.	<p>Where shares are converted into stock:</p> <p>(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:</p>	Right of stockholders

	<p>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;</p> <p>(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage;</p> <p>(c) such of these Articles of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder”/ “member” shall include “stock” and “stockholder” respectively.</p>	
60.	<p>The Company may, by resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules, —</p> <p>(a) its share capital; and/or</p> <p>(b) any capital redemption reserve account; and/or</p> <p>(c) any securities premium account; and/or</p> <p>(d) any other reserve in the nature of share capital.</p>	Reduction of capital
61.	<p>Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:</p>	Joint holders
	<p>(a) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share.</p>	Liability of Joint holders
	<p>(b) On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Board may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.</p>	Death of one or more joint-holders
	<p>(c) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.</p>	Receipt of one Sufficient
	<p>(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 the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.</p>	Delivery of certificate and giving of notice to first named holder
	<p>(e) (i) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such</p>	Vote of joint holders

	persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof.	
	(ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.	Executors or administrators as joint holders
	(f) The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other securities including debentures of the Company registered in joint names.	Provisions as to joint holders as to shares to apply mutatis mutandis to debentures, etc.
Capitalization of profits		
62.	The Company by ordinary resolution in general meeting may, upon the recommendation of the Board, resolve —	Capitalization
(1)	(a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and (b) that such sum be accordingly set free for distribution in the manner specified in clause (2) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.	
(2)	The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3) below, either in or towards: (A) paying up any amounts for the time being unpaid on any shares held by such members respectively; (B) paying up in full, unissued shares or other securities of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid; (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B).	Sum how applied
(3)	A securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;	
(4)	The Board shall give effect to the resolution passed by the Company in pursuance of these Article.	
63.	Whenever such a resolution as aforesaid shall have been passed, the Board shall –	Powers of the Board for capitalization
(1)	(a) make all appropriations and applications of the amounts resolved to be capitalized thereby, and all allotments and issues of fully paid shares or other securities, if any; and (b) generally do all acts and things required to give effect thereto.	
(2)	The Board shall have power— (a) to make such provisions, by the issue of fractional certificates/coupons or by payment in cash or otherwise as it thinks fit, for the case of shares or other securities becoming distributable in fractions; and	Board's power to issue fractional certificate/ coupon etc.

	(b) to authorize 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 or other securities 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 profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares.	
(3)	Any agreement made under such authority shall be effective and binding on such members.	Agreement binding on members
Buy-back of shares		
64.	Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other Applicable Laws for the time being in force, the Company may purchase its own shares or other specified securities.	Buy-back of shares
General meetings		
65.	All general meetings other than annual general meeting shall be called extraordinary general meeting.	Extraordinary general meeting
66.	The Board may, whenever it thinks fit, call an extraordinary general meeting.	Powers of Board to call extraordinary general meeting
Proceedings at general meetings		
67.	No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.	Presence of Quorum
68.	No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.	Business confined to election of Chairperson whilst chair vacant
69.	The quorum for a general meeting shall be as provided in the Act.	Quorum for general meeting
70.	If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall, by poll or electronically, choose one of their members to be Chairperson of the meeting.	Members to elect a Chairperson
71.	On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.	Casting vote of Chairperson at general meeting
72. (1)	The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.	Minutes of proceedings of meetings and resolutions passed by postal ballot
(2)	There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting – (a) is, or could reasonably be regarded, as defamatory of any person; or (b) is irrelevant or immaterial to the proceedings; or (c) is detrimental to the interests of the Company.	Certain matters not to be included in Minutes
(3)	The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.	Discretion of Chairperson in relation to Minutes

(4)	The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.	Minutes to be Evidence
73.	(1) The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall: (a) be kept at the registered office of the Company; and (b) be open to inspection of any member without charge, during business hours on all working days.	Inspection of minute books of general meeting
	(2) Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (1) above.	Members may obtain copy of minutes
Adjournment of meeting		
74.	(1) The Chairperson may, suo motu, adjourn the meeting from time to time and from place to place.	Chairperson may adjourn the meeting
	(2) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.	Business at adjourned meeting
	(3) 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.	Notice of adjourned meeting
	(4) Save as aforesaid, and save as provided in 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.	Notice of adjourned meeting not required
Voting rights		
75.	Subject to any rights or restrictions for the time being attached to any class or classes of shares - (a) on a show of hands, every member present in person shall have one vote; and (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up Equity Share capital of the company.	Entitlement to vote on show of hands and on poll
76.	A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.	Voting through electronic means
77.	(1) 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.	Vote of joint holders
	(2) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.	Seniority of names
78.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.	How members non compos mentis and minor may vote
79.	Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.	Business may proceed pending poll
80.	No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid or in regard to which the Company has exercised any right of Lien.	Restriction on voting rights
81.	A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the	Restriction on exercise of voting rights in other cases to be void

	vote is taken, or on any other ground not being a ground set out in the preceding Article.	
82.	Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.	Equal rights of members
Proxy		
83. (1)	Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.	Member may vote in person or otherwise
(2)	The instrument appointing a proxy and the power-of attorney or other authority, if any, under which it is signed or a notarized 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, and in default the instrument of proxy shall not be treated as valid.	Proxies when to be deposited
84.	An instrument appointing a proxy shall be in the form as prescribed in the Rules.	Form of proxy
85.	A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.	Proxy to be valid notwithstanding death of the principal
Board of Directors		
86.	Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than fifteen (fifteen).	Board of Directors
87.	The Directors shall not be required to hold any qualification shares in the Company.	
88. (1)	The Board of Directors shall appoint the Chairperson of the Company. The same individual may, at the same time, be appointed as the Chairperson as well as the Managing Director of the Company.	Chairperson and Managing Director
(2)	The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.	Directors not liable to retire by rotation
89. (1)	The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.	Remuneration of Directors
(2)	The remuneration payable to the directors, including manager, if any, shall be determined in accordance with and subject to the provisions of the Act by an ordinary resolution passed by the Company in general meeting.	Remuneration to require members' consent
(3)	In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them— (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or (b) in connection with the business of the Company.	Travelling and other expenses

(4)	Subject to the provisions of these Articles and the provisions of the Act, the Board may, decide to pay a Director out of funds of the Company by way of sitting fees, within the ceiling prescribed under the Act, a sum to be determined by the Board for each meeting of the Board or any committee or sub-committee thereof attended by him in addition to his traveling, boarding and lodging and other expenses incurred	Sitting Fees
Appointment and Remuneration of Directors		
90.	Subject to the provisions of the Act and these Articles, the Board of Directors, may from time to time, appoint one or more of the Directors to be Managing Director or Managing Directors or other whole-time Director(s) of the Company, for a term not exceeding five years at a time 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 and the remuneration of Managing or Whole-Time Director(s) by way of salary and commission shall be in accordance with the relevant provisions of the Act.	Appointment
91.	Subject to the provisions of the Act, the Board shall appoint Independent Directors, who shall have appropriate experience and qualifications to hold a position of this nature on the Board.	Independent Director
92.	Subject to the provisions of section 196, 197 and 188 read with Schedule V to the Act, the Directors shall be paid such further remuneration, whether in the form of monthly payment or by a percentage of profit or otherwise, as the Company in General meeting may, from time to time, determine and such further remuneration shall be divided among the Directors in such proportion and in such manner as the Board may, from time to time, determine and in default of such determination shall be divided among the Directors equally or if so determined paid on a monthly basis.	Remuneration
93.	Subject to the provisions of these Articles, and the provisions of the Act, if any Director, being willing, shall be called upon to perform extra service or to make any special exertions in going or residing away from the place of his normal residence for any of the purposes of the Company or has given any special attendance for any business of the Company, the Company may remunerate the Director so doing either by a fixed sum or otherwise as may be determined by the Director	Payment for Extra Service
94.	All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.	Execution of negotiable instruments
95. (1)	Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.	Appointment of additional directors
(2)	Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.	Duration of office of additional director
96. (1)	The Board may appoint an alternate director to act for a director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent	Appointment of alternate director

	director unless he is qualified to be appointed as an independent director under the provisions of the Act.	
(2)	An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India	Duration of office of alternate director
(3)	If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.	Re-appointment provisions applicable to Original Director
97. (1)	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, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.	Appointment of director to fill a casual vacancy
(2)	The director so appointed shall hold office only up to the date upto which the director in whose place he is appointed would have held office if it had not been vacated.	Duration of office of Director appointed to fill casual vacancy
Powers of Board		
98.	The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the Memorandum or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other Applicable Laws and of the Memorandum and these Articles and to any regulations, not being inconsistent with the Memorandum and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.	General powers of the Company vested in Board
Proceedings of the Board		
99. (1)	The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. Provided that the gap between the two Board meetings shall not be more than 120 days or such other days as may be provided under applicable law.	When meeting to be convened
(2)	The Chairperson or any one Director with the previous consent of the Chairperson may, or the company secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board.	Who may summon Board meeting
(3)	The quorum for a Board meeting shall be as provided in the Act.	Quorum for Board meetings
(4)	The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under Applicable Laws.	Participation at Board meetings
(5)	At least 7 (seven) Days' written notice shall be given in writing to every Director by hand delivery or by speed-post or by registered post or by facsimile or by email or by any other electronic means, either (i) in writing, or (ii) by fax, e-mail or other approved electronic communication, receipt of which shall be confirmed in writing as soon as is reasonably practicable, to each Director, setting out the agenda for the meeting in reasonable detail and attaching the relevant papers to be discussed at the meeting and all available data and information relating to matters to be discussed at the meeting except as otherwise agreed in writing by all the Directors.	Notice of Board meetings
100. (1)	Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.	Questions at Board meeting how decided

	(2)	In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.	Casting vote of Chairperson at Board meeting
101.		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.	Directors not to act when number falls below minimum
102.	(1)	The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence, the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.	Who to preside at meetings of the Board
	(2)	If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting	Directors to elect a Chairperson
103.	(1)	The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit.	Delegation of powers
	(2)	Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.	Committee to conform to Board regulations
	(3)	The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under Applicable Laws.	Participation at Committee meetings
104.	(1)	A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.	Chairperson of Committee
	(2)	If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.	Who to preside at meetings of Committee
105.	(1)	A Committee may meet and adjourn as it thinks fit.	Committee to meet
	(2)	Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present.	Questions at Committee meeting how decided
	(3)	In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.	Casting vote of Chairperson at Committee meeting
106.		All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified or that his or their appointment had terminated, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.	Acts of Board or Committee valid notwithstanding defect of appointment
107.		Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.	Passing of resolution by Circulation
Chief Executive Officer, Manager, Company Secretary and Chief Financial Officer			
108.	(a)	Subject to the provisions of the Act, -	Chief Executive Officer, etc.

	A chief executive officer, manager, company secretary and 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 and chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses.	
(b)	A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.	Director may be chief executive officer, etc.
Registers		
109.	<p>The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules.</p> <p>The registers and copies of annual return shall be open for inspection during business hours on all working days, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.</p>	Statutory registers
110. (a)	The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register.	Foreign register
(b)	The foreign register shall be open for inspection and may be closed, and extracts may be taken therefrom and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.	
Dividends and Reserve		
111.	The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend.	Company in general meeting may declare dividends
112.	Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.	Interim dividends
113. (1)	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 applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.	Dividends only to be paid out of profits
(2)	The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.	Carry forward of Profits
114. (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.	Division of profits
(2)	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.	Payments in advance

	(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.	Dividends to be apportioned
115.	(1)	The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.	No member to receive dividend whilst indebted to the Company and Company's right to reimbursement therefrom
	(2)	The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.	Retention of dividends
116.	(1)	Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or 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.	Dividend how remitted
	(2)	Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.	Instrument of Payment
	(3)	Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.	Discharge to Company
117.		Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.	Receipt of one holder sufficient
118.		No dividend shall bear interest against the Company.	No interest on dividends
119.		The waiver in whole or in part of any dividend on any share by any document shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.	Waiver of dividends
Unpaid or Unclaimed Dividend			
120.	(1)	Where the Company has declared a dividend but which has not been paid or claimed within thirty (30) days from the date of declaration, the Company shall, within seven (7) days from the date of expiry of the said period of thirty (30) days, transfer the total amount of dividend which remains unpaid or unclaimed, to a special account to be opened by the Company in that behalf in any scheduled bank subject to the applicable provisions of the Act and the Rules made thereunder.	Transfer of unclaimed dividend
	(2)	Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven (7) years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund established under section 125 of the Act. Any person claiming to be entitled to an amount may apply to the authority constituted by the Central Government for the payment of the money claimed.	Transfer to IEPF Account
	(3)	No unclaimed or unpaid dividend shall be forfeited by the Board until the claim becomes barred by Applicable Laws.	Forfeiture of unclaimed dividend

Accounts			
121.	(1)	The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules.	Inspection by Directors
	(2)	No member (not being a director) shall have any right of inspecting any books of account or books and papers or document of the Company except as conferred by Applicable Laws or authorized by the Board.	Restriction on inspection by members
Winding up			
115.		Subject to the applicable provisions of the Act and the Rules made thereunder –	Winding up of Company
	(a)	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.	
	(b)	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.	
	(c)	The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.	
Indemnity and Insurance			
122.	(a)	Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.	Directors and officers right to indemnity
	(b)	Subject as aforesaid, every director, managing director, manager, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.	
	(c)	The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.	Insurance
Secrecy			
123.		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.	
General Power		
124.	<p>Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its Articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.</p> <p>The Company shall from time to time comply with all the provisions as stipulated under the SEBI LODR and the rules and the regulation made by SEBI. Any provisions of these Articles which is contrary to the provisions of the SEBI LODR or rules and regulations made by SEBI or the provision of the Act, the said provision shall be deemed to be amended to the extent necessary to make it compliant with the said SEBI LODR or the rules and regulations of the SEBI or the Act. In case of any inconsistency between the provisions of these Articles, SEBI LODR, SEBI rules and regulations and the Act, the provision/compliance which is/are more onerous shall be applicable in such case, and these Articles shall be deemed amended to such extent.</p>	<p>General power and Requirement of compliance with the provisions of SEBI LODR (as amended) and the rules and regulations made by SEBI from time to time.</p>

SECTION X: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and 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) which are or may be deemed material will be attached to the copy of this Red Herring Prospectus which will be delivered to the RoC for filing. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Corporate Office between 10 a.m. and 5 p.m. on all Working Days and will also be available online at www.dreamfolks.in from the date of this Red Herring Prospectus until the Bid/Offer Closing Date.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

A. Material Contracts

1. Offer Agreement dated January 21, 2022 entered amongst our Company, the Selling Shareholders and the BRLMs.
2. Registrar Agreement dated January 19, 2022 entered amongst our Company, Selling Shareholders and the Registrar to the Offer.
3. Cash Escrow and Sponsor Bank Agreement dated August 16, 2022 entered into among our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Syndicate Members, the Escrow Collection Bank, the Bankers to the Offer.
4. Share Escrow Agreement dated August 16, 2022 entered into among the Selling Shareholders, our Company and the Share Escrow Agent.
5. Syndicate Agreement dated August 16, 2022 entered into among our Company, the Selling Shareholders, the BRLMs, and the Syndicate Members.
6. Underwriting Agreement dated [●] between our Company, the Selling Shareholders and Underwriters.

B. Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company, as amended.
2. Certificate of incorporation dated April 24, 2008 under the name of 'Believe Tradelink Private Limited'.
3. Certificate of incorporation dated May 1, 2015 under the name of 'Dreamfolks Services Private Limited'.
4. Fresh certificate of incorporation dated November 23, 2021 issued upon conversion of company to a public limited company under the name of 'Dreamfolks Services Limited'.
5. Resolution of our Board dated January 10, 2022 in relation to the Offer and other related matters.
6. Resolution of our Board dated January 21, 2022 approving the Draft Red Herring Prospectus.
7. Resolution of our Board dated August 17, 2022 approving this Red Herring Prospectus and other related matters.
8. Copies of annual reports of our Company for the last 3 Fiscals.
9. Consent letters dated January 21, 2022 and August 16, 2022 from the Selling Shareholders in relation to the Offer for Sale.
10. Examination report on the Restated Consolidated Financial Statements dated July 13, 2022, of our Statutory Auditors, included in this Red Herring Prospectus.

11. Consent letter dated August 16, 2022 from our Statutory Auditors for inclusion of their name as an 'expert' as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditor, and in respect of their (i) examination report, dated July 13, 2022 on our Restated Consolidated Financial Statements; and (ii) the statement of special tax benefits available to the Company and its shareholders dated August 16, 2022 included in this Red Herring Prospectus; and such consent has not been withdrawn as on the date of this Red Herring Prospectus.
12. The statement of special tax benefits dated August 16, 2022 from our Statutory Auditors.
13. Service contract dated November 30, 2021 executed by and between our Company and Liberatha Peter Kallat.
14. Service contract dated October 19, 2021 executed by and between our Company and Balaji Srinivasan.
15. Consents of the Directors, Selling Shareholders, BRLMs, Statutory Auditors, Syndicate Members, Legal Counsel to our Company, Legal Counsel to our BRLMs, Registrar to the Offer, and the Bankers to our Company, Chief Financial Officer, Company Secretary and Compliance Officer, as referred to in their specific capacities.
16. Industry report dated July 15, 2022, titled '*Indian Airport Loung Aggregators Market*', prepared by F&S, commissioned and paid for by our Company, which is available on the website of our Company at www.dreamfolks.in/img/doc/industry-report-frost-sullivan.pdf.
17. Consent letter dated July 15, 2022 from Frost & Sullivan to include contents or any part thereof from their report titled '*Indian Airport Loung Aggregators Market*' dated July 15, 2022 in this Red Herring Prospectus.
18. Tripartite agreement between NSDL, our Company and Registrar to the Offer dated November 17, 2021.
19. Tripartite agreement between CDSL, our Company and Registrar to the Offer dated November 22, 2021.
20. SEBI final observations letter no. SEBI/HO/CFD/DIL1/P/OW/2022/19517/1 dated May 09, 2022.
21. Due diligence certificate dated January 21, 2022 addressed to SEBI from the BRLMs.
22. In principle listing approvals both dated February 22, 2022, issued by BSE and NSE.
23. Copy of application dated January 21, 2022 filed by our Company with SEBI under Regulation 300(1)(c) of the SEBI ICDR Regulations seeking exemption from disclosing details of an individual and related entities in terms of definition of promoter group specified in Regulation 2(1)(pp) of the SEBI ICDR Regulations in the Offer Documents, and copy of letter bearing reference number SEBI/HO/CFD/DIL1/P/OW/2022/19528/1 dated May 9, 2022 issued by SEBI to our Company granting the exemption.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, Securities Contracts (Regulation) Rules, 1957, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Liberatha Peter Kallat

Chairperson and Managing Director

Place: Gurugram

Date: August 17, 2022

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, Securities Contracts (Regulation) Rules, 1957, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Mukesh Yadav

Non-Executive Director

Place: Gurugram

Date: August 17, 2022

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, Securities Contracts (Regulation) Rules, 1957, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Dinesh Nagpal

Non-Executive Director

Place: Gurugram

Date: August 17, 2022

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, Securities Contracts (Regulation) Rules, 1957, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Balaji Srinivasan

Executive Director

Place: Delhi

Date: August 17, 2022

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, Securities Contracts (Regulation) Rules, 1957, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Aditi Balbir

Independent Director

Place: New Delhi

Date: August 17, 2022

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, Securities Contracts (Regulation) Rules, 1957, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sudhir Jain

Independent Director

Place: Gurugram

Date: August 17, 2022

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, Securities Contracts (Regulation) Rules, 1957, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Mario Anthony Nazareth
Independent Director

Place: Mumbai
Date: August 17, 2022

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, Securities Contracts (Regulation) Rules, 1957, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sharadchandra Damodar Abhyankar

Independent Director

Place: Mumbai

Date: August 17, 2022

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, Securities Contracts (Regulation) Rules, 1957, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Giya Diwaan

Chief Financial Officer

Place: Gurugram

Date: August 17, 2022

DECLARATION BY SELLING SHAREHOLDER

I, Liberatha Peter Kallat, in my capacity as a Selling Shareholder, certify and confirm that all statements, disclosures and undertakings made or confirmed by me in this Red Herring Prospectus about or specifically in relation to myself as a Selling Shareholder and the portion of Equity Shares offered by me in the Offer for Sale are true and correct.

Liberatha Peter Kallat

Place: Gurugram

Date: August 17, 2022

DECLARATION BY SELLING SHAREHOLDER

I, Mukesh Yadav, in my capacity as a Selling Shareholder, certify and confirm that all statements, disclosures and undertakings made or confirmed by me in this Red Herring Prospectus about or specifically in relation to myself as a Selling Shareholder and the portion of Equity Shares offered by me in the Offer for Sale are true and correct.

Mukesh Yadav

Place: Gurugram

Date: August 17, 2022

DECLARATION BY SELLING SHAREHOLDER

I, Dinesh Nagpal, in my capacity as a Selling Shareholder, certify and confirm that all statements, disclosures and undertakings made or confirmed by me in this Red Herring Prospectus about or specifically in relation to myself as a Selling Shareholder and the portion of Equity Shares offered by me in the Offer for Sale are true and correct.

Dinesh Nagpal

Place: Gurugram

Date: August 17, 2022