PROSPECTUS
Dated: August 24, 2021
(Please read Section 26 & 32 of the Companies Act, 2013)
100% Fixed Price Issue

PLATINUMONE BUSINESS SERVICES LIMITED

(Formerly known as "PlatinumOne Business Services Private Limited")

Our Company was originally incorporated as PlatinumOne Wealth Advisors Private Limited on July 30, 2008 at Mumbai, Maharashtra as a private limited company under the Companies Act, 1956 with the Registrar of Companies, Maharashtra, Mumbai. Pursuant to a special resolution passed by the shareholders of the Company at the Extra Ordinary General Meeting held on January 20, 2015, our Company's name was changed to PlatinumOne Business Services Private Limited. A Certificate of Incorporation pursuant to change of name was issued on February 13, 2015 by the Registrar of Companies, Mumbai. Subsequently, our Company was converted into Public Limited Company pursuant to Shareholders resolution passed at the Extraordinary General Meeting of our Company held on July 08, 2020 and the name of our Company was changed to "PlatinumOne Business Services Limited" and a Fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company dated July 30, 2020 was issued by Registrar of Companies, Mumbai, being Corporate Identification Number U67190MH2008PLC185240. For further details of incorporation, change of name and Registered Office of our Company, please refer to section titled *'Our History and Certain Other Corporate Matters'* beginning on page 126 of this Prospectus.

Registered Office: Unit No. 0907 & 0908, Lodha Supremus II, Plot No. F-4 & F-4/1, Rd No.22, Wagle Estate, Thane - 400604, Maharashtra, India
Contact Person: Ms. Sony Devhare, Company Secretary and Compliance Officer
Tel: +91 – 9152018640; **E-mail**: info@platinumone.co.in; **Website**: www.platinumone.in

OUR PROMOTERS: PLATINUM POWER WEALTH ADVISORS PRIVATE LIMITED, MR. AMEY NARENDRA SAXENA, MR. RATUL LAHIRI AND MR. VIVEK YOGENDRA KUMAR

THE ISSUE

PUBLIC ISSUE OF UPTO 4,22,400 EQUITY SHARES OF FACE VALUE OF ₹10.00 EACH ("EQUITY SHARES") OF PLATINUMONE BUSINESS SERVICES LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹92.00 PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹82.00 PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO ₹388.61 LAKH ("THE ISSUE") OF WHICH 21,600 EQUITY SHARES OF FACE VALUE OF ₹ 10.00 EACH FOR CASH AT A PRICE OF ₹92.00 PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹82.00 PER EQUITY SHARE AGGREGATING TO ₹19.87 LAKH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION i.e. ISSUE OF 4,00,800 EQUITY SHARES OF FACE VALUE OF ₹10.00 EACH AT A PRICE OF ₹92.00 PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹82.00 PER EQUITY SHARE AGGREGATING TO ₹368.74 LAKH IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.69 % and 25.33 % RESPECTIVELY OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY

THE FACE VALUE OF THE EQUITY SHARE IS ₹10.00 AND THE ISSUE PRICE IS 9.2 TIMES OF THE FACE VALUE OF THE EQUITY SHARES

In terms of Rule 19(2)(b)(i) of the SCRR this Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. This Issue is being made through Fixed Price Issue in accordance and compliance with Chapter IX and other applicable provisions of ICDR Regulations wherein a minimum of 50% of the Net Issue is allocated for Retail Individual Investors and the balance shall be offered to individual Applicants other than Retail Individual Investors and other investors including corporate bodies or institutions, QIBs and Non - Institutional Applicants. However, if the aggregate demand from the Retail Individual Investors is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price. Additionally, if the Retail Individual Investors category is entitled to more than 50% on proportionate basis, the Retail Individual Investors shall be allocated that higher percentage. For further details please refer the section titled '*Issue Related Information*' beginning on page 195 of this Prospectus.

In terms of Regulation 256 of ICDR Regulations read with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, and Unified Payments Interface ("UPI") introduced vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, all potential Applicants shall participate in the Issue through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank accounts which will be blocked by the Self-Certified Syndicate Banks ("SCSBs") for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, Retail Individual Investors applying in public issue may use either ASBA process or UPI payment mechanism by providing UPI-ID in the Application Form which is linked from bank account of the Applicant. For details in this regard, specific attention is invited to '*Issue Procedure*' beginning on page 204 of this Prospectus.

RISK IN RELATION TO THE FIRST ISSUE

This being the first Public Issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹10.00. The Issue Price (as determined by our Company in consultation with the Lead Manager as stated in '*Basis for Issue Price*' beginning on page 62 of this Prospectus) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of the Issuer and the Issue including the risks involved. The Equity Shares in the Issue have neither been recommended nor approved by Securities and Exchange Board of India ("**SEBI**") nor does SEBI guarantee the accuracy or adequacy of this Prospectus. Specific attention of the investors is invited to the section titled '*Risk Factors*' beginning on page 19 of this Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to Our Company and the Issue which is material in the context of the Issue, that the information contained in this 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 Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading, in any material respect.

LISTING

The Equity Shares issued through the Prospectus are proposed to be listed on the SME Platform of BSE Limited. Our Company has received 'in-principle' approvals from BSE for the listing of the Equity Shares pursuant to letters dated October 05, 2020. For the purposes of the Issue, the Designated Stock Exchange shall be BSE Limited. A signed copy of the Prospectus shall be delivered to the RoC in accordance with Section 26(4) of the Companies Act 2013. For details of the material contracts and documents available for inspection from the date of the Prospectus up to the Issue Closing Date, see '*Material Contracts and Documents for Inspection*' beginning on page 273 of this Prospectus.

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
GRETEX CORPORATE SERVICES LIMITED Office No. 13, 1st Floor, New Bansilal Building, Raja Bahadur Mansion, 9-15, Homi Modi Street, Fort, Mumbai – 400 001 **Tel No.:** +91 – 22 – 4002 5273 / 98368 22199/ 98368 21999 **Email:** info@gretexgroup.com/ mbk@gretexgroup.com **Website:** www.gretexcorporate.com **Contact Person**: Mr. Janil Dilip Jain **SEBI Registration No:** INM000012177 **CIN:** U74999MH2008PLC288128	**BIGSHARE SERVICES PRIVATE LIMITED** 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400 059 **Tel No.:** +91 – 22 – 6263 8200; **Fax No.:** +91 – 22 – 6263 8299 **E-mail:** ipo@bigshareonline.com **Investor Grievance E-mail:** investor@bigshareonline.com **Website:** www.bigshareonline.com **Contact Person:** Mr. Arvind Tandel **SEBI Registration No.:** INR000001385 **CIN:** U99999MH1994PTC076534

ISSUE PROGRAMME

ISSUE OPENS ON: THURSDAY, SEPTEMBER 02, 2021	**ISSUE CLOSES ON:** TUESDAY, SEPTEMBER 07, 2021

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

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

The words and expressions used in this Prospectus but not defined herein shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI (ICDR) Regulations, the SCRA, the Listing Regulations, the Depositories Act or the Rules and Regulations made thereunder.

*Notwithstanding the foregoing, terms used in of the sections "**Statement of Possible Tax Benefits**", "**Financial Statement as Restated**", "**Main Provisions of Articles of Association**", "**Basis for Issue Price**", "**Our History and Certain Corporate Matters**", "**Other Regulatory and Statutory Disclosures**" and "**Outstanding Litigations and Material Developments**" beginning on pages* 65, 132, 262, 62, 94, 184 and 174 *respectively, shall have the meaning ascribed to such terms in the relevant section.*

GENERAL TERMS

Term	Description
"POBS", "our Company", "we", "us", "our", "the Company", "the Issuer Company" or "the Issuer"	Unless the context otherwise indicates or implies, refers to PlatinumOne Business Services Limited, a public limited company incorporated under the Companies Act, 1956 and having Registered Office at Unit No. 0907 & 0908, Lodha Supremus II, Plot No. F-4 & F-4/1, Rd No.22, Wagle Estate, Thane - 400604, Maharashtra, India
"We", "the", "our" or "us"	Unless the context otherwise indicates or implies, refers to our Company

COMPANY RELATED TERMS

Term	Description
Articles / Articles of Association/AOA	The articles of association of our Company, as amended
Audit Committee	Audit Committee of our Company constituted in accordance Section 177 of the Companies Act, 2013 and as described in the chapter titled "***Our Management***" beginning on page 98 of this Prospectus.
Auditor of our Company/ Statutory Auditor	The Statutory Auditors of our Company, being M/s. Vatsaraj & Co., Chartered Accountants holding a valid peer review certificate as mentioned in the section titled "***General Information***" beginning on page 40 of this Prospectus.
Banker to our Company	DCB Bank Limited, as disclosed in the section titled **"*General Information*"** beginning on page 40 of this Prospectus.
Board of Directors / Board	The Board of Directors of our Company, including all duly constituted Committees thereof. For further details of our Directors, please refer to chapter titled "***Our Management*"** beginning on page 98 of this Prospectus.
Companies Act	The Companies Act, 2013, as amended from time to time.
Chief Financial Officer /CFO	The Chief Financial Officer of our Company as mentioned in the chapter titled "***General Information***" beginning on page 40 of this Prospectus.
Company Secretary & Compliance Officer	The Company Secretary and Compliance Officer of our Company as mentioned in the chapter titled "***General Information***" beginning on page 40 of this Prospectus.
Director(s) / our Directors	Director(s) of our company unless otherwise specified
Depositories Act	The Depositories Act, 1996, as amended from time to time
Depositories	National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Equity Shares	Equity Shares of our Company having Face Value of ₹10.00 each unless otherwise specified in the context thereof
Equity Shareholders	Persons/ Entities holding Equity Shares of the Company
Fugitive economic offender	Shall mean an individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
Group Companies / Entities	Such Companies (other than our Promoters) with whom there are related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards, and also other companies as considered material by the Board and are included in the chapter titled "***Our Group Entities***" beginning on page 126 of this Prospectus.

Indian GAAP	Generally Accepted Accounting Principles in India
Independent Directors	Independent directors on the Board, and eligible to be appointed as an independent director under the provisions of Companies Act and SEBI Listing Regulations. For details of the Independent Directors, please refer chapter titled **"*Our Management*"** beginning on page 98 of this Prospectus
ISIN	International Securities Identification Number is INE0DTJ01015.
Key Managerial Personnel / Key Managerial Employees	Key Managerial Personnel of our Company in terms of the Companies Act, 2013 and Regulation 2(1) (bb) of the SEBI (ICDR) Regulations 2018 and Section 2(51) of the Companies Act, 2013. For details, see section entitled "***Our Management***" beginning on page 98 of this Prospectus.
MD or Managing Director	The Managing Director of our Company, Mr. Amey Narendra Saxena
Materiality Policy	The policy adopted by our Board on August 03, 2020 for identification of Group Companies, outstanding material litigation and outstanding dues to creditors in respect of our Company, pursuant to the disclosure requirements under Schedule VI of the SEBI (ICDR) Regulations.
MOA/ Memorandum / Memorandum of Association	The Memorandum of Association of our Company as amended from time to time.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013, as disclosed in the chapter titled **"*Our Management*"** beginning on page 98 of this Prospectus.
Promoters	The promoters of our Company being: (i) Platinum Power Wealth Advisors Private Limited, (ii) Mr. Amey Narendra Saxena, (iii) Mr. Ratul Lahiri and (iv) Mr. Vivek Yogendra Kumar for further details, please refer to chapter titled **"*Our Promoters and Promoter Group*"** beginning on page 119 of this Prospectus.
Promoter Group	Includes individuals, companies and entities forming part of our Promoter Group as per Regulation 2(1) (pp) the SEBI ICDR Regulations, 2018 and as disclosed in the chapter titled **"*Our Promoters and Promoter Group*"** beginning on page 119 of this Prospectus
Registered Office	The Registered office of our Company, located at Unit No. 0907 & 0908, Lodha Supremus II, Plot No. F-4 & F-4/1, Rd No.22, Wagle Estate, Thane - 400604, Maharashtra, India.
Restated Financial Statement	The Financial Statements as Restated of our Company which comprises of the restated balance sheet, the profit and loss account and the restated cash flow statement for the Financial Years ended March 31, 2021; 2020; and 2019, together with the annexures and the notes thereto, which we have been prepared in accordance with the Companies Act, the applicable Accounting Standards and restated in accordance with the SEBI (ICDR) Regulations.
ROC / Registrar of Companies	Registrar of Companies, Mumbai situated at Registrar of Companies, 100, Everest, Marine Drive, Mumbai – 400 002, Maharashtra, India.
Stakeholder's Relationship Committee	The Stakeholder's relationship committee of our Company constituted in accordance with Section 178 of Companies Act, 2013 and as described under the chapter titled "***Our Management***" beginning on page 98 of this Prospectus.
Stock Exchange	Unless the context requires otherwise, refers to, BSE Limited

ISSUE RELATED TERMS

Terms	Description
Abridged Prospectus	Abridged Prospectus to be issued under Regulation 255 of SEBI ICDR Regulations and appended to the Application Form
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of having accepted the Application Form.
Allot / Allotted / Allotment/ Allotment of Equity Shares	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Issue
Allottee(s)	The successful applicant to whom the Equity Shares are being / have been allotted.
Applicant/Investor	Any prospective investor who makes an application pursuant to the terms of the Prospectus and the Application Form.
Application	An indication to make an offer during the Issue Period by an Applicant, pursuant to submission of Application Form, to subscribe for or purchase our Equity Shares at the Issue Price including all revisions and modifications thereto, to the extent permissible under the SEBI (ICDR) Regulations
Application Amount	The number of Equity Shares applied for and as indicated in the Application Form multiplied by the price per Equity Share payable by the Applicants on submission of the Application Form
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company.
Application Supported by Blocked Amount / ASBA	An application whether physical or electronic, used by ASBA Applicant to make an application authorizing an SCSB to block the Application Amount in the specified Bank Account maintained with such SCSB and will include applications made by RIIs using the UPI Mechanism, where

	the application amount shall be blocked upon acceptance of UPI Mandate Request by RIIs using UPI Mechanism.
ASBA Account	A bank account maintained with an SCSB and specified in the Application Form submitted by the Applicants or the account of the RII blocked upon acceptance of UPI Mandate Request by RIIs using the UPI mechanism, to the extent of the Application Amount specified by the Applicant.
ASBA Applicant(s)	Any prospective investors in the Issue who intend to submit the Application through the ASBA process.
ASBA Application/ Application	An application form, whether physical or electronic, used by ASBA Applicants which will be considered as the application for Allotment in terms of the Prospectus.
ASBA Form/ Application Form	An application form (with and without the use of UPI, as may be applicable), whether physical or electronic, used by the ASBA Applicants and which will be considered as an application for Allotment in terms of the Prospectus.
Allottee	The successful applicant to whom the Equity Shares are being / have been issued.
Bankers to the Issue	The banks which are Clearing Members and registered with SEBI under Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 as Banker to an Issue with whom the Escrow Agreement is entered into and in this case, being ICICI Bank Limited.
Basis of Allotment	The basis on which equity shares will be allotted to successful applicants under the Issue and which is described in the section ***"Issue Procedure"*** beginning on page 204 of this Prospectus.
Broker Centers	Broker Centers notified by the Stock Exchanges, where the Applicants can submit the Application Forms (in case of RIIs only ASBA Forms under UPI) to a Registered Broker. The details of such Broker Centre's, along with the name and contact details of the Registered Brokers, are available on the websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Broker to the Issue	All recognized members of the stock exchange would be eligible to act as the Broker to the Issue.
Business Day	Monday to Saturday (except 2nd & 4th Saturday of a month and public holidays)
BSE SME	The SME platform of BSE Limited, approved by SEBI as an SME Exchange for listing of equity shares Issued under Chapter IX of the SEBI (ICDR) Regulations, 2018.
CAN /Confirmation of Allocation Note	A note or advice or intimation sent to Investors, who have been allotted the Equity Shares, after approval of Basis of Allotment by the Designated Stock Exchange
Client ID	Client identification number of the Applicant's beneficiary account
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Application Forms at the Designated CDP Locations in terms of circular no. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Controlling Branches/ Controlling Branches of the SCSBs.	Such branches of the SCSBs which co-ordinate Application Forms by the ASBA Applicants with the Registrar to the Issue and SME Platform of BSE Limited and a list of which is available at http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time
Demographic Details	The demographic details of the Applicants such as their address, PAN, occupation and bank account details and UPI ID (if applicable).
Depositories	NSDL and CDSL registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, as amended from time to time
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Depository Participant/DP	A depository participant registered with SEBI under the Depositories Act.
Designated Date	The date on which funds are transferred by the Escrow Collection Bank(s) from the Escrow Account, or the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account following which the Board of Directors shall Allot the Equity Shares to successful Applicants in the Issue
Designated Intermediaries	The SCSBs, Registered Brokers, CDPs and RTAs, who are categorized to collect Application Forms from the Applicants, in relation to the Issue.
Designated Stock Exchange	SME Platform of BSE Limited
Designated CDP Locations	Such centers of the CDPs where Applicants 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 website of BSE Limited.
Designated SCSB Branches	Such Branches of the SCSBs which shall collect the ASBA Forms used by the Applicants (other than ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism), a list of which is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35
Designated RTA Locations	Such locations of the RTAs where Applicants can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the BSE Limited.

Designated Market Maker	Gretex Share Broking Private Limited will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI ICDR Regulations.
Draft Prospectus	The Draft Prospectus dated September 11, 2020 filed with SME Platform of BSE Limited, prepared and issued by our Company in accordance with SEBI ICDR Regulations
DP	Depository Participant
DP ID	Depository Participant's Identity number
Eligible NRI	NRI eligible to invest under the FEMA Regulations, from jurisdictions outside India where it is not unlawful to make an offer or invitation to participate in the Issue and in relation to whom the Application Form and the Prospectus will constitute an invitation to subscribe for Equity Shares and who have opened dematerialized accounts with SEBI registered qualified depository participants
Eligible QFIs	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation to participate in the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to Equity Shares issued thereby, and who have opened dematerialized accounts with SEBI registered qualified depository participants, and are deemed as FPIs under SEBI FPI Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018
FII / Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India
First/ Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form
General Corporate Purposes	Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the offer document. Provided that any issue related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the offer document.
General Information Document/ GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, the circular (CIR/CFD/DIL/1/2016) dated January 1, 2016 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019, circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, and circular no. (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 and circular no. (SEBI/HO/CFD/DIL2/P/CIR/2021/570) dated June 2, 2021 issued by SEBI. The General Information Document is available on the websites of the Stock Exchanges and the LM.
Issue Opening Date	The date on which the Issue opens for subscription
Issue Closing date	The date on which the Issue closes for subscription
Issue Period	The period between the Issue Opening Date and the Issue Closing Date (inclusive of such date and the Issue Opening Date) during which prospective Applicants can submit their Application Forms, inclusive of any revision thereof. Provided however that the applications shall be kept open for a minimum of three (3) Working Days for all categories of Applicants
Issue Proceeds	The proceeds of the Issue as stipulated by the Company. For further information about use of the Issue Proceeds please refer to section titled **"*Objects of the Issue*"** beginning on page 57 of this Prospectus
IPO	Initial Public Offering
Issue / Issue Size / Public Issue	Initial Public Issue of 4,22,400 Equity Shares of face value of ₹10.00 each for cash at a price of ₹92.00 per equity share (including a premium of ₹82.00 per equity share) aggregating to ₹388.61Lakh by our Company
Issue Price	The price at which the Equity Shares are being issued by our Company under this Prospectus being ₹92.00 per Equity Share
Issue Agreement	The agreement dated August 11, 2020 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue
Listing Agreement	Unless the context specifies otherwise, this means the SME Equity Listing Agreement to be signed between our company and the SME Platform of BSE
LM / Lead Manager	Lead Manager to the Issue, in this case being Gretex Corporate Services Limited

Listing Agreement	Unless the context specifies otherwise, this means the SME Equity Listing Agreement to be signed between our company and the SME Platform of BSE.
Market Maker	Member Brokers of BSE who are specifically registered as Market Maker with the BSE SME Platform. In our case, Gretex Share Broking Private Limited, will be acting as the Market Maker to the Issue.
Market Making Agreement	The Market Making Agreement dated August 11, 2020 between our Company and the Market Maker
Market Maker Reservation Portion	The reserved portion of 21,600 Equity Shares of face value of ₹10.00 each fully paid for cash at an Issue Price of ₹92.00 per Equity Shares aggregating ₹19.87 Lakh in the Public Issue of our Company.
Mutual Fund(s)	Mutual fund (s) registered with SEBI pursuant to the SEBI (Mutual Funds) Regulations,1996, as amended.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 4,00,800 Equity Shares of face value of ₹10.00 each fully paid up of our Company for cash at a price of ₹92.00 per Equity Share (the issue price) aggregating to ₹368.74 Lakh
Net Proceeds	The Issue Proceeds less the Issue related expenses. For further details, please refer chapter titled ***"Objects of the Issue"*** beginning on page 57 of this Prospectus
Non-Institutional Applicants /NIB	All Applicants (including Eligible NRIs), who are not QIBs or Retail Individual Applicants and who have applied for Equity Shares for an amount of more than ₹2.00 Lakh
Other Investors	Investors other than Retail Individual Investors. These include individual Applicants other than retail individual investors and other investors including corporate bodies or institutions.
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust, or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, Eligible QFIs, FIIs registered with SEBI and FVCIs registered with SEBI
Prospectus	This Prospectus, to be filed with the RoC in accordance with the provisions of Section 26 and 32 of the Companies Act, 2013 and SEBI ICDR Regulations, 2018
Public Issue Account	Account to be opened with the Banker to the Issue/Public Issue Bank to receive monies from the SCSBs from the bank account of the Applicants, on the Designated Date.
Qualified Foreign Investors / QFIs	A qualified foreign investor as defined in SEBI FPI Regulations.
Qualified Institutional Buyers / QIBs	Qualified Institutional Buyers as defined under Regulation 2(1) (ss) of SEBI ICDR Regulations
Refund Account	Account opened / to be opened with a SEBI Registered Banker to the Issue from which the refunds of the whole or part of the Application Amount, if any, shall be made
Refund through electronic transfer of funds	Refunds through NECS, NEFT, direct credit, NACH or RTGS, as applicable
Registered Broker	Stock brokers registered with SEBI as trading members who hold valid membership of BSE having right to trade in stocks listed on BSE and eligible to procure Application Forms in terms of SEBI circular no. CIR/CFD/14/2012 dated October 4, 2012
Registrar Agreement	The agreement dated August 11, 2020 entered into between our Company and the Registrar to the Issue, in relation to the responsibilities and obligations of the Registrar pertaining to the Issue
Registrar and Share Transfer Agents or RTAs	Registrar and Share Transfer Agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Registrar / Registrar to the Issue	Registrar to the Issue being Bigshare Services Private Limited.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion
Retail Individual Investors/RII	Applicants or minors applying through their natural guardians, (including HUFs in the name of Karta and Eligible NRIs) who have applied for an amount less than or equal to ₹2.00 Lakh in this Issue.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s), as applicable.
SCSB	The banks registered with SEBI, which offer services, (i) in relation to ASBA, where the Application Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI atwww.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to RIBs using the UPI Mechanism, a list of which is available on the website of SEBI at

	https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time. Applications through UPI in the Issue can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism is appearing in the "list of mobile applications for using UPI in public issues" displayed on the SEBI website. The said list shall be updated on the SEBI website.
Specified Locations	Collection centres where the SCSBs shall accept application forms, a list of which is available on the website of the SEBI (www.sebi.gov.in) and updated from time to time
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the retail investors into the UPI
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended thereto.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI (ICDR) Regulations /ICDR Regulation/ Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
SEBI (Venture Capital) Regulations	Securities Exchange Board of India (Venture Capital) Regulations, 1996 as repealed by the SEBI AIF Regulations
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Listing Regulations, 2015/SEBI Listing Regulations/Listing Regulations/SEBI (LODR)	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SME Exchange	The SME Platform of the BSE i.e. BSE SME
SME Platform	The SME platform of BSE Limited, approved by SEBI as an SME Exchange for listing of equity shares.
Underwriter	Underwriter to the Issue is Gretex Corporate Services Limited
Underwriting Agreement	The Agreement entered into between the Underwriter and our Company dated August 16, 2021.
UPI	Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons bank accounts using a payment address which uniquely identifies a person's bank a/c.
UPI Circulars	The SEBI circular no. (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018 read with SEBI circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019), SEBI circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019), SEBI circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019), SEBI circular no. (SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019), SEBI circular no. (SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020), SEBI circular no. (SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021), SEBI circular no. (SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021), SEBI circular no. (SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021) and any subsequent circulars or notifications issued by SEBI in this regard.
UP ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI)
UPI Mandate Request	A request (intimating the RII by way of a notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Application Amount and subsequent debit of funds in case of Allotment.
UPI Mechanism	The Application mechanism that may be used by an RII to make an Application in the Issue in accordance the UPI Circulars to make an ASBA Applicant in the Issue
UPPIN	Password to authenticate UPI transaction
Working Days	**"Working days"** means all days on which commercial banks in the city as specified in the offer document are open for business. However, till issue period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in the city as notified in the offer document are open for business. The time period between the bid/issue closing date and the listing of the specified securities on the stock exchanges, working day shall

	mean all trading days of the stock exchanges, excluding Sundays and bank holidays, as per circulars issued by the Board, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and in terms of regulation 2(1)(mmm) of SEBI ICDR Regulations 2018.
Wilful Defaulter(s)	Wilful defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations.

CONVENTIONAL AND GENERAL TERMS/ ABBREVIATIONS

Terms	Description
ACIT	Assistant Commissioner of Income Tax
AIF(s)	The alternative investment funds, as defined in, and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
CAD	Current Account Deficit
Category I Foreign Portfolio Investor(s)	FPIs who are registered as "Category I foreign portfolio investor" under the SEBI FPI Regulations
Category II Foreign Portfolio Investor(s)	FPIs who are registered as "Category II foreign portfolio investor" under the SEBI FPI Regulations
Category III Foreign Portfolio Investor(s)	FPIs who are registered as "Category III foreign portfolio investor" under the SEBI FPI Regulations
Companies Act/ Companies Act, 2013	Companies Act, 2013, to the extent in force pursuant to the notification of sections of the Companies Act, 2013, along with the relevant rules made thereunder
Competition Act	The Competition Act, 2002
Consolidated FDI Policy	Consolidation FDI Policy dated August 28, 2017 issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time.
FCNR Account	Foreign currency non-resident account
FEMA	Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations 2000
FII(s)	Foreign Institutional Investors as defined under the SEBI FPI Regulations
Financial Year/ Fiscal/ Fiscal Year/ F.Y.	Period of twelve (12) months ended March 31 of that particular year, unless otherwise stated.
Foreign Portfolio Investor or FPI	Foreign Portfolio Investors, as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India.
FVCI	Foreign Venture Capital Investor, registered under the FVCI Regulations
FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
Income Tax Act or the I.T. Act	The Income Tax Act, 1961
Ind AS	New Indian Accounting Standards notified by Ministry of Corporate Affairs on February 16, 2015, applicable from Financial Year commencing April 1, 2016 as amended.
LLP Act	The Limited Liability Partnership Act, 2008
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the Government as having come into effect prior to the date of this Prospectus
NRE Account	Non-resident external account
NRO Account	Non-resident ordinary account
RBI Act	Reserve Bank of India Act, 1934
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India is constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI LODR Regulations, 2015 / SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended

SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as repealed by the SEBI AIF Regulations, as amended
Securities Act	U.S. Securities Act of 1933, as amended
State Government	The government of a state of the Union of India
STT	Securities Transaction Tax
Sub-account	Sub-accounts registered with SEBI under the SEBI FII Regulations other than subaccounts which are foreign corporates or foreign individuals
VCFs	Venture Capital Funds as defined and registered with SEBI under the SEBI VCF Regulations
Wilful Defaulter(s)	Wilful defaulter means a person or an issuer who or which is categorized as a wilful defaulter by any bank or financial institution (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.

TECHNICAL AND INDUSTRY RELATED TERMS

Terms	Description
AC	Air Conditioner
AI	Artificial Intelligence
APIs	Application Programming Interface
ASSOCHAM	The Associated Chambers of Commerce and Industry of India
BCG	Boston Consulting Group
BPMS	Business Process Management Services
CAD	Current Account Deficit
CAGR	Compound Annual Growth Rate
CPI	Consumer Price Index
CRM	Customer Relationship Management
DG	Diesel Generator
DPIIT	Department for Promotion of Industry and Internal Trade
EBITDA	Earnings before interest, taxes, depreciation and amortization
FDI	Foreign Direct Investment
FMCG	Fast-Moving Consumer Goods
FTP	Foreign Trade Policy
GDP	Gross Domestic Product
GFSR	Global Financial Stability Report
GST	Goods and Service Tax
GVA	Gross Value Added
GW	Gigawatt
IIP	Index of Industrial Production
ISO	International Organization for Standardization
IT	Information Technology
IT & BPM Industry	Information Technology & Business Process Management Industry
M&A	Mergers and Acquisition
MEIS	Merchandise Exports from India Scheme
MIS	Management Information System
MMR	Maternal Mortality Ratio
MeitY	Ministry of Electronics and Information Technology
MNCs	Multinational corporations
MSH	MeitY Startup Hub
MSME	Micro, Small and Medium Enterprises
NASSCOM	The National Association of Software and Service Companies
NITI Aayog	National Institution for Transforming India
PA	Provisional tax Actual
PAT	Profit After Tax
PC	Personal Computer
PE	Private Equity
PMAY(U)	Pradhan Mantri Awas Yojana (Urban)
PMGK	Pradhan Mantri Garib Kalyan Package
PMI	Purchasing Managers' Index
PPP	Purchasing Power Parity
RBI	Reserve Bank of India

ROCE	Return on Capital Employed
ROE	Return on Equity
ROI	Return on Investment
RRBs	Regional Rural Banks
SAUBHAGYA	Pradhan Mantri Sahaj Bijli Har Ghar Yojana – 'Saubhagya'
SaaS	Software-as-a-Service
SEIS	Service Exports from India Scheme
SOPs	Statements of Process
SLAs	Service Level Agreements
UPS	Uninterruptible Power Supply
USP	Unique Selling Proposition
WEO	World Economic Outlook
WPI	Wholesale Price Index
WTO	World Trade Organisation
YoY	Year on Year basis

CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA ANDCURRENCY OF FINANCIAL PRESENTATION

In this Prospectus, the terms "we", "us", "our", the "Company", "our Company", "PlatinumOne Business Services Limited" and "POBS", unless the context otherwise indicates or implies, refers to PlatinumOne Business Services Limited.

CERTAIN CONVENTION

All references in this Prospectus to "India" are to the Republic of India.

Unless indicated otherwise, all references to page numbers in this Prospectus are to page numbers of this Prospectus.

FINANCIAL DATA

Unless stated otherwise, the financial data in this Prospectus is derived from our audited restated financial statements for the Financial Years ended March 31, 2021; 2020; and 2019 prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations and the Indian GAAP which are included in this Prospectus, and set out in "***Financial Statements as Restated***" on page 132 of this Prospectus.

In this Prospectus, any discrepancies in any table between the total and the sum of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal place and all percentage figures have been rounded off to two decimal places and accordingly there may be consequential changes in this Prospectus.

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, so all references to a particular financial year 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.

There are significant differences between Indian GAAP and IND (AS). Accordingly, the degree to which the Restated Financial Statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices, Indian GAAP, IND (AS), the Companies Act and the SEBI (ICDR) Regulations, on the Restated Financial Statements presented in this Prospectus should accordingly be limited. Although we have included a summary of qualitative and quantitative differences between Indian GAAP and IND (AS), our financial statements reported under IND (AS) in future accounting periods may not be directly comparable with our financial statements historically prepared in accordance with Indian GAAP, including disclosed in this Prospectus. You should consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in "***Risk Factors***", "***Our Business***", "***Management's Discussion and Analysis of Financial Position and Results of Operations***" and elsewhere in this Prospectus unless otherwise indicated, have been calculated on the basis of the Company's restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Statutory Auditor, set out in the section titled '***Financial Statements as Restated'*** beginning on page 132 of this Prospectus. Currency and Units of Presentation In this 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.

CURRENCY AND UNITS OF PRESENTATION

In this 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. All references to the word 'Lakh' or 'Lakhs', 'Lac' or 'Lacs', means 'One hundred thousand' and the word 'Million' means 'Ten lakh' and the word 'Crore' means 'Ten Million' and the word 'Billion' means 'One Thousand Million'.

Any percentage amounts, as set forth in "***Risk Factors***", "***Our Business***", "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" and elsewhere in this Prospectus, unless otherwise indicated, have been calculated based on our financial statements as restated prepared in accordance with Indian GAAP.

INDUSTRY AND MARKET DATA

Unless stated otherwise, industry and market data used throughout this Prospectus has been obtained or derived from internal Company reports and industry and Government publications, publicly available information and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed, and their reliability cannot be assured. Although, our Company believes that industry data used in this

Prospectus is reliable, it has not been independently verified either by the Company or the Lead Manager or any of their respective affiliates or advisors.

Further, the extent to which the industry and market data presented in this Prospectus is meaningful depends on the reader's familiarity with and understanding of, the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

FORWARD LOOKING STATEMENTS

All statements contained in this Prospectus that are not statements of historical facts constitute ***"Forward Looking Statements"***. All statements regarding our expected financial condition and results of operations, business, objectives, strategies, plans, goals and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, our revenue and profitability, planned projects and other matters discussed in this Prospectus regarding matters that are not historical facts. These forward-looking statements and any other projections contained in this Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. Important factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under the section titled **"*Risk Factors*"**; **"*Management's Discussion and Analysis of Financial Condition and Results of Operations*"**; **"*Industry Overview*"**; and **"*Our Business*"** beginning on pages 19, 161, 68 and 77 respectively of this Prospectus.

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

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

1. Impact of the COVID-19 pandemic on our business and operations;
2. General economic and business conditions in India and other countries;
3. Pricing pressure due to intense competition in the market from local and big players;
4. Our operations are subject to having impact due to changes in Government policies;
5. Any change or shift of focus of Government policies may adversely impact our financials;
6. Effect of lack of infrastructure facilities on our business;
7. Our ability to attract, retain and manage qualified personnel;
8. Our ability to successfully implement our growth strategy and expansion plans;
9. Changes in fiscal, economic or political conditions in India;
10. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
11. The performance of the financial markets in India and globally;
12. Any adverse outcome in the legal proceedings in which we are involved;
13. The occurrence of natural disasters or calamities;
14. Failure to adapt to the changing technology in our industry of operation may adversely affect our business and financial condition;
15. Failure to obtain any approvals, licenses, registrations and permits in a timely manner;
16. Conflict of Interest with group companies, the promoter group and other related parties
17. Other factors beyond our control; and
18. Our ability to manage risks that arise from these factors.

Forward looking statements reflects views as of the date of this Prospectus and not a guarantee of future performance. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither our Company / our Directors nor the Lead Manager, nor any of its affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with SEBI requirements, our Company and the Lead Manager will ensure that investors in India are informed of material developments until such time as the listing and trading permission is granted by the Stock Exchange.

Our Company will ensure that investors are informed of material developments in relation to statements about our Company in this Prospectus until the Equity Shares are allotted to the investors.

SECTION II: SUMMARY OF OFFER DOCUMENT

A. OVERVIEW OF INDUSTRY

The information given below is based on the state of the India Economy pre COVID -19. The impact of COVID -19 on various sectors of the economy is still being assessed. In response to the COVID -19 pandemic, India's economic relief package has included fiscal stimulus, monetary easing and liquidity, regulatory measures for the financial sector and for borrowers and provides much-needed support for businesses and agriculture and vulnerable households. The outcome of all such policy measures will be visible over remainder of Financial Year 2021 – 22.

The global sourcing market in India continues to grow at a higher pace compared to the IT & BPM industry. India is the leading sourcing destination across the world, accounting for approximately 55 per cent market share of the US$ 200-250 billion global services sourcing business in 2020-21. Indian IT & BPM companies have set up over 1,000 global delivery centres in about 80 countries across the world.

India has become the digital capabilities hub of the world with around 75 per cent of global digital talent present in the country.

Source: https://www.ibef.org/industry/manufacturing-sector-india.aspx

The services sector is not only the dominant sector in India's GDP, but has also attracted significant foreign investment, has contributed significantly to export and has provided large-scale employment. India's services sector covers a wide variety of activities such as trade, hotel and restaurants, transport, storage and communication, financing, insurance, real estate, business services, community, social and personal services, and services associated with construction.

As of 2018, 31.45 per cent of India's employed population is working in the services sector.

Source: https://www.ibef.org/industry/services.aspx

For further details please refer the section titled "Industry Overview" beginning on page 68 of this Prospectus.

B. OVERVIEW OF BUSINESS

Our company is engaged in the business of providing Business Process Management Services. Business Process Management Services (BPMS) has an endless reach in the today's market. In today's business world mid-size companies to large corporates are focusing on out sourcing model for their various activities. India's cost competitiveness in providing IT services, which is approximately 3-4 times cheaper than the US, continues to be the mainstay of its Unique Selling Proposition (USP) in the global sourcing market. Since BPMS being an endless market, we have focused on special area in BPMS which is Customer Acquisition. Our Company provides services to Mid-Size and Large Indian Corporates to fulfil their Customer Acquisition needs. Our Company provides services in various industries namely FMCG, Real Estate, Furniture, Insurance, Consumer Durables etc. Our tailor-made solutions offers customized engagement models to facilitate the ease of doing their business.

Our company provides processes like Lead Conversion, Channel Management, Lead Generation, Customer Care and Loyalty Program being delivered through our Call Centres. Additionally, Sales Enablement as a service delivered through a Team of Domain Trained Sales Consultants. We have a dedicated team of professionals comprising of experienced personnel in every Industry.

C. OUR PROMOTERS

As on date of this Prospectus, our Promoters are (i) Platinum Power Wealth Advisors Private Limited ("PPWA"), (ii) Mr. Amey Narendra Saxena, (iii) Mr. Ratul Lahiri and (iv) Mr. Vivek Yogendra Kumar.

D. DETAILS OF THE ISSUE

Fresh Issue:

Initial Public Offer consisting of Fresh Issue of 4,22,400 Equity Shares for cash at a price of ₹92.00 per Equity Share including a Share Premium of ₹82.00 per Equity Share aggregating to ₹388.61 Lakh, of which 21,600 Equity Shares for cash at a price of ₹92.00 per Equity Share including a Share Premium of ₹82.00 per Equity Share aggregating to ₹19.87 Lakh will be reserved for subscription by Market Makers to the Issue. The Issue less the Market Maker Reservation Portion i.e. 4,00,800 Equity Shares at a price of ₹92.00 per Equity Share including a Share Premium of ₹82.00 per Equity Share aggregating to ₹368.74 Lakh is herein after referred to as the "Net Issue". The Issue and the Net Issue will constitute 26.69 % and 25.33 % respectively of the post issue paid up equity share capital of the company.

Offer for Sale:

There is no offer for sale as our Company is making only a Fresh Issue.

E. OBJECT OF THE ISSUE

Our Company intends to utilize the Net Proceeds of the Issue (Issue Proceeds less the issue expenses) towards the following objects:

Sr. No.	Particulars	Amount to be financed from Net Proceeds of the Issue (₹ in Lakh)	% of Gross Proceeds	% of Net Proceeds
1.	Funding the working capital requirements of our Company	255.00	65.62	76.67
2.	General Corporate Purposes	83.61	21.51	24.69
	TOTAL	**338.61**	**87.13**	**100.00**

F. PRE-ISSUE SHAREHOLDING OF PROMOTER AND PROMOTER GROUP

The aggregate pre-Issue shareholding of our Promoter as a percentage of the pre-Issue paid-up Equity Share capital of our Company is set out below:

Name of the Promoters	No. of Equity Shares held	% of Pre-Issue Capital
Platinum Power Wealth Advisors Private Limited	11,59,884*	100.00
Mr. Amey Narendra Saxena*	15	Negligible
Mr. Ratul Lahiri*	15	Negligible
Mr. Vivek Yogendra Kumar*	41	Negligible
Mrs. Trisha Lahiri* (Promoter Group)	15	Negligible
Mrs. Shilpa Saxena* (Promoter Group)	15	Negligible
Mrs. Gargi Kumar*(Promoter Group)	15	Negligible

** beneficial interest held by Platinum Power Wealth Advisors Private Limited.*

G. SUMMARY OF FINANCIAL INFORMATION

Based on Financial Statements as Restated:

(₹ in lakh)

Particulars	For the year ended March 31		
	2021	2020	2019
Share Capital	116.00	1.00	1.00
Net Worth	655.55	548.00	343.68
Revenue (Total Income)	2,020.80	2,618.00	1,839.24
Profit after tax	107.55	204.32	175.66
Earnings per share (in ₹) (Post-Bonus)			
(i) Basic	9.27	17.61	15.14
(ii) Diluted	9.27	17.61	15.14
Earnings per share (in ₹) (Pre-Bonus)			
(i) Basic	1,075.45	2,043.21	1,756.59
(ii) Diluted	1,075.45	2,043.21	1,756.59
Net asset value (NAV) per Equity Share (in ₹) (Post-Bonus)	56.51	47.24	29.63
Net asset value (NAV) per Equity Share (in ₹) (Pre-Bonus)	6,555.49	5,480.03	3,436.82
Total borrowings	456.87	537.81	488.84

H. AUDITOR QUALIFICATIONS WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED FINANCIAL STATEMENTS

The Auditor report of Restated Financial Statements of our Company, for the Financial Year ended on March 31, 2021, 2020, and 2019 does not contain any qualification which have not been given effect to in Restated Financial Statements.

I. SUMMARY OF OUTSTANDING LITIGATIONS

As on the date of this Prospectus, following are the details of outstanding Litigation filed by or against Company, Directors, Promoters and Group Companies:

Category	Type of cases	Number of Outstanding Matters	Aggregate Amount involved (₹ in Lakh)
A. Cases filed against our Company			
Taxation Matters*	Income Tax	1	0.002
	Tax Deduction at Source	1	3.01
	GST, Sales Tax and Service Tax	-	-
Criminal Litigations		-	-
Other Matters		-	-
B. Cases filed against our Promoters other than Director			
Taxation Matters*	Income Tax	1	0.001
	Tax Deduction at Source	-	-
	GST, Sales Tax and Service Tax	-	-
Criminal Litigations		-	-
Other Matters		-	-
C. Cases filed against our Directors			
Taxation Matters*	Income Tax	3	4.248
	Tax Deduction at Source	-	-
	GST, Sales Tax and Service Tax	-	-
Criminal Litigations		-	-
Other Matters		-	-
D. Cases filed against our Group Companies			
Taxation Matters*	Income Tax*	3	2.207
	Tax Deduction at Source	20	7.990
	GST, Sales Tax and Service Tax	-	-
Criminal Litigations		-	-
Other Matters		-	-

**Outstanding Tax Demand.*

For further details in relation to legal proceedings involving our Company, Promoters, Directors and Group Companies, please refer section titled ***"Outstanding Litigations and Material Developments"*** on beginning page 174of this Prospectus.

J. RISK FACTORS

Please refer the section titled ***"Risk Factors"*** beginning on page 19 of this Prospectus.

K. SUMMARY OF CONTINGENT LIABILITIES

As on the date of this Prospectus, there are no Contingent Liabilities in our Company.

For further details regarding the same, please refer the section titled ***'Financial Information'*** beginning on page 132 of this Prospectus.

L. SUMMARY OF RELATED PARTY TRANSACTIONS

Following is the summary detail of the related party transactions entered by our Company as per the Financial Statements as Restated for the Financial Year ended on March 31, 2021, 2020, and 2019.

STATEMENT OF RELATED PARTIES TRANSACTIONS AS RESTATED			
			(Fig ₹ in Lakh)
PARTICULARS	**For the year ending on 31.03.2021**	**For the year ending on 31.03.2020**	**For the year ending on 31.03.2019**
REVENUE ITEMS			
Remuneration to Directors	0.03	-	20.37
Salary to relative of Director	-	22.09	-
Reimbursement Paid	1.46	0.52	13.03
Rent Income	1,05	2.20	0.30
Interest income	-	-	0.17
Miscellaneous Income	0.18	-	-
Interest Paid	26.68	25.81	0.00
NON-REVENUE ITEMS			

Loan Taken	276.82	458.50	524.61
Loan Repaid	10.40	463.85	544.19
Loan given	-	-	0.17
Repayment received against loan given	-	-	5.31
Total	**316.62**	**972.96**	**1,114.52**

(₹ in Lakh)

PARTICULARS	For the year ending on 31.03.2021	For the year ending on 31.03.2020	For the year ending on 31.03.2019
Amey Saxena			
Reimbursement paid	1.28	0.20	11.57
Remuneration/ Salary	0.03	22.09	20.37
Opening Balance {Cr./(Dr.)}	-	-	56.74
Add: Loan Taken	-	10.00	45.89
Less: Repaid	-	10.00	102.63
Closing Balance {Cr./(Dr)}	**-**	**-**	**-**
Ratul Lahiri			
Reimbursement paid	0.18	0.32	1.46
Opening Balance {Cr./(Dr.)}	-	-	14.73
Add: Loan Taken		-	
Less: Repaid		-	14.73
Closing Balance {Cr./(Dr)}	**-**	**-**	**-**
Platinum Power Wealth Advisory Pvt Ltd			
Interest on Loan	26.68	25.81	4.86
Opening Balance {Cr./(Dr.)}	144.65	150.00	94.03
Add: Loan Taken	276.82	448.50	467.37
Less: Repaid	10.40	453.85	411.41
Closing Balance {Cr./(Dr)}	**411.06**	**144.65**	**150.00**
Vivek Kumar			
Interest on Loan	-	-	**1.50**
Opening Balance {Cr./(Dr.)}	-	-	4.08
Add: Loan Taken	-	-	11.35
Less: Repaid	-	-	15.43
Closing Balance {Cr./(Dr)}	**-**	**-**	**-**
PlatinumOne Insurance Broking Pvt Ltd			
Interest on Loan given	-	-	0.17
Rent Income	0.30	1.20	0.30
Opening Balance {Cr./(Dr.)}	-	-	5.15
Add: Loan Given	-	-	0.17
Less: Repayment received	-	-	5.31
Closing Balance {Cr./(Dr)}	**-**	**-**	**-**
PlatinumOne Learning Solutions Pvt. Ltd			
Rent Income	0.30	**1.00**	**-**
Purle Ribbon Health Care Services Private Limited			
Rent Income **Miscellaneous Income**	0.45 0.18	**-**	**-**

M. DETAILS OF FINANCING ARRANGEMENTS

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

N. WEIGHTED AVERAGE PRICE AT WHICH THE EQUITY SHARES ACQUIRED BY EACH OF OUR PROMOTERS IN THE LAST 1 YEAR PRECEDING THE DATE OF THIS PROSPECTUS.

During the preceding 1 year from the date of this Prospectus, our Promoters did not acquire any shares of the Company.

O. AVERAGE COST OF ACQUISITION OF SHARES

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

Name of the Promoters	No. of Equity Shares held	Average cost of Acquisition (in ₹)
Platinum Power Wealth Advisors Private Limited	11,59,884*	0.09
Mr. Amey Narendra Saxena*	15	N.A.
Mr. Ratul Lahiri*	15	N.A.
Mr. Vivek Yogendra Kumar*	41	N.A.
Mrs. Trisha Lahiri* (Promoter Group)	15	N.A.
Mrs. Shilpa Saxena* (Promoter Group)	15	N.A.
Mrs. Gargi Kumar*(Promoter Group)	15	N.A.

** beneficial interest held by Platinum Power Wealth Advisors Private Limited.*

P. DETAILS OF PRE-IPO PLACEMENT

Our Company has not made any pre-IPO placement. Further, our Company does not contemplate any issuance or placement of Equity Shares from the date of this Prospectus till the listing of the Equity Shares.

Q. EQUITY SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH IN LAST ONE YEAR

Our Company has not issued any Equity Shares for consideration other than cash during last 1 year preceding the date of this Prospectus.

*For further details please refer the section titled "**Capital Structure**" beginning on page 48 of this Prospectus.*

R. SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR

Our Company has not undertaken any split or consolidation of Equity Shares during the last 1 year from the date of this Prospectus.

SECTION III: RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of this offer including the merits and risks involved. Any potential investor in, and subscriber of, the Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment in which some material respects may be different from that which prevails in other countries. The risks and uncertainties described in this section are not the only risks and uncertainties we currently face. Additional risks and uncertainties not known to us or that we currently deem immaterial may also have an adverse effect on our business. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations and financial condition could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. Additionally, our business operations could also be affected by additional factors that are not presently known to us or that we currently consider as immaterial to our operations.

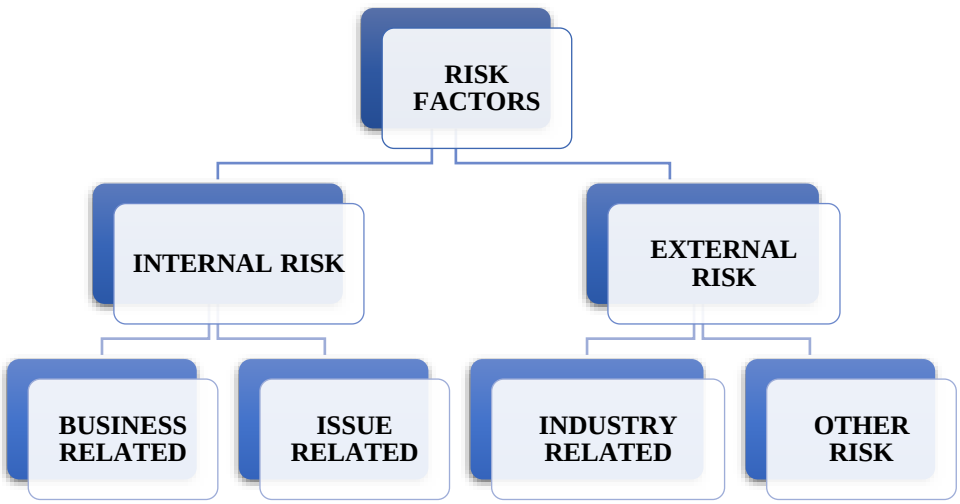
Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. Unless otherwise stated, the financial information of our Company used in this section is derived from our restated financial statements prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations. To obtain a better understanding, you should read this section in conjunction with the chapters titled **"*Our Business*"** beginning on page 77 **"*Industry Overview*"** beginning on page 68 and **"*Management's Discussion and Analysis of Financial Condition and Results of Operations*"** beginning on page 161 respectively, of this Prospectus as well as other financial information contained herein.

The following factors have been considered for determining the materiality of Risk Factors:

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

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, the financial information of the Company used in this section is derived from our financial statements under Indian GAAP, as restated in this Prospectus. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein. For capitalized terms used but not defined in this chapter, refer to the chapter titled **"*Definitions and Abbreviations*"** beginning on page 2 of this Prospectus. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.

The risk factors are classified as under for the sake of better clarity and increased understanding:



INTERNAL RISKS

A. BUSINESS RELATED RISKS

1. ***There are outstanding legal proceedings involving our Company, Promoters, Directors and Group Companies. Any adverse decision in such proceeding may have a material adverse effect on our business, results of operations and financial condition.***

We are involved in certain legal proceedings which are pending at different levels of adjudication before various courts, tribunals, enquiry officers, and appellate authorities. We cannot provide assurance that these legal proceedings will be decided in our favour. We were unable to complete the due diligence after the filing of Draft Prospectus for the period September 2020-2021 in public district court websites like Tiz Hazari Court due to technical issues. Any new cases filed in these courts or any adverse decisions in any of the proceedings may have a significant adverse effect on our business, results of operations, cash flows and financial condition.

Also, at the stage of filing of Prospectus, we are unable to confirm if there any tax liabilities against Mr. Vivek Singh, Independent Director. A summary of the pending civil and other proceedings involving rest of our Company is provided below:

A classification of legal proceedings is mentioned below:

Category	Type of cases	Number of Outstanding Matters	Aggregate Amount involved (₹ in Lakh)
E. Cases filed against our Company			
Taxation Matters*	Income Tax	1	0.002
	Tax Deduction at Source	1	3.01
	GST, Sales Tax and Service Tax	-	-
Criminal Litigations		-	-
Other Matters		-	-
F. Cases filed against our Promoters other than Director			
Taxation Matters*	Income Tax	1	0.001
	Tax Deduction at Source	-	-
	GST, Sales Tax and Service Tax	-	-
Criminal Litigations		-	-
Other Matters		-	-
G. Cases filed against our Directors			
Taxation Matters*	Income Tax	3	4.248
	Tax Deduction at Source	-	-
	GST, Sales Tax and Service Tax	-	-
Criminal Litigations		-	-
Other Matters		-	-
H. Cases filed against our Group Companies			
Taxation Matters*	Income Tax*	3	2.207
	Tax Deduction at Source	20	7.990
	GST, Sales Tax and Service Tax	-	-
Criminal Litigations		-	-
Other Matters		-	-

**Outstanding Tax Demand.*

2. ***The continuing effect of the COVID-19 pandemic on our business and operations is highly uncertain and cannot be predicted.***

The continuing effect of the COVID-19 pandemic on our business and operations is highly uncertain and cannot be predicted. In late calendar 2019, COVID-19, commonly known as "novel coronavirus" was first reported in Wuhan, China. Since then, the virus has progressively spread globally too many countries. The World Health Organization declared the COVID-19 outbreak as a health emergency of international concern on January 30, 2020 and thereafter categorised the outbreak as a pandemic on March 11, 2020. In order to contain the spread of COVID-19 virus, the Government of India initially announced a 21-day lockdown on March 24, 2020, which, after being subject to successive extensions, is being relaxed currently. During the duration of the lockdown, there were several restrictions in place including travel restrictions and directive to all citizens to not move out of their respective houses unless essential. Whilst the lockdown required private, commercial and industrial establishments to remain closed, manufacturing units of essential commodities were permitted to be functional. The team members have been working from home during lockdown and have been able to execute their responsibilities and service clients without any disruption, difficulty or delay. Due to the rising number of infected cases of COVID-19 in the country, there is no certainty if additional restrictions will be put back in place or if another lockdown would be re-imposed to control the spread of the pandemic. We cannot assure you that we may not face any

difficulty in our operations due to such restrictions and such a prolonged instance of lockdown may adversely affect our business, financial condition and results of operations. Further, our ability to ensure the safety of our workforce and continuity of operations while confirming with measures implemented by the central and state governments in relation to the health and safety of our employees may result in increased costs. In the event a member or members of our senior management team contract COVID-19, it may potentially affect our operations. Further, in the event any of our employees contact COVID-19, we may be required to quarantine our employees and shut down a part of or the entire operating facility as necessary. Risks arising on account of COVID-19 can also threaten the safe operation of our facility, loss of life, injuries and impact the wellbeing of our employees. The ultimate impact will depend on a number of factors, many of which are outside our control. These factors include the duration, severity and scope of the pandemic, the impact of the pandemic on economic activity in India and globally, the eventual level of infections in India, and the impact of any actions taken by governmental bodies or health organisations (whether mandatory or advisory) to combat the spread of the virus. These risks could have an adverse effect on our business, results of operations, cash flows and financial condition. To the extent that the COVID19 pandemic adversely affects our business and operations, it may also have the effect of heightening many of the other risks described in this "Risk Factors" section.

3. ***We require a number of approvals, NOCs, licenses, registrations and permits in the ordinary course of our business. Some of the approvals are required to be transferred in the name of "PlatinumOne Business Services limited from "PlatinumOne Business Services Private limited pursuant to name change of our company and any failure or delay in obtaining the same in a timely manner may adversely affect our operations.***

   We require a number of approvals, licenses, registrations and permits in ordinary course of our business. Additionally, we need to apply for renewal of approvals which expire, from time to time, as and when required in the ordinary course. Also, we were a private limited company in the name of "PlatinumOne Business Services Private limited" which was carrying business of providing business process management service. After complying with the relevant procedure of Companies Act, 2013, the said private limited company was converted into a public limited company in the year 2020. After conversion there was change of name of the company from "PlatinumOne Business Services Private limited" to "PlatinumOne Business Services limited". We shall be taking necessary steps for transferring the approvals in new name of our company. In case we fail to transfer/obtain the same in name of the company the same may adversely affect our business or we may not be able to carry our business.

   Any failure to renew the approvals that have expired, or to apply for and obtain the required approvals, licenses, registrations or permits, or any suspension or revocation of any of the approvals, licenses, registrations and permits that have been or may be issued to us, could result in delaying the operations of our business, which may adversely affect our business, financial condition, results of operations and prospects. For more information, see chapter ***Government and Other Statutory Approvals*** on page 181 of this Prospectus

4. ***There are certain discrepancies/errors noticed in some of our corporate records relating to forms filed with the Registrar of Companies and other provisions of Companies Act, 1956/2013. Any penalty or action taken by any regulatory authorities in future for non-compliance with provisions of corporate and other law could impact the financial position of the Company to that extent.***

   a) Mr. Vivek Yogendra Kumar was appointed as Additional Director in the year 2015 and the form for regularisation of his appointment was filed in the year 2020.

   b) Some attachment which was to be attached in the forms filed are not attached by the Company

   c) Supporting documents attached in some of the Forms are not signed and stamped by the requisite authority

   d) Form filed for creating Charge shows charge created on movable property, However the Deed attached reflects hypothecation on Immovable Property.

   e) The Company has not complied with certain statutory provisions and there are the following discrepancies have been mentioned in the forms filed by the company with the Registrar of Companies under provisions of Companies Act, 2013/1956:

      - Provisions of SS-1, SS-2 of the Companies Act, 2013/ 1956; and

      - Provisions of Section 12 of the Companies Act, 2013 in the Form 20B and Form 23AC filed for the financial year 2013-14 and Form MGT-7 & AOC-4 filed for the financial year 2014-15, 2015-16, 2016-17 & 2017-18.

5. ***No assurance of business and availability of certificates, consents and approvals due to the pandemic Covid-19 and Lockdown at certain places being designated as contaminated zone.***

Covid-19 has emerged as a pandemic, declared by WHO (World Health Organization) on March 11, 2020.

We require several statutory and regulatory permits, NOCs, licenses, consents, and approvals in the ordinary course of our business, some of which our Company has either received, applied for or is in the process of application in case of renewal as and when required in the ordinary course. Our Company has contacted concerned authorities for obtaining certificates/registration/approvals/consents but due to pandemic covid-19 and lockdown, many government offices and Banks are operating in a restricted manner, because of the same there are some Certificates/ Approvals/ Consents/ registrations/ NoCs, which the Company was either in process of renewal or applications were made but not yet obtained.

The following are the Certificates/ Approvals/ Consents/ Registrations applied by our Company and are still awaited:

Sr. No	Certificates/ Approvals/ Consents/ registrations/ NoCs	Details	Date of Application	Concerned Authority
1.	Certificate of Registration under Employees' Provident Fund and Miscellaneous Provisions Act, 1952	The Company is in process for application of its name from private to public, in its registration certificate.	October 09, 2020	Regional Provident Fund Commissioner, Maharashtra
2.	Registration Certificate under the Bombay Shops & Establishment Act, 1948 for Unit no. 907 and 908, B wing, Lodha Supremus, Road No. 22, Near New Passport Office, Wagle Estate, Thane (Municipal Corporation), Thane-400604	The registration under Shops and Establishment is in the previous name of the Company i.e. PlatinumOne Business Services Private Limited. The Company has applied for its name change from private to public, in its registration certificate.	August 21, 2020	Office of the Deputy Commissioner of Labour, Thane
3.	Certificate of Registration under the Maharashtra State Tax on Professional, Trades, Calling and Employment Act, 1975	The Company is in process for application of its name from private to public, in its registration certificate.	September 01, 2020	Professional Tax Officer), Professional Tax Division, Mumbai
4.	Certificate of Registration under The West Bengal State Tax on Professions, Trades, Callings and Employments Rules, 1979	The Company is in process for application of its name from private to public, in its registration certificate.	Yet to apply	Kolkata South Range

Any failure in obtaining those Certificates/registration/approvals may adversely effect on the operations of the Company.

6. ***If we are unable to renew our existing leases or secure new leases for our existing or premises, or offices on commercially acceptable terms, or if we fail to comply with the terms and conditions of our leases resulting in termination of our leases, it could have a material adverse effect on our business, financial condition and results of operations.***

Some of our existing offices are on leased/licensed basis. We typically enter into lease agreements for a period of 3 to 5 years for our offices. For details on the duration of existing leases for our delivery centres, see ***"Our Business"*** on page 77 of the Prospectus. In the event that if we fail to comply with the terms and conditions of our lease or that these existing leases are terminated, or they are not renewed on commercially acceptable terms, we may suffer a disruption in our operations. If alternative premises are not available at the same or similar costs, size or locations, our business, financial condition and results of operations may be adversely affected. In addition, any adverse development relating to the landlord's title or ownership rights to such properties may entail incurring significant legal expenses and adversely affect our operations, a significant interest penalty for any delays in payment of rent and fixed price escalation clauses that provide for a periodic increase in rent. If our sales do not increase in line with our rent and costs, our profitability and results of operations could be adversely affected.

7. ***Our Company has a negative cash flow in its operating activities as well as investing activities in the past 3 years, details of which are given below. Sustained negative cash flow could impact our growth and business.***

Our Company had negative cash flows from our operating activities as well as investing activities in the previous year(s) as per the Restated Financial Statements and the same are summarized as under:

(₹ in Lakh)

Particulars	For the year ended March 31,		
	2021	2020	2019
Net cash (used in)/ generated from operating Activities	122.61	(40.12)	253.88
Net cash (used in)/ generated from investing Activities	(9.36)	(23.44)	(80.47)
Net cash (used in)/ generated from financing Activities	(106.46)	(56.78)	(104.43)
Net increase/ (decrease) in cash and cash Equivalents	6.79	(120.33)	68.98
Cash and Cash Equivalents at the beginning of the period	9.44	129.77	60.79
Cash and Cash Equivalents at the end of the Period	16.22	9.44	129.77

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans, and make new investments without raising finance from external resources. If we are not able to generate sufficient cash flows in future, it may adversely affect our business and financial operations.

8. ***No assurance that any past default of the Group Companies are not appearing in CIBIL report***

No assurance that any past default of the Group Companies are not appearing in CIBIL report.

There is no assurance that the Group Companies of our Company has not defaulted in the past which is appearing in their CIBIL reports. Due to a technical glitch/error, the CIBIL reports of the following could not be obtained:

a) PlatinumOne Wealth Managers Limited (Group Company); and

b) PlatinumOne Learning Solutions Private Limited (Group Company).

The aforementioned Group Companies has given an undertaking to the effect that there has not been any default including any willful default on their part and also that the Cibil search has been done for the Companies on TransUnion CIBIL website for any loan defaults of more than Rs. 25 Lakh, wherein no defaults has been found against the above-mentioned Companies. However, there can be no assurances that there are no such defaults showing in their respective CIBIL reports.

Any such defaults appearing in CIBIL websites which may be found later may lead to loss in the reputation of the Company which may impact financial position and its operations.

9. ***Significant disruptions in our information technology systems or breaches of data security could adversely affect our business and reputation.***

We may also face cyber threats such as: (i) Phishing and Trojans - targeting our customers, wherein fraudsters send unsolicited codes or mails to our customers seeking account sensitive information or to infect customer machines to search and attempt ex-filtration of account sensitive information; (ii) Hacking – wherein attackers seek to hack into our infrastructure with the primary intention of causing reputational damage to us by disrupting services; (iii) Data theft – This can be internal i.e. by someone who has access to data of our Company or external wherein unconnected cyber criminals may attempt to intrude into our network with the intention of stealing our data or information; and (iv) Advanced persistent threat – a network attack in which an unauthorized person gains access to our network and remains undetected for a long period of timeIn the event of a significant decline in the demand for our products, our business, results of operations and financial condition may be materially and adversely affected.

Our systems are potentially vulnerable to data security breaches, whether by our employees, or our service providers or others that may expose sensitive data to unauthorized persons. We process and transfer data, including personal information, financial information and other confidential data provided to us by our clients. Although we maintain systems and procedures to prevent unauthorized access and other security breaches, it is possible that unauthorized individuals could improperly access our systems, or improperly obtain or disclose sensitive data that we process or handle. Data security breaches could lead to the loss of intellectual property or could lead to the public exposure of personal information (including sensitive financial and personal information) of our clients' investors or our employees. Any such security breaches or compromises of technology systems could result in institution of legal proceedings against us and potential imposition of penalties, which may have an adverse effect on our business and reputation. However, we have received the ISO Certificate - ISO 27001:2013.

10. ***The nature of our business exposes us to liability claims and contract disputes and our indemnities may not adequately protect us. Any liability in excess of our reserves or indemnities could result in additional costs, which would reduce our profits.***

Time is often of the essence in our business work. In the event there are delays in our current or future service, we will not be able to get extensions from our customers. Further, in some contracts, in case of delay due to deficiency in services by us, clients may have the right to complete the work at our risk and cost by engaging a third party. In the event we fail to perform under the terms of a particular contract, that could adversely affect our financial conditions and business operations. Failure to effectively cover ourselves against any of these reasons could expose us to substantial costs and potentially lead to material losses. In addition, if there is a customer dispute regarding our performance or workmanship, the customer may delay or withhold payment to us.

11. ***Employee fraud or misconduct could harm us by impairing our ability to attract and retain clients and subject us to significant legal liability and reputational harm.***

Our business is exposed to the risk of employee misappropriation, fraud or misconduct. Our employees could make improper use or disclose confidential information, which could result in regulatory sanctions and serious reputational or financial harm. While we strive to monitor, detect and prevent fraud or misappropriation by our employees, through various internal control measures, we may be unable to adequately prevent or deter such activities in all cases. Our dependence upon automated systems to record and process transactions may further increase the risk that technical system flaws or employee tampering or manipulation of those systems will result in losses that are difficult to detect. While we have not been able to identify such issues in the past, there could be instances of fraud and misconduct by our employees, which may go unnoticed for certain periods of time before corrective action is taken. In addition, we may be subject to regulatory or other proceedings, penalties or other actions in connection with any such unauthorized transaction, fraud or misappropriation by our agents or employees, which could adversely affect our goodwill, business prospects and future financial performance. We may also be required to make good any monetary loss to the affected party. Even when we identify instances of fraud and other misconduct and pursue legal recourse or file claims with our insurance carriers, we cannot assure you that we will recover any amounts lost through such fraud or other misconduct.

12. ***The average cost of acquisition of Equity Shares by our Promoters is lower than the issue price.***

Our Promoters' average cost of acquisition of Equity Shares in our Company is lower than the Issue Price as decided by the Company in consultation with the Lead Manager. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer chapter title **"*Capital Structure*"** beginning on page 48 of this Prospectus.

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

Our Company has entered into various transactions with our Promoter, Promoter Group, Directors. While we believe that all such transactions are conducted on arm's length basis, there can be no assurance that we could not have achieved more favorable terms had such transactions were not entered into with related parties. Furthermore, it is likely that we will enter into related party transactions in future. There can be no assurance that such transactions, individually or in aggregate, will not have an adverse effect on our financial condition and results of operation. For details on the transactions entered by us, please refer to chapter **"*Related Party Transactions*"** beginning on page 130 of the Prospectus.

14. ***Our top 5 customers contribute major portion of our revenues for the period March 31st, 2021. Any loss of business from one or more of them may adversely affect our revenues and profitability.***

Our top five and ten customers contribute to a substantial portion of our revenues for the year ended March 31, 2021. Any decline in our quality standards, growing competition and any change in the demand for our service by these customers may adversely affect our ability to retain them. We believe we have maintained good and long-term relationships with our customers. However, there can be no assurance that we will continue to have such long-term relationship with them, also any delay or default in payment by these customers may adversely affect our business, financial condition and results of operations. We cannot assure that we shall generate the same quantum of business, or any business at all, from these customers, and loss of business from one or more of them may adversely affect our revenues and profitability.

Due to COVID-19 pandemic, there may be have been a temporary reduction in demand for our services and there may have been an overall slowdown in the industry. Further, such pandemic situations may also arise in the future and that could materially and adversely affect our business, financial condition and results of operations. Our growth has required and will continue to require increased investments in management personnel and systems, financial systems and controls, and office facilities. However, we cannot assure you that such investments will yield desired results and we may incur costs that we may not be able to recover. We may also be unable to hire additional qualified personnel to support the offering of a wider range of services. If we fail to manage our growth, we may experience operating inefficiencies, dissatisfaction among our client base, and lost revenue opportunities, which may adversely affect our business, results of operations and financial condition. The contribution of our top 5 customers to our total revenue are as follows:

Particulars	Customers
Top 5 (%)	77.73
Top 10 (%)	92.96

15. *Our Company requires significant amounts of working capital for a continued growth. Our inability to meet our working capital requirements may have an adverse effect on our results of operations.*

Our business is working capital intensive. A significant portion of our working capital is utilized towards trade receivables. Summary of our working capital position is given below:

(₹ in Lakh)

Particulars	March 31, 2020	March 31, 2021	March 31, 2022	March 31, 2023
	Restated	**Restated**	**Estimated**	**Estimated**
Current Assets				
Current Investment	0.06			
Trade Receivables	783.55	809.09	1169.00	1200.00
Cash and Bank Balances	9.44	16.22	22.00	38.00
Short Term Loans & Advances	35.49	13.74	0.48	0.70
Other Current Assets	0.41	12.34	137.24	156.02
Total (I)	**828.95**	**851.39**	**1328.72**	**1394.72**
Current Liabilities				
Trade Payables	52.78	60.84	95.85	110.00
Other Current Liabilities	281.15	198.69	135.73	168.54
Short Term Borrowings	444.29	411.06	375.00	362.50
Total (II)	**778.22**	**670.59**	**606.58**	**641.04**
Net Working Capital (I) – (II)	**50.73**	**180.80**	**722.14**	**753.68**
Incremental Working Capital			**541.34**	
Funding Pattern:				
Internal Accruals			286.34	
Part of the IPO Proceeds			255.00	

We intend to continue growing by expanding our business operations. This may result in increase in the quantum of current assets particularly trade receivables. Our inability to maintain sufficient cash flow, credit facility and other sources of fund, in a timely manner, or at all, to meet the requirement of working capital could adversely affect our financial condition and result of our operations. For further details regarding working capital requirement, please refer to the chapter titled "***Objects of the Issue***" beginning on page 57 of this Prospectus.

16. *If we are unable to respond to the demands of our existing and new clients, or adapt to technological changes or advances, our business and growth could be adversely affected.*

The Business process management services is characterized by increasingly complex and integrated infrastructure and services, new and changing business models and rapid technological and regulatory changes. Our clients' needs and demands for our services evolve with these changes. Our future success will depend, in part, on our ability to respond to our clients' demands for new services, capabilities and technologies on a timely and cost-effective basis. We also need to adapt to technological advancements and keep pace with changing regulatory standards to address our clients' increasingly sophisticated requirements. Transitioning to these new technologies may be disruptive to our resources and the services we provide and may increase our reliance on third-party service providers. If we fail to adapt or keep pace with new technologies in a timely manner, provide customers with better services and user experience, or retain and attract skilled technology staff, it could harm our ability to compete, decrease the value of our services to our clients, and adversely affect our business and future growth.

17. *We face intense competition in our businesses, which may limit our growth and prospects. The markets for our services continue to evolve and are competitive.*

We compete with a number of entities that provide similar services in each of the business lines in which we operate. Our competitors may be able to respond more quickly to new or changing opportunities, technologies, and client requirements and may offer better technological services, more attractive terms to clients and adopt more aggressive pricing policies than we will be able to offer or adopt. In addition, we expect that the markets in which we compete will continue to attract new competitors and new technologies, including international providers of services similar to ours. We compete on the basis of a number of factors, including execution,

depth of product and service offerings, innovation, reputation, price and convenience. Our competitors may have advantages over us.

We cannot assure you that we will be able to compete effectively with current or future competitors or that we will be successful in attracting new customers for our business. These competitive pressures may affect our business, and our growth will largely depend on our ability to respond in an effective and timely manner to these competitive pressures.

18. ***We are dependent on a number of Key Managerial Personnel and our senior management, and the loss of, or our inability to attract or retain such persons could adversely affect our business, results of operations and financial condition.***

Our performance depends largely on the efforts, expertise and abilities of our Key Managerial Personnel, senior management, and our operational personnel who possess significant experience in the industry in which we operate. We believe that the inputs and experience of our KMP and senior management, in particular, and other key personnel are valuable for the development of our business, operations and the strategic directions taken by our Company. We cannot assure you that these individuals or any other member of our senior management team will not leave us or join a competitor or that we will be able to retain such personnel or find adequate replacements in a timely manner, or at all. We may require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with our Company. Moreover, we may be required to substantially increase the number of our qualified personnel in connection with any future growth plans, and we may face difficulty in doing so due to the intense competition in the technology industry for such personnel. We may also be required to increase our levels of employee compensation more rapidly than in the past in order to remain competitive in retaining.

Further, the COVID -19 pandemic has dynamically altered the approach on workplace hygiene and safety and continuity of operations while confirming with measures implemented by the central and state governments in relation to the health and safety of our employees may result in increased costs. In the event a member or members of our senior management team contract COVID-19, it may potentially affect our operations. Further, in the event any of our employees contract COVID-19, we may be required to quarantine our employees and shut down a part of or the entire operating facility as necessary. Risks arising on account of COVID-19 can also threaten the safe operation of our facility, loss of life, injuries and impact the well-being of our employees.

19. ***Some of the details mentioned in the respective KYC Documents of our promoters and Directors are not same as other KYC documents.***

Details of promoters and management such as Name, Date of Birth, Address, etc. shall be incorporated in the Prospectus. While going through the KYC documents such as Aadhaar Card, PAN, Passport, Driving License and Voting Id, it was found that certain details mismatch with each other. There is mismatch in Name and Address details in the KYCs of some Directors and promoters.

20. ***Our operations could be adversely affected by strikes or increased wage demands by our employees or any other kind of disputes with our employees.***

As on July 31, 2021, we employed 421 personnel (permanent employees) across our operations. Although we have not experienced any employee unrest in the past, 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 continue our business operations. Any employee unrest directed against us, could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to disruptions in our operations. These actions are impossible for us to predict or control and any such event could adversely affect our business, results of operations and financial condition. Further we may also enter into contracts with independent contractors and service providers to complete specific assignments and these contractors and service providers would be required to provide the workforce necessary to complete such assignments by hiring labourers. Although we may not engage the workforce directly and our contracts with such independent contractors and service providers may contain indemnity provisions to protect us from any claims by statutory authorities, The occurrence of such events could adversely affect our business, results of operations and financial condition. Additionally, none of our employees are affiliated with any labour unions. However, there can be no assurance that our employees will not form a union, join any existing union or otherwise organize themselves. India has stringent labour legislations that protect the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. Although, we currently have harmonious relations with our employees and they are not unionized at present, there can be no assurance that we will continue to have such relations. If our relations with our employees are strained, it may become difficult for us to maintain our existing labour policies, and our business may be adversely affected.

21. ***Our future success will depend on our ability to anticipate and respond to technological advances, new standards and changing consumer preferences.***

Our success will depend on our ability to anticipate technological advances, new standards and changing consumer preferences and develop new products to meet consumer needs. There is a significant shift towards the energy efficient products driven by the Governments' drive to reduce energy costs. In several categories, products which are more energy efficient are being promoted and preferred.

Our future success in the manufacturing segment depends upon our ability to keep up with the continuing evolution of technology to capture the growing market opportunity. The development and introduction of new products may result in additional product introduction expenses.

22. ***Our operating expenses include overheads that may remain fixed in the medium term. In case there is any decline in our operating performance, we may be unable to reduce such expenses.***

Our operating expenses include various fixed costs, which are as such, not dependent on sales revenue. Any shortfall in sales may cause significant variations in operating results in any particular quarter, as we would not be able to reduce our fixed operating expenses in the short term. The effect of any decline in sales may thereby be magnified because a portion of our earnings are committed to paying these fixed costs. Accordingly, we believe that period-to-period comparisons of our results may not necessarily give a correct presentation of the performance and should not be relied upon as indications of future performance.

23. ***If we are unable to raise additional capital, our business prospects could be adversely affected.***

We operate in a capital-intensive industry, which requires substantial levels of funding. We will continue to incur significant expenditure in maintaining and growing our existing infrastructure. We expect our long-term capital requirements to increase significantly to fund our intended growth.

We cannot assure you that we will have sufficient capital resources for any future expansion plans that we may have. While we expect our cash on hand, cash flow from operations to be adequate to fund our existing commitments, our ability to pay these amounts is dependent upon the success of our operations. Additionally, the inability to obtain sufficient financing could adversely affect our ability to complete expansion plans. Moreover, we cannot assure you that market conditions and other factors would permit us to obtain future financing on terms acceptable to us, or at all.

24. ***Our insurance policies do not cover all risks, specifically risks like loss of profits, terrorism, etc. In the event of occurrence of such events, our insurance coverage may not adequately protect us against possible risk of loss.***

Our company has obtained insurance coverage in respect of certain risks. Our significant accounting policies consists of, amongst others, standard fire and special perils, earthquakes, etc. While we believe that we maintain insurance coverage in adequate amounts consistent with size of our business, our insurance policies do not cover all risks, specifically risks like loss of profits, terrorism, etc. There can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance has been availed. If we suffer a significant uninsured loss or if insurance claim in respect of the subject-matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial conditions and results of operations may be materially and adversely affected.

25. ***There are no alternate arrangements for meeting our working capital requirements for the Objects of the Issue. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.***

As on date, we have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. We meet our working capital requirements through our owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our working capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not yet identified any alternate source of funding and hence any failure or delay on our part to raise money from this Issue or any shortfall in the Issue Proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details, please refer chapter titled "***Objects of the Issue***" on page 57 of this Prospectus.

26. ***Guarantees from Promoter, Directors as well as others have been taken in relation to the debt facilities provided to us.***

In an event any of the guarantors withdraws or terminates this guarantee, the lender for such facilities may ask for alternate guarantee/s, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantee/s satisfactory to the lender and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could adversely affect our financial condition. For more information, please see the chapter titled "***Statement of Financial Indebtedness***" beginning on page 173 of this Prospectus.

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Additionally, under

some of our loan agreements, we may not be permitted to declare any dividends, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof. Accordingly, realization of a gain on shareholder's investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see "***Dividend Policy***" on page 131 of this Prospectus.

28. Our lenders have charge over immovable properties in respect of finance availed by us.

Our company has taken secured loans from banks by creating a charge over our movable and immovable properties in respect of loans/facilities availed by us. The total Drop Down Overdraft Facility, Emergency Loan and Bill Discounting Facility availed by us is Rs. 425.81 Lakh as on March 31, 2021. In future, if the Overdraft Facility is availed by us and we default in repayment of the said facility and any interest thereof, our properties may be forfeited by lenders, which in turn could have significant adverse effect on our business, financial condition and results of operations. For further detail please refer to chapter titled "***Financial Statements as Restated***" beginning on page 132 and financial indebtedness in chapter titled "***Statement of Financial Indebtedness***" on page 173 of this Prospectus.

29. Our future funds requirements, in the form of fresh issue of capital or securities and/or loans taken by us, may be prejudicial to the interest of the shareholders depending upon the terms on which they are eventually raised.

We may require additional capital from time to time depending on our business needs. Any fresh issue of shares or convertible securities would dilute the shareholding of the existing shareholders and such issuance may be done on terms and conditions, which may not be favorable to the then existing shareholders. If such funds are raised in the form of loans or debt, then it may substantially increase our interest burden and decrease our cash flows, thus prejudicially affecting our profitability and ability to pay dividends to our shareholders.

30. We may not be successful in implementing our business strategies.

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

31. Our lenders have imposed certain restrictive conditions on us under our financing arrangements. Under our financing arrangements, we are required to obtain the prior, written lender consent for, among other matters, changes in our capital structure, and formulation of a scheme of amalgamation or reconstruction and entering into any other borrowing arrangement. Further, we are required to maintain certain financial ratios.

There can be no assurance that we will be able to comply with these financial or other covenants or that we will be able to obtain the consents necessary to take the actions we believe are necessary to operate and grow our business. Our level of existing debt and any new debt that we incur in the future has important consequences. Any failure to comply with these requirements or other conditions or covenants under our financing agreements that are not waived by our lenders or are not otherwise cured by us, may require us to repay the borrowing in whole or part and may include other related costs. Our Company may be forced to sell some or all of its assets or limit our operations. This may adversely affect our ability to conduct our business and impair our future growth plans. Though these covenants are restrictive to some extent to the Company however it ensures financial discipline, which would help the Company in the long run to improve its financial performance. We did not get most of the NOC from our lenders.

For further information, see the chapter titled "***Statement of Financial Indebtedness***" beginning on page 173 of the Prospectus.

32. Our future funds requirements, in the form of fresh issue of capital or securities and/or loans taken by us, may be prejudicial to the interest of the shareholders depending upon the terms on which they are eventually raised.

We may require additional capital from time to time depending on our business needs. Any fresh issue of shares or convertible securities would dilute the shareholding of the existing shareholders and such issuance may be done on terms and conditions, which may not be favorable to the then existing shareholders. If such funds are raised in the form of loans or debt, then it may substantially increase our interest burden and decrease our cash flows, thus prejudicially affecting our profitability and ability to pay dividends to our shareholders.

33. Certain agreements/deeds may be inadequately stamped or may not have been registered as a result of which our operations may be impaired.

Our certain agreements/deeds may not have been stamped adequately or registered. The effect of inadequate stamping is that the document is not admissible as evidence in legal proceedings and parties to that agreement may not be able to legally enforce the

same, except after paying a penalty for inadequate stamping. The effect of non-registration, in certain cases, is to make the document inadmissible in legal proceedings. Any potential dispute vis-à-vis the said premises and our non-compliance of local laws relating to stamp duty and registration may adversely impact the continuance of our activity from such premises. Our deed of registered office and corporate office are not registered.

34. Certain Agreements /deeds may be in the previous name of the company.

Our certain agreements and deeds may be in the name of the erstwhile name of the company i.e. PlatinumOne Business Services Private Limited. In case we fail to change the name in the agreements and deeds, it may cause adverse effect on Our company's business.

35. Fraud, theft, employee negligence or similar incidents may adversely affect our results of operations and financial condition.

Our operations may be subject to incidents of theft or damage to inventory in transit, prior to or during stocking and display. Although till date we have never experienced any such instance, there can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse, loss in transit or similar incidents in the future, which could adversely affect our results of operations and financial condition.

Additionally, losses due to theft, fire, breakage or damage caused by other casualties, could adversely affect our results of operations and financial condition.

36. There is no guarantee that our Equity Shares will be listed on the Stock Exchanges in a timely manner or at all.

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

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

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

38. Excessive reliance on our information technology systems and their failure could harm our relationship with customers, expose us to lawsuits or administrative sanctions or otherwise adversely affect our provision of service to customers and our internal operation.

As part of our business strategy, we use high quality of information technology system to deliver our services in the best possible way. We have a exemplary track record for completion of the projects within the stipulated time period but there may be the system interruptions, errors, or downtime which could result from a variety of causes including changes in technology, technology failure, changes in system, and power failure etc. these may affect our business adversely.

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

Since, the Issue size is less than ₹10,000 Lakh, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Issue. The deployment of these funds raised from this Issue, is hence, at the discretion of the management and the Board of Directors of Our Company and Our Company's management will have flexibility in applying the proceeds of the Issue and will not be subject to monitoring by any independent agency. The fund requirement and deployment mentioned in the Objects of the Issue is based on internal management estimates and have not been appraised by any bank or financial institution. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials. However, our Audit Committee will monitor the utilization of the proceeds of this Issue and prepare the statement for utilization of the proceeds of this Issue. Also, in accordance with Section 27 of the Companies Act, 2013, a company shall not vary the objects of the Issue without the Company being authorized to do so by our shareholders by way of special resolution and other compliances as applicable in this regard. Our Promoters and controlling shareholders shall provide exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

40. Our Promoters and members of the Promoter Group will continue jointly to retain majority control over our Company after the Issue, which will allow them to determine the outcome of matters submitted to shareholders for approval.

After completion of the Issue, our Promoters and Promoter Group will collectively own 73.31 % of the Equity Shares. As a result, our Promoters together with the members of the Promoter Group will be able to exercise a significant degree of influence over us and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company. In addition, our Promoters will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our creditors or minority shareholders, and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.

41. Negative publicity could adversely affect our revenue model and profitability.

We work in the market where trust of the customers on us and upon the services provided by us matters a lot. Any negative publicity regarding our company or the services rendered by the company due to any other unforeseen events may affect our reputation and image which leads to the adverse effect on our business and goodwill as well.

42. Industry information included in this Prospectus has been derived from industry reports commissioned by us for such purpose. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.

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

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

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

B. <u>ISSUE RELATED RISKS:</u>

44. There are restrictions on daily/weekly/monthly movements in the price of the Equity Shares, which may adversely affect a shareholders' ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.

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

45. After this Issue, the price of the Equity Shares may be highly volatile, or an active trading market for the Equity Shares may not develop.

The price of the Equity Shares on the Stock Exchanges may fluctuate as a result of the factors, including*:*

a. Volatility in the Indian and global capital market;

b. Company's results of operations and financial performance;

c. Performance of Company's competitors,

d. Adverse media reports on Company or pertaining to the agriculture Industry;

e. Changes in our estimates of performance or recommendations by financial analysts;

f. Significant developments in India's economic and fiscal policies; and

g. Significant developments in India's environmental regulations.

Current valuations may not be sustainable in the future and may also not be reflective of future valuations for our industry and our Company. There has been no public market for the Equity Shares and the prices of the Equity Shares may fluctuate after this Issue. There can be no assurance that an active trading market for the Equity Shares will develop or be sustained after this Issue or that the price at which the Equity Shares are initially traded will correspond to the price at which the Equity Shares will trade in the market subsequent to this Issue.

46. You will not be able to sell immediately on Stock Exchange any of the Equity Shares you purchase in the Issue until the Issue receives appropriate trading permissions.

The Equity Shares will be listed on the Stock Exchange. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and trading may commence. 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 time periods specified in the Prospectus. Any failure or delay in obtaining the approval would restrict your ability to dispose of the Equity Shares. In accordance with section 40 of the Companies Act, 2013, in the event that the permission of listing the Equity Shares is denied by the stock exchanges, we are required to refund all monies collected to investors.

47. The Issue price of our Equity Shares may not be indicative of the market price of our Equity shares after the issue.

The Issue price of our equity Shares has been determined by fixed price method. This price is based on numerous factors and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuation after the issue and may decline below the issue price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue price. For further details you may refer chapter titled "***Basis for Issue Price***" beginning on the page 62 of this Prospectus.

Some of the factors which may affect our share price without limitations are as follows:

- Reports on research by analysts.
- Changes in revenue.
- Variations in growth rate of our financial indicators such as earning per share, income, profit etc.
- General Market Condition
- Domestic and International Economy.

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

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

EXTERNAL RISKS

C. INDUSTRY RELATED RISKS:

49. Changes in government regulations or their implementation could disrupt our operations and adversely affect our business and results of operations.

Our business and industry is regulated by different laws, rules and regulations framed by the Central and State Government. These regulations can be amended/ changed on a short notice at the discretion of the Government. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change adversely, we may incur increased costs or be subject to penalties, which could disrupt our operations and adversely affect our business and results of operations.

50. Malpractices by some players in the industry affect overall performance of emerging Companies

The industry in which our Company operates is subject to risk associated with unethical business practices such as unethical marketing, dishonest advertising, questionable pricing practices, inaccurate claims with regards to safety and efficacy of the product etc. Consumers' attitude toward the industry today is dominated by a sense of mistrust, paving a way for regulators for stricter entry barriers and introduction of code of conducts; making the entire industry environment regulated and controlled. Malpractices by some players in the industry affects the overall performance of the emerging Companies like our as the industry norms are applicable to all at parity. Any unethical business practices by any industry player or intermediary may impact our business and results of operations.

D. OTHER RISKS:

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

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian Company are generally taxable in India. Any gain on the sale of shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if the securities transaction tax ("STT") has been paid on the transaction. The STT will be levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain on the sale of shares held for more than 12 months to an Indian resident, which are sold other than on a stock exchange and as a result of which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain on the sale of shares held for a period of 12 months or less will be subject to capital gains tax in India. Further, any gain on the sale of listed equity shares held for a period of 12 months or less which are sold other than on a stock exchange and on which no STT has been paid, will be subject to short term capital gains tax at a relatively higher rate as compared to the transaction where STT has been paid in India.

In Finance Bill 2017, section 10(38) was amended to provide that exemption under this section for income arising on transfer of equity share acquired on or after 1st day of October 2004 shall be available only if the acquisition of share is chargeable to Securities Transactions Tax (STT) under Chapter VII of the Finance (No 2) Act, 2004. In case this provision becomes effective, sale shares acquired on or after 1st day of October 2004 on which STT was not charged will attract tax under provisions of Long-Term Capital Gains.

As per Finance Bill 2018, exemption under section 10(38) for income arising from long term gains on transfer of equity share shall not be available on or after 1st day of April 2018 if the long-term capital gains exceeds₹ 1.00 Lakh p.a. Such income arising from long term gains on transfer of equity share on or after 1st day of April 2018 in excess of ₹ 1.00 Lakh p.a. shall be chargeable at the rate of 10%. Capital gains arising from the sale of shares will be exempt from taxation in India in cases where an exemption is provided under a tax treaty between India and the country of which the seller is a 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 jurisdictions on gains arising from a sale of the shares subject to relief available under the applicable tax treaty or under the laws of their own jurisdiction.

52. Significant differences exist between Indian GAAP 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 Prospectus.

As stated in the reports of the Auditor included in this Prospectus under chapter "***Financial Statements as Restated***" beginning on page 132 the financial statements included in this Prospectus are based on financial information that is based on the audited financial statements that are prepared and presented in conformity with Indian GAAP and restated in accordance with the SEBI ICDR Regulations, and no attempt has been made to reconcile any of the information given in this Prospectus to any other principles or to base it on any other standards. Indian GAAP differs from accounting principles and auditing standards with which prospective investors may be familiar in other countries, such as U.S. GAAP and IFRS. Significant differences exist between Indian GAAP and U.S. GAAP and IFRS, which may be material to the financial information prepared and presented in accordance with Indian GAAP contained in this Prospectus. Accordingly, the degree to which the financial information included in this Prospectus will provide

meaningful information is dependent on familiarity with Indian GAAP, the Companies Act and the SEBIICDR Regulations. Any reliance by persons not familiar with Indian GAAP on the financial disclosures presented in this Prospectus should accordingly be limited.

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

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

54. Financial instability in Indian Financial Markets could adversely affect our Company's results of operation and financial condition.

In this globalized world, the Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, say in the United States of America, Europe, China or other emerging economies, may have a negative 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 in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil. Any prolonged financial crisis may have an adverse impact on the Indian economy, thereby resulting in a material and adverse effect on our Company's business, operations, financial condition, profitability and price of its Shares. Stock exchanges in India have in the past experienced substantial fluctuations in the prices of listed securities.

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

While facts and other statistics in this Prospectus relating to India, the Indian economy and our industry has been based on various government publications and reports from government agencies that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled "***Industry Overview***" beginning on page 68 of this Prospectus. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

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

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, fluctuations in commodities markets, consumer debt levels, unemployment trends and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency a magnitude, which may negatively affect our stock prices.

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

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

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

India's physical infrastructure is in developing phase compared to that of many developed nations. Any congestion or disruption in its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our Company's normal business activity. Any deterioration of India 's physical infrastructure would harm the national economy; disrupt the transportation of goods and supplies, and costs to doing business in India. These problems could interrupt our Company's business operations, which could have an adverse effect on its results of operations and financial condition.

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

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

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

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

61. The nationalized goods and services tax (GST) regimes implemented by the Government of India have impact on our operations.

The Government of India has from July 01, 2017 has implemented the Goods and Service Tax a comprehensive national goods and service tax (GST) regime that combines taxes and levies by the Central and State Governments into a unified rate structure.

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

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

SECTION IV: INTRODUCTION

THE ISSUE

The following is the summary of the Issue:

Issue of Equity Shares	Issue of 4,22,400 Equity Shares of ₹10.00 each fully paid-up of our Company for cash at a price of ₹92.00 each per Equity Share aggregating to ₹388.61 Lakh
***Out of which*:**	
Market Maker Reservation Portion	Issue of 21,600 Equity Shares of ₹10.00 each fully paid-up of our Company for cash at a price of ₹92.00 each per Equity Share aggregating to ₹19.87 Lakh
Net Issue to the Public	Issue of 4,00,800 Equity Shares of ₹10.00 each fully paid-up of our Company for cash at a price of ₹92.00 each per Equity Share aggregating to ₹368.74 Lakh
***Out of which*:**	
Allocation to Retail Individual Investors for upto ₹2.00 Lakh	2,00,400 Equity Shares of ₹10.00 each fully paid-up of our Company for cash at a price of ₹92.00 each per Equity Share aggregating to ₹184.37 Lakh
Allocation to Non-Institutional Investors for above ₹2.00 Lakh	2,00,400 Equity Shares of ₹10.00 each fully paid-up of our Company for cash at a price of ₹92.00 each per Equity Share aggregating to ₹184.37 Lakh
Pre and Post-Issue Equity Shares	
Equity Shares outstanding prior to the Issue	11,60,000 Equity Shares of ₹10.00 each
Equity Shares outstanding after the Issue*	15,82,400 Equity Shares of ₹10.00 each
Objects of the Issue	Please refer to the chapter titled "***Objects of the Issue***" beginning on page 57 of this Prospectus

**Assuming full allotment*

Public Issue of up to 4,22,400 Equity Shares of ₹10.00 each for cash at a price of ₹92.00 per Equity Share of our Company aggregating to ₹388.61 Lakh is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details, please refer to chapter "***Terms of the Issue***" beginning on page 195 of this Prospectus.

The present Issue has been authorized pursuant to a resolution of our Board of Directors dated May 27, 2020 and by special resolution passed under Section 62(1) (c) of the Companies Act, 2013 at the Extra-Ordinary General Meeting of the members held on May 30, 2020.

As per Regulation 253(2) of the SEBI (ICDR) Regulations, 2018, as amended from time to time, the allocation in the net issue to the public category shall be made as follows:

- Minimum 50% (fifty percent) to Retail Individual Investors; and
- Remaining to:
    a) Individual applicants other than retail individual investors; and
    b) Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

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

Explanation to Regulations 253 of ICDR Regulations, 2018: *If the retail individual investor category is entitled to more than fifty percent of the issue size on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.*

SUMMARY OF FINANCIAL INFORMATION

ANNEXURE - I

RESTATED SUMMARY STATEMENT OF ASSET AND LIABILITIES

(Fig. ₹ in Lakh)

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
I. EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	116.00	1.00	1.00
Reserve and Surplus (excluding Revaluation Reserves, if any)	539.55	547.00	342.68
Money received against share warrants	-	-	-
Share Application Money Pending Allotment	-	-	-
Non-Current Liabilities			
Long-term Borrowings	37.86	52.87	37.78
Deferred tax Liabilities (Net)	9.90	9.23	11.09
Other Long-term Liabilities	-	-	-
Long-term Provisions	25.24	20.75	13.56
Current Liabilities			
Short-term Borrowings	411.06	444.28	438.84
Trade Payables	60.84	52.78	69.39
Other Current Liabilities	198.69	281.15	240.55
Short-term Provisions	-	-	-
Total	**1,399.13**	**1,409.06**	**1,154.90**
II. Asset			
Non-Current Asset			
Fixed Asset			
(i) Tangible Asset	320.83	337.10	354.39
(ii) Intangible Asset	12.42	34.47	48.19
(iii) Capital Work-In-Progress	-	-	-
(iv) Intangible Asset Under Development	-	-	-
Non-Current Investment	-	-	-
Deferred tax Asset (Net)	-	-	-
Long-term Loan and Advances	214.48	208.55	174.03
Other Non-Current Asset	-	-	-
Current Asset			
Current Investment	-	0.06	0.06
Trade Receivables	809.09	783.55	436.19
Cash and Cash Equivalents	16.22	9.44	129.77
Short-term Loan and Advances	12.34	35.49	11.35
Other Current Asset	13.74	0.41	0.92
Total	**1,399.13**	**1,409.06**	**1,154.90**

Note: - The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure I, II and III.

For Vatsaraj & Co
Chartered Accountants
FRN : 111327W

For and on behalf of the Board of Directors

Amey Saxena
Managing Director
DIN : 0002194001

Ratul Lahiri
Executive Director
DIN : 0002197443

CA Jwalant Buch
Partner
Membership No. 039033
Place :Mumbai
Date: 12.08.2021

Vivek Kumar
CFO
DIN : 002193081

Sony Hrishikesh Devhare
Company Secretary

ANNEXURE - II

RESTATED SUMMARY STATEMENT OF PROFIT AND LOSS

(Fig. ₹ in Lakh)

Particulars	For the year ending on 31.03.2021	For the year ending on 31.03.2020	For the year ending on 31.03.2019
Revenue from Operations	2,014.16	2,608.54	1,836.75
Other Income	6.65	9.46	2.49
Total Revenue	**2,020.80**	**2,618.00**	**1,839.24**
Expenses:			
Employee benefits expenses	1,044.73	1,464.32	1,036.92
Finance Costs	61.21	78.98	45.13
Depreciation and amortization expense	47.78	56.03	52.43
Other expenses	714.67	736.66	454.80
Total Expenses	**1,868.39**	**2,335.99**	**1,589.27**
Profit before exceptional and extraordinary items and tax (A-B)	**152.42**	**282.01**	**249.97**
Exceptional/Prior Period items	-	-	-
Profit before extraordinary items and tax	152.42	282.01	249.97
Extraordinary items	-	-	-
Profit Before Tax	**152.42**	**282.01**	**249.97**
Provision for Tax			
- Current Tax	44.21	79.55	71.81
- Deferred Tax Liability / (Asset)	0.67	(1.86)	2.49
Short/(Excess) Tax adjustment of prior years	-	-	-
Restated profit after tax for the period from continuing operations	**107.55**	**204.32**	**175.66**
Profit/(Loss) from Discontinuing operations	-	-	-
Tax expenses of discontinuing operations	-	-	-
Restated profit for the period	**107.55**	**204.32**	**175.66**

Note: - The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure I, II and III.

For Vatsaraj & Co
Chartered Accountants
FRN : 111327W

CA Jwalant Buch
Partner

Membership No. 039033
Place :Mumbai
Date: 12.08.2021

For and on behalf of the Board of Directors

Amey Saxena
Managing Director
DIN : 0002194001

Ratul Lahiri
Executive Director
DIN : 0002197443

Vivek Kumar
CFO
DIN : 002193081

Sony Hrishikesh Devhare
Company Secretary

ANNEXURE -III

RESTATED SUMMARY STATEMENT OF CASH FLOW

(Fig. ₹ in Lakh)

Particulars	For the Year Ended on		
	31.03.2021	**31.03.2020**	**31.03.2019**
CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before tax	152.42	282.01	249.97
Adjustment for:			
Depreciation and amortization expenses	47.78	56.03	52.43
Interest Income	-	(0.10)	(0.41)
Profit on sale of Asset	(0.15)		
Finance Costs	58.23	77.31	33.63
Profit/ Loss on sale of Investments	-	-	(0.69)
Sundry Balances written back	-	-	(0.04)
Operating profit before working capital changes	**258.28**	**415.25**	**334.88**
Adjustment for:			
(Increase)/Decrease in Other Current Asset	(13.33)	0.51	(0.88)
Increase/(Decrease) in Trade Payables	8.06	(16.61)	25.72
Increase/(Decrease) in Other Liabilities	(82.46)	40.60	179.97
(Increase)/Decrease in Short-term Loan and Advances	23.15	(24.13)	3.05
Increase/(Decrease) in Long term provision	4.49	7.19	13.56
(Increase)/Decrease in Trade Receivable	(25.54)	(347.36)	(194.83)
Net Adjustments	**(85.63)**	**(339.81)**	**26.58**
Cash generated from / (used in) operations	172.65	75.44	361.46
Income Tax Paid (Net)	(50.04)	(115.56)	(107.58)
Net cash generated from / (used in) operating activities - (A)	**122.61**	**(40.12)**	**253.88**
CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of tangible fixed assets	(10.06)	(25.02)	(76.82)
Purchase/ (Sale) of Investment	-0.06	-	7.30
Movement in Loans & Advances (Asset)	(0.10)	1.48	(11.37)
Sale of Fixed Assets	0.95		
Interest Income	-	0.10	0.41
Net cash (used in) Investing Activities - (B)	**(9.36)**	**(23.44)**	**(80.47)**
CASH FLOW FROM FINANCING ACTIVITIES			
Movement in Long Term Borrowings/ Short Term Loan	(48.23)	20.53	(70.80)
Interest Paid	(58.23)	(77.31)	(33.63)
Net cash (used in) / from financing activities- (C)	**(106.46)**	**(56.78)**	**(104.43)**
Net Increase /(decrease) in Cash & Cash Equivalents (A+B+C)	**6.79**	**(120.33)**	**68.98**
Cash and cash equivalents at the beginning of the year	**9.44**	**129.77**	**60.79**
Cash and cash equivalents at the end of the year	**16.22**	**9.44**	**129.77**

Note: - 1. Components of cash and cash equivalents:

Particulars	31.03.2021	31.03.2020	31.03.2019
Cash on hands	0.66	0.66	0.66
Balances with Banks			
(i) In current accounts	15.57	8.78	4.91
(ii) In fixed deposit accounts with maturity less than 3 months			124.20
Total Cash and Cash Equivalents	**16.22**	**9.44**	**129.77**

1. The Cash Flow Statements has been prepared under indirect method as set out in Accounting Standard - 3 on Cash Flow Statement, specified under the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act,2013 ("the Act") read with Rule 7 of Companies (Accounts) Rules,2014).

2. Figures in Brackets represents outflow.

3. The above statement should be read with significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing IV, I and II.

For Vatsaraj & Co
Chartered Accountants
FRN : 111327W

CA Jwalant Buch
Partner

Membership No. 039033
Place :Mumbai
Date: 12.08.2021

For and on behalf of the Board of Directors

Amey Saxena
Managing Director
DIN : 0002194001

Ratul Lahiri
Executive Director
DIN : 0002197443

Vivek Kumar
CFO
DIN : 002193081

Sony Hrishikesh Devhare
Company Secretary

SECTION V: GENERAL INFORMATION

Our Company was originally incorporated as PlatinumOne Wealth Advisors Private Limited on July 30, 2008 at Mumbai, Maharashtra as a private limited company under the Companies Act, 1956 with the Registrar of Companies, Maharashtra, Mumbai. Pursuant to a special resolution passed by the shareholders of the Company at the Extra Ordinary General Meeting held on January 20, 2015, our Company's name was changed to PlatinumOne Business Services Private Limited. A Certificate of Incorporation pursuant to change of name was issued on February 13, 2015 by the Registrar of Companies, Mumbai. Subsequently, our Company was converted into Public Limited Company pursuant to Shareholders resolution passed at the Extraordinary General Meeting of our Company held on July 08, 2020 and the name of our Company was changed to "PlatinumOne Business Services Limited" and a Fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company dated July 30, 2020 was issued by Registrar of Companies, Mumbai, being Corporate Identification Number U67190MH2008PLC185240.

BRIEF COMPANY AND ISSUE INFORMATION	
Registration Number	185240
Corporate Identification Number	U67190MH2008PLC185240
Address of Registered Office	Unit No. 0907 & 0908, Lodha Supremus II, Plot No. F-4 & F-4/1, Rd No.22, Wagle Estate, Thane - 400604, Maharashtra, India **Tel:** +91 – 9152018640 **E-mail**: info@platinumone.co.in **Website**: http://www.platinumone.in/
Branch Office	**Thane:** Office No. Part A1 & B1, 1st Floor, Ashar IT Park, Village Panchpakhadi, Thane (West), Thane – 400604, Maharashtra, India. **Kolkata:** A-1 & A-2, 1st Floor, 48, Adi Ganga Road locally known as 50, Co-operative Road, Kolkata – 700070
Address of Registrar of Companies	**Registrar of Companies, Mumbai** 100, Everest, Marine Drive, Mumbai – 400 002, Maharashtra, India **Tel:** +91 – 022-2281 2627/ 2202 0295/ 2284 6954 **Fax:** +91 – 022-2281 1977
Designated Stock Exchange	**BSE Limited** **(SME Platform of BSE Limited)** P J Towers, Dalal Street, Fort, Mumbai – 400 001 Maharashtra, India
Issue Programme	Issue Opens on: Thursday, September 02, 2021 Issue Closes on: Tuesday, September 07, 2021
Company Secretary and Compliance Officer	**Ms. Sony Devhare** Company Secretary & Compliance Officer, Unit No. 0907 & 0908, Lodha Supremus II, Plot No. F-4 & F-4/1, Rd No.22, Wagle Estate, Thane - 400604, Maharashtra, India **Tel:** +91 – 9152018640 **E-mail**: company.secretary@platinumone.in **Website**: http://www.platinumone.in/
Chief Financial Officer	**Mr. Vivek Yogendra Kumar** Unit No. 0907 & 0908, Lodha Supremus II, Plot No. F-4 & F-4/1, Rd No.22, Wagle Estate, Thane - 400604, Maharashtra, India **Tel:** +91 – 9152018640 **E-mail**: vivek.kumar@platinumone.co.in **Website**: http://www.platinumone.in/

For details in relation to the changes to the name of our Company, Registered office and other details, please refer to the chapter titled "***Our History and Certain Other Corporate Matters***" beginning on page 94 of this Prospectus.

OUR BOARD OF DIRECTORS

Details regarding our Board of Directors as on the date of this Prospectus are set forth in the table hereunder:

Name	Designation	Address	Age (Years)	DIN
Mr. Amey Narendra Saxena	Managing Director	Flat 1001, Wing B, Rustomjee Seasons, Gandhi Nagar, Bandra East, Guru Nanak Hospital, Mumbai – 400051, Maharashtra, India	48	02194001
Mr. Ratul Lahiri	Executive Director	Flat No. 2201 & 2202, Canary CHS Ltd, Hiranandani Estate, G. B. Road, Thane-400607, Maharashtra, India	43	02197443
Mr. Vivek Yogendra Kumar	Executive Director	E-16, Jalvayu Vihar, Sector 21, Gautam Buddha Nagar, Noida – 201301, Uttar Pradesh, India	45	02193081
Ms. Anupama Vaidya	Independent Director	D/ 1405, Lake Pleasant Phase- 2, Lake Homes Complex, Near Powai Vihar Complex, Powai, Mumbai- 400076, Maharashtra, India	49	02713517
Mr. Peshwa Acharya	Independent Director	Flat No. 7, 3rd Floor, 14-B, Mori Road, B Kumari Jethi Sipahi Malani CHS, Mahim (W), Mumbai – 400016, Maharashtra, India	53	06558712
Mr. Sunil Ramgopal Agrawal	Independent Director	505/ 506, Indra Lok, Swami Samarth Nagar, Near HDFC Bank, Andheri West, Azad Nagar, Mumbai- 400053, Maharashtra, India	48	07066046
Mr. Vivek Singh	Independent Director	E1-704, Jasminium, Magarpatta City, Hadapsar, Pune-411028	49	07599420

For detailed profile of our Managing Director and other Directors, refer ***"Our Management"*** and ***"Our Promoters*** *and* ***Promoter Group"*** on page 98 and 119 respectively of this Prospectus.

INVESTOR GRIEVANCES:

Investors may contact the Company Secretary and Compliance Officer and /or the Registrar to the Issue and/or Lead Manager in case of any pre-Issue or post-Issue related problems, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account and non-receipt of funds by electronic mode.

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

In terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and subject to applicable law, any ASBA Applicant whose Application has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs at the rate higher of ₹ 100 or 15% per annum of the application amount in the events of delayed or withdrawal of applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially-allotted applications for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Lead Manager shall compensate the investors at the rate higher of ₹ 100 or 15% per annum of the application amount

DETAILS OF KEY INTERMEDIARIES PERTAINING TO THIS ISSUE OF OUR COMPANY:

LEAD MANAGER OF THE ISSUE	REGISTRAR TO THE ISSUE
Gretex Corporate Services Limited Office No.13, 1st Floor, New Bansilal Building, Raja Bahadur Mansion, 9-15, Homi Modi Street, Fort, Mumbai – 400 001, Maharashtra, India **Tel. No.**: +91 – 22 – 4002 5273/ 98368 22199 **Fax No.**: NA **Email:**info@gretexgroup.com/ mbk@gretexgroup.com **Website:** www.gretexcorporate.com **Contact Person**: Mr. Janil Dilip Jain **SEBI Registration No.**: INM000012177 **CIN:** U74999MH2008PLC288128	**Bigshare Services Private Limited** 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400 059, Maharashtra, India **Tel. No.:** +91 – 22 – 6263 8200; **Fax No.:** +91 – 22 – 6263 8299 **Email:** ipo@bigshareonline.com **Website:** www.bigshareonline.com **Contact Person:** Mr. Arvind Tandel **SEBI Registration No.:** INR000001385 **CIN:** U99999MH1994PTC076534
LEGAL ADVISOR TO THE ISSUE	**STATUTORY AND PEER REVIEW AUDITOR OF THE COMPANY***
M V Kini, Law Firm Kini House, 6/39 Jangpura-B, New Delhi - 110014, India **Tel No.**: 011-24371038/ 39/ 40/ +91 9899016169 **Email**: raj@mvkini.com **Website**: www.mvkini.com **Contact Person**: Ms. Raj Rani Bhalla	M/s. Vatsaraj & Co., Chartered Accountants, 1st Floor, Fort Chambers, C Block, 65 Tamarind Lane, Fort, Mumbai – 400 023, Maharashtra, India **Tel No.:** +91 (0) 2222653931, +91 (0) 2222635488 **E-mail:** nitesh@vatsarajco.com **Website**: www.vatsarajco.com **Contact Person:** CA Nitesh K Dedhia **Membership Number:** 114893 **Firm Registration Number:** 111327W

BANKER TO THE COMPANY	BANKERS TO THE ISSUE / SPONSOR BANK
DCB Bank Limited The Western Edge I Condominium, Unit No. 202, 2nd Floor, Western Express Highway, Borivali East, Mumbai- 400066, Maharashtra, India **Tel:** 022 6227 0000 / 0100 **Fax No.:** N.A. **Website:** www.dcbbank.com	**ICICI BANK LIMITED** Capital Market Division, 1st Floor, 122, Mistry Bhavan, Dinshaw Vaccha Road, Backbay Reclamation, Churchgate, Mumbai – 400020, Maharashtra, India **Tel:** 022-66818911/ 23/24 **Fax No.:** 022-22611138 **Email:** kmr.saurabh@icicibank.com **Website:** www.icicibank.com **Contact Person:** Mr. Saurabh Kumar **SEBI Registration No.:** INBI00000004

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

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

All grievances may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Applicant should give full details such as name of the sole or first Applicant, ASBA Form number, Applicant DP ID, Client ID, PAN, date of the ASBA Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

SELF-CERTIFIED SYNDICATE BANKS

The list of SCSBs notified by SEBI for the ASBA process is available on the SEBI website 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 SCSB Branches with which an ASBA Applicant, (other than an RII using the UPI Mechanism), not Applying through Syndicate or through a Registered Broker, may submit the ASBA Forms, is available at the above mentioned link, 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 of Applicants is provided on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time

ISSUER BANKS FOR UPI

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

REGISTERED BROKERS

Applicants can submit Application Forms in the Issue using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the SEBI (www.sebi.gov.in) and updated from time to time. For details on Registered Brokers, please refer https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes.

REGISTRAR AND SHARE TRANSFER AGENTS

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

COLLECTING DEPOSITORY PARTICIPANTS

The list of the CDPs eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time.

STATEMENT OF RESPONSIBILITY OF THE LEAD MANAGER/ STATEMENT OF INTER SE ALLOCATION OF RESPONSIBILITIES

Since Gretex Corporate Services Limited is the sole Lead Manager to this Issue, a statement of inter se allocation of responsibilities amongst Lead Managers is not required.

CREDIT RATING

This being an issue of Equity Shares, there is no requirement of credit rating for the Issue.

IPO GRADING

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

EXPERT OPINION

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

Except the report of the Auditor on statement of special tax benefits and report on restated financial statements for the financial year ended on March 31, 2021; 2020; and 2019 as included in this Prospectus, our Company has not obtained any expert opinion.

TRUSTEES

This is an issue of equity shares hence appointment of trustees is not required.

DEBENTURE TRUSTEES

This is an issue of equity shares hence appointment of debenture trustees is not required.

MONITORING AGENCY

As per regulation 262(1) of the SEBI (ICDR), 2018, the requirement of Monitoring Agency is not mandatory if the issue size is below ₹10,000 Lakh. Since the issue size is only of ₹ 388.61 Lakh, our Company has not appointed any monitoring agency for this issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the issue.

APPRAISAL AGENCY

Our Company has not appointed any appraising agency for appraisal of the Project.

FILING OF OFFER DOCUMENT

The Draft Prospectus / Prospectus has not been filed with SEBI, nor has SEBI issued any observation on the Offer Document in terms of Regulation 246 of SEBI (ICDR), 2018. However, pursuant to sub regulation (5) of regulation 246, the copy of Prospectus shall also be furnished to the board in a soft copy.

Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Prospectus will be filed online through SEBI Intermediary Portal at https://siportal.sebi.gov.in. A copy of the Prospectus along with the documents required to be filed under Section 26 and Section 32 of the Companies Act, 2013 will be delivered to the Registrar of Company, Mumbai, situated at 100, Everest, Marine Drive, Mumbai – 400 002.

WITHDRAWAL OF THE ISSUE

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

If our Company withdraws the Issue any time after the Issue Opening Date but before the allotment of Equity Shares, a public notice will be issued by our Company within two (2) Working Days of the Issue Closing Date, providing reasons for not proceeding with the Issue. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared, and the Stock Exchange will also be informed promptly.

The Lead Manager, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one (1) working Day from the day of receipt of such instruction. If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will file a fresh Prospectus with the stock exchange where the Equity Shares may be proposed to be listed. Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares Issued through the Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

UNDERWRITING AGREEMENT

This Issue is 100% Underwritten. The Underwriting agreement is dated August 16, 2021. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriter are several and are subject to certain conditions specified therein.

The Underwriter have indicated its intention to underwrite the following number of specified securities being offered through this Issue:

Details of the Underwriter	No. of shares underwritten*	Amount Underwritten (₹ in Lakh)	% of the Total Issue Size Underwritten
Gretex Corporate Services Limited Office No. 13, 1st Floor, New Bansilal Building, Raja Bahadur Mansion, 9-15 Homi Modi Street, Fort, Mumbai – 400001, Maharashtra, India. **Tel. No.**: +91 22 4002 5273/ 98368 22199 / 98368 21999 **Email:** info@gretexgroup.com/ mbk@gretexgroup.com **Website:** www.gretexcorporate.com **Contact Person**: Mr. Alok Harlalka **SEBI Registration No.**: INM000012177 **CIN:** U74999MH2008PLC288128	4,22,400	388.61	100.00
TOTAL	**4,22,400**	**388.61**	**100.00**

**Includes 21,600 Equity shares of ₹10.00 each for cash of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended.*

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

CHANGES IN AUDITORS DURING LAST THREE FINANCIAL YEARS

There has been no change in the Auditors of the company during the last three years. M/s. Vatsaraj & Co. is the Statutory Auditors of the Company.

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company has entered into Market Making Agreement dated August 11, 2020, with the Lead Manager and Market Maker to fulfill the obligations of Market Making:

The details of Market Maker are set forth below:

Name	Gretex Share Broking Private Limited
Address	Office No.13, 1st Floor, New Bansilal Building, Raja Bahadur Mansion, 9-15, Homi Modi Street, Fort, Mumbai - 400 023, Maharashtra, India
Tel no.	+91-22-4002 5273
Email	sherwoodpvtltd@yahoo.co.in
Contact Person	Mr. Alok Harlalka
CIN	U65900MH2010PTC289361
SEBI Registration No.	INZ000166934
Market Maker Registration No. (SME Segment of BSE)	SME MM0617628062012

Gretex Share Broking Private Limited, registered with SME Platform of BSE Limited will act as the market maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI (ICDR) Regulations.

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

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

1) The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the Stock Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.

2) The minimum depth of the quote shall be ₹1.00 Lakh. However, the investors with holdings of value less than ₹1.00 Lakh shall be allowed to offer their holding to the Market Maker in that scrip provided that they sell their entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.

3) After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25%. (Including the 5% of Equity Shares of the Issue) Any Equity Shares allotted to Market Maker under this Issue over and above 25% of equity shares would not be taken in to consideration of computing the threshold of 25%. As soon as the Shares of market maker in our Company reduce to 24%, the market maker will resume providing 2-way quotes.

4) There shall be no exemption/threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.

5) Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.

6) There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, Gretex Share Broking Private Limited is acting as the sole Market Maker.

7) The shares of the Company will be traded in continuous trading session from the time and day the company gets listed on SME Platform of BSE Limited and Market Maker will remain present as per the guidelines mentioned under the BSE Limited and SEBI circulars.

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

9) The Market Maker shall have the right to terminate said arrangement by giving a three month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker.

10) In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations. Further the Company and the Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our Registered Office from 11.00 a.m. to 5.00 p.m. on working days.

11) BSE Limited SME Exchange will have all margins which are applicable on the BSE Limited Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE Limited can impose any other margins as deemed necessary from time-to-time.

12) BSE Limited SME Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties/ fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties/ fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities/ trading membership.

13) The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties/ fines/ suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.

14) Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ₹ 250 crores, the applicable price bands for the first day shall be:

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

    Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The following spread will be applicable on the SME Exchange Platform.

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

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

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

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

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

SECTION VI: CAPITAL STRUCTURE

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

S. No.	Particulars	Amount (₹ in Lakh except share data)	
		Aggregate Nominal Value	Aggregate value at Issue Price
A.	**Authorised Share Capital**		
	20,00,000 Equity Shares of ₹10.00 each	200.00	-
B.	**Issued, Subscribed and Paid-Up Share Capital before the Issue**		
	11,60,000 Equity Shares of ₹10.00 each	116.00	-
C.	**Present Issue in terms of this Prospectus***		
	Issue of 4,22,400 Equity Shares of ₹10.00 each for cash at a price of ₹92.00 per Equity Share (including premium of ₹82.00 per Equity Share)	42.24	388.61
	Which comprises:		
D.	**Reservation for Market Maker portion**		
	21,600 Equity Shares of ₹10.00 each for cash at a price of ₹92.00 per Equity Share (including premium of ₹82.00 per Equity Share)	2.16	19.87
E.	**Net Issue to the Public**		
	4,00,800Equity Shares of ₹10.00 each for cash at a price of ₹92.00 per Equity Share (including premium of ₹82.00 per Equity Share)	40.08	368.74
	Of which:		
	2,00,400 Equity Shares of ₹10.00 each at a price of ₹92.00 per Equity Share will be available for allocation to Retail Individual Investors of up to ₹2.00 Lakh	20.04	184.37
	2,00,400 Equity Shares of ₹10.00 each at a price of ₹92.00 per Equity Share will be available for allocation to Non-Institutional Investors including Qualified Institutional Buyers of above ₹2.00 Lakh	20.04	184.37
F.	**Issued, Subscribed and Paid-up Share Capital after the Issue**		
	15,82,400 Equity Shares of ₹10.00 each	158.24	-
G.	**Securities Premium Account**		
	Before the Issue	NIL	
	After the Issue	346.37	

**The present Issue of 4,22,400 Equity Shares in terms of Prospectus has been authorized pursuant to a resolution of our Board of Directors dated May 27, 2020 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the Extra-Ordinary General Meeting of the members held on May 30, 2020.*

CLASS OF SHARES

Our Company has only one class of share capital i.e. Equity Shares of ₹10.00 each. All Equity Shares issued are fully paid up. Our Company does not have any outstanding convertible instruments as on the date of the Prospectus.

NOTES TO CAPITAL STRUCTURE

1. Details of changes in Authorized Share Capital of Our Company since incorporation

Since the incorporation of our Company, the authorized share capital of our Company has been altered in the manner set forth below:

Particulars of Change		Date of Shareholders' Meeting	AGM/ EOGM
From	To		
The authorized share capital of our Company on incorporation comprises of ₹1,00,000.00 divided into 10,000 Equity Shares of ₹10.00 each		On Incorporation July 30, 2008	
₹1,00,000.00 divided into 10,000 equity shares of ₹10.00 each	₹2,00,00,000.00 divided into 20,00,000 shares of ₹10.00 each	May 30, 2020	EGM

2. History of Issued and Paid-Up Share Capital of our Company

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

Date of allotment	Number of Equity Shares allotted	Face value (₹)	Issue Price (₹)	Nature of Consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)	Cumulative Securities Premium (₹)
On Incorporation July 30, 2008	10,000	10.00	10.00	Cash	Subscription to MoA upon Incorporation (i)	10,000	1,00,000	-
June 09, 2020	11,50,000	10.00	--	Other than Cash	Bonus Issue (115:1) (ii)	11,60,000	1,16,00,000	-

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

S.N.	Name	No. of Equity Shares
1.	Platinum Power Wealth Advisors Private Limited	9,999
2.	Mr. Vivek Yogendra Kumar*	1

**The beneficial ownership of Equity Shares is held by Platinum Power Wealth Advisors Private Limited.*

(ii) Bonus Issue of 11,50,000 Equity Shares in the ratio of 115 (One Hundred Fifteen) Equity Shares for every 1 (One) Equity Shares held (i.e. the ratio of 115:1 equity shares) on June 09, 2020:

S.N.	Name	No. of Equity Shares
1.	Platinum Power Wealth Advisors Private Limited	11,49,885
2.	Mr. Vivek Yogendra Kumar*	115
Total		**11,50,000**

Bonus Issues dated June 09, 2020 have been made out of Capitalization of Free Reserves (Profit and Loss Account).
**The beneficial ownership of Equity Shares is held by Platinum Power Wealth Advisors Private Limited.*

3. Offer of Equity Shares for Consideration other than Cash.

We have not issued any Equity Shares for consideration other than cash, except as follows:

Date of Allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons for Allotment	Benefits accrued to our Company	Allottees	No. of Shares Allotted
June 09, 2020	11,50,000	10.00	--	Bonus Issue in the ratio of 115 equity shares for every 1 equity share held	Capitalization of free reserves of the company	Platinum Power Wealth Advisors Private Limited	11,49,885
						Mr. Vivek Yogendra Kumar*	115

**The beneficial ownership of Equity Shares is held by Platinum Power Wealth Advisors Private Limited.*

4. Our Company has not allotted any Equity Shares pursuant to any scheme approved under Section 391-394 of the Companies Act, 1956 and Section 230-234 of the Companies Act, 2013.

5. We have not re-valued our assets since inception and have not issued any equity shares (including bonus shares) by capitalizing any revaluation reserves.

6. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees, and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.

7. The shareholding pattern of our Promoters and Promoter Group before and after the Issue is set forth below:

Sr.	Particulars	Pre-Issue		Post Issue	
		No. of Shares	% Holding	No. of Shares	% Holding
a)	**Promoters**				
1.	Platinum Power Wealth Advisors Private Limited (PPWA)	11,59,884	100.00	11,59,884	73.31
2.	Mr. Amey Narendra Saxena*	15	Negligible	15	Negligible
3.	Mr. Ratul Lahiri*	15	Negligible	15	Negligible
4.	Mr. Vivek Yogendra Kumar*	41	Negligible	41	Negligible
	Total (A)	**11,59,955**	**100.00**	**11,59,955**	**73.31**
b)	**Promoter Group**				
5.	Mrs. Trisha Lahiri*	15	Negligible	15	Negligible
6.	Mrs. Shilpa Saxena*	15	Negligible	15	Negligible
7.	Mrs. Gargi Kumar*	15	Negligible	15	Negligible
	Total (B)	**45**	**Negligible**	**45**	**Negligible**
	Total (A+B)	**11,60,000**	**100.00**	**11,60,000**	**73.31**

**The beneficial ownership of Equity Shares is held by PPWA.*

8. Our Shareholding Pattern

Pursuant to Regulation 31 of the SEBI (LODR) Regulations, 2015, the shareholding pattern of our company is as below:

Category	Category of shareholder	No. of shareholders	No. of fully paid-up Equity Shares held	No. of Partly paid-up Equity Shares held	No. of shares underlying Depository Receipt	Total no. of shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	No. of Voting Rights held in each class of securities			No. of shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C)	No. of Locked in shares		No. of Shares pledged or otherwise encumbered		No. of Equity Shares held in dematerialized form
								No. of Voting Rights		Total as a % of (A+B+C)			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
								Class: Equity Shares	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV) + (V) + (VI)	(VIII)	(IX)			(X)	(XI) = (VII)+(X)	(XII)		(XIII)		(XIV)
(A)	**Promoter and Promoter Group**	**7***	**11,60,000**	**---**	**---**	**11,60,000**	**100**	**11,60,000**	**100**	**100**	**---**	**---**	**---**	**---**	**---**	**---**	**11,60,000**
(B)	**Public**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**
(C)	**Non-Promoter- Non-Public**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**
(C1)	**Shares underlying DRs**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**
(C2)	**Shares held by Employee Trusts**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**	**---**
	Total	**7***	**11,60,000**	**---**	**---**	**11,60,000**	**100**	**11,60,000**	**100**	**100**	**---**	**---**	**---**	**---**	**---**	**---**	**11,60,000**

** 11,59,884 Equity Shares are held by PPWA. 15 Equity Shares each is held by Mr. Amey Narendra Saxena, Mr. Ratul Lahiri, Mrs. Shilpa Saxena, Mrs. Trisha Lahiri, Mrs. Gargi Kumar and 41 Equity Shares is held by Mr. Vivek Yogendra Kumar, as nominees on behalf of PPWA, who is the beneficial owner of such Equity Shares.*

Note:

a) As on the date of this Prospectus 1 Equity Share holds 1 vote.

b) PAN of the shareholders have been provided by our Company prior to listing of Equity Share on the Designated Stock Exchange.

c) Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the Listing Regulations, 1 day prior to the listing of the Equity Shares. The shareholding pattern will be uploaded on the website of the BSE before commencement of trading of such Equity Shares.

d) The term "Encumbrance" has the same meaning as assigned under Regulation 28(3) of SAST Regulations.

e) All pre-IPO Equity Shares of our Company will be locked-in prior to listing of Equity Shares on SME Platform of BSE.

In terms of SEBI circular no. Cir/ISD/3/2011 dated June 17, 2011 and SEBI circular bearing no. SEBI/Cir/ISD/ 05 /2011, dated September 30, 2011, our Company shall ensure that the Equity Shares held by the Promoters / Members of the Promoter Group shall be dematerialized prior to listing of shares.

9. Details of Major Shareholders:

(a) List of shareholders holding 1% or more of the paid-up capital of our company as on date of this Prospectus:

Sr. No.	Name of shareholder	No. of Equity Shares	% of Pre-Issue Capital
1.	Platinum Power Wealth Advisors Private Limited	11,60,000*	100.00

** 11,59,884 Equity Shares are held by PPWA. 15 Equity Shares each is held by Mr. Amey Narendra Saxena, Mr. Ratul Lahiri, Mrs. Shilpa Saxena, Mrs. Trisha Lahiri, Mrs. Gargi Kumar and 41 Equity Shares is held by Mr. Vivek Yogendra Kumar, as nominees on behalf of PPWA, who is the beneficial owner of such Equity Shares.*

(b) List of shareholders holding 1% or more of the paid-up capital of our company as on date ten days prior to the date of the Prospectus:

Sr. No.	Name of shareholder	No. of Equity Shares	% of Pre-Issue Capital
1.	Platinum Power Wealth Advisors Private Limited	11,60,000*	100.00

** 11,59,884 Equity Shares are held by PPWA. 15 Equity Shares each is held by Mr. Amey Narendra Saxena, Mr. Ratul Lahiri, Mrs. Shilpa Saxena, Mrs. Trisha Lahiri, Mrs. Gargi Kumar and 41 Equity Shares is held by Mr. Vivek Yogendra Kumar, as nominees on behalf of PPWA, who is the beneficial owner of such Equity Shares.*

(c) List of shareholders holding 1% or more of the paid-up capital of our company as on date one year prior to the date of the Prospectus:

Sr. No.	Name of shareholder	No. of Equity Shares	% of Pre-Issue Capital
1.	Platinum Power Wealth Advisors Private Limited	11,60,000*	100.00

** 11,59,884 Equity Shares are held by PPWA. 15 Equity Shares each is held by Mr. Amey Narendra Saxena, Mr. Ratul Lahiri, Mrs. Shilpa Saxena, Mrs. Trisha Lahiri, Mrs. Gargi Kumar and 41 Equity Shares is held by Mr. Vivek Yogendra Kumar, as nominees on behalf of PPWA, who is the beneficial owner of such Equity Shares.*

(d) List of shareholders holding 1% or more of the paid-up capital of our company as on date two year prior to the date of the Prospectus:

Sr. No.	Name of shareholder	No. of Equity Shares	% of Pre-Issue Capital
1.	Platinum Power Wealth Advisors Private Limited	10,000*	100.00

** 9,999 Equity Shares are held by PPWA. 1 Equity Share is held by Mr. Vivek Yogendra Kumar, as nominee on behalf of PPWA, who is the beneficial owner of such Equity Shares.*

10. Our Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of the Prospectus.

11. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, and rights issue or in any other manner during the period commencing from the date of this Prospectus until the Equity Shares have been listed. Further, our Company presently does not have any intention or proposal to alter our capital structure for a period of six months from the date of opening of this Issue, by way of split / consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or otherwise, except that if we enter into acquisition(s) or joint venture(s), we may consider additional capital to fund such activities or to use Equity Shares as a currency for acquisition or participation in such joint ventures.

12. Details of Equity Shares held by our Directors, Key Managerial Personnel and directors of our Corporate Promoter

a. Except as set out below, none of the Directors or Key Managerial Personnel of our Company are holding any Equity Shares and employee stock options in our Company:

Sr. No.	Name	Designation	No. of Equity Shares	% of the pre-Issue Equity Share capital	% of the post-Issue expanded Equity Share capital
1.	Mr. Amey Narendra Saxena	Managing Director	15	Negligible	Negligible
2.	Mr. Ratul Lahiri	Executive Director	15	Negligible	Negligible
3.	Mr. Vivek Yogendra Kumar	Executive Director and CFO	41	Negligible	Negligible
Total			**71***	**Negligible**	**Negligible**

**The beneficial ownership of Equity Shares is held by PPWA.*

b. Set out below are the details of the Equity Shares held by our Promoters and directors of our Corporate Promoter in our Company:

Sr. No.	Name	Designation	No. of Equity Shares	% of the pre-Issue Equity Share capital	% of the post-Equity Share capital
1	Platinum Power Wealth Advisors Private Limited (PPWA)	Corporate Promoter of our Company	11,59,914*	100.00	73.31
2	Mr. Amey Narendra Saxena	Individual Promoter of our Company	15**	Negligible	Negligible
3	Mr. Ratul Lahiri	Individual Promoter of our Company and Director in PPWA	15**	Negligible	Negligible
4	Mr. Vivek Yogendra Kumar	Individual Promoter of our Company and Director in PPWA	41**	Negligible	Negligible
5	Mrs. Shilpa Saxena	Director in PPWA	15**	Negligible	Negligible
Total			**11,60,000**	**100.00**	73.31

** out of 11,59,884 Equity Shares held by PPWA and 15 Equity Shares each is held by Mrs. Trisha Lahiri and Mrs. Gargi Kumar, as nominees on behalf of PPWA, who is the beneficial owner of such Equity Shares.*
*** PPWA is the beneficial owner of this Equity Share*

13. Details of our Promoters' Shareholding

As on the date of this Prospectus, our Promoters holds 100.00% of the pre-issued, subscribed and paid-up Equity Share capital of our Company.

Build-up of our Promoters' shareholding in Our Company

(i) Platinum Power Wealth Advisors Private Limited

Date of Allotment/ Acquisition / Sale*	Number of Equity Shares	Cumulative No. of Equity Share	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of transaction	% of pre-issue equity share capital	% of post issue equity share capital	Sources of funds
On Incorporation July 30, 2008	10,000	10,000	10.00	10.00	Cash	Subscription to MoA	0.86	0.63	Owned Funds
June 09, 2020	11,50,000	11,60,000	10.00	--	Other than Cash	Bonus Issue of shares in Ratio 115:1	99.14	72.67	Capitalization of reserves
Total	**11,60,000****								

**All Equity Shares allotted to our Promoter were fully paid-up at the time of allotment, none of the Equity Shares held by our Promoters are subject to any pledge.*

**11,59,884 *Equity Shares are held by PPWA.116 Equity Shares each is held by Mr. Vivek Yogendra Kumar, as nominees on behalf of PPWA, who is the beneficial owner of such Equity Shares. Further for the purpose of compliance with the Companies Act, 2013*

*pursuant to conversion of our Company from private limited to public limited, Mr. Vivek Yogendra Kumar had transferred 15 Equity Share each to Mr. Amey Narendra Saxena, Mr. Ratul Lahiri, Mrs. Shilpa Saxena, Mrs. Trisha Lahiri and Mrs. Gargi Kumar("**Transferees**") on June 12, 2020 and all the Transferees are holding as a nominee on behalf of PPWA, who is the beneficial owner of such Equity Shares. After Transfers, 41 Equity Shares is held by Mr. Vivek Yogendra Kumar, as nominees on behalf of PPWA.*

14. Acquisition and sale/transfer of Equity Shares by our Promoters in last 6 months:

There has been no acquisition, sale or transfer of Equity Shares by our Promoters in the last 6 months preceding the date of filing of this Prospectus.

15. The average cost of acquisition of or subscription to Equity Shares by our Promoters are set forth in the table below:

Name of the Promoters	No. of Equity Shares held	Average cost of Acquisition (in ₹)
Platinum Power Wealth Advisors Private Limited	11,59,884*	0.09
Mr. Amey Narendra Saxena*	15	N.A.
Mr. Ratul Lahiri*	15	N.A.
Mr. Vivek Yogendra Kumar*	41	N.A.
Mrs. Trisha Lahiri* (Promoter Group)	15	N.A.
Mrs. Shilpa Saxena* (Promoter Group)	15	N.A.
Mrs. Gargi Kumar*(Promoter Group)	15	N.A.

** beneficial interest held by Platinum Power Wealth Advisors Private Limited.*

16. The aggregate shareholding of the promoter group and of the directors of the promoters, where the promoter is a body corporate.

Our Promoters includes a body corporate "Platinum Power Wealth Advisors Private Limited". The Aggregate shareholding of the promoter group and of the directors of the promoter (Platinum Power Wealth Advisors Private Limited) are as under:

Sl. No.	Name of the Promoters & Promoter Group	Shareholding	% of Shareholding
1.	Mr. Amey Narendra Saxena	7,591	43.32
2.	Mr. Ratul Lahiri (Director)	1,300	7.42
3.	Mr. Vivek Yogendra Kumar (Director)	3,161	18.04
4.	PlatinumOne Wealth Managers Limited	5,472	31.23
TOTAL		**17,524**	**100.00**

17. We have 7 (Seven) Shareholders as on the date of this Prospectus. However, the beneficial owner of 100% shareholding is with Platinum Power Wealth Advisors Private Limited.

18. No financing arrangements have been entered into by the members of the Promoter Group, the Directors, or their relatives for the purchase by any other person of the securities of our Company other than in the normal course of business of the financing entity during a period of six months preceding the date of filing of this Prospectus.

19. Details of Promoters' Contribution and Lock-in for Three Years

Pursuant to the Regulation 236 and 238 of SEBI (ICDR) Regulations, 2018, an aggregate of at least 20% of the post Issue Equity Share capital of our Company held by our Promoters shall be considered as Promoters' contribution ("Promoters' Contribution") and locked-in for a period of three years from the date of Allotment.

Our Promoters have granted consent to include such number of Equity Shares held by them as may constitute of the post issue Equity Share capital of our Company as Promoters' Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters' Contribution from the date of filing of this Prospectus until the commencement of the lock-in period specified above. Details of the Equity Shares forming part of Promoters' Contribution and proposed to be locked-in for a period of three years are as follows:

Name of the Promoter	Number of Equity Shares locked-in [(1)]	% of post- Issue shareholding
PPWA	3,16,480	20.00
TOTAL	**3,16,480**	**20.00**

[(1)] For details on the date of Allotment of the above Equity Shares, the nature of Allotment, face value and the price at which they were acquired, please refer "Notes to Capital Structure" under the chapter "Capital Structure" on page no. 48 of this Prospectus

The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Promoters' Contribution under Regulation 237 of the SEBI (ICDR) Regulations, 2018. In this computation, as per Regulation 237 of the SEBI (ICDR) Regulations, our Company confirms that the Equity Shares locked-in do not, and shall not, consist of:

- The Equity Shares offered for minimum 20% Promoters' Contribution have not been acquired in the three years preceding the date of this Prospectus for consideration other than cash and revaluation of assets or capitalization of intangible assets nor resulted from a bonus issue out of the revaluation reserves or unrealized profits of the Company or against Equity Shares which are otherwise ineligible for computation of Promoters' contribution;

- The minimum Promoters' contribution does not include Equity Shares acquired during the one year preceding the date of this Prospectus at a price lower than the Issue Price;

- No equity shares have been issued to our promoters upon conversion of a partnership firm during the preceding one year at a price less than the Issue price.

- The Equity Shares held by the Promoters and offered for minimum Promoters' contribution are not subject to any pledge;

- All the Equity Shares of our Company held by the Promoters are in dematerialized form; and

- The Equity Shares offered for Promoter's contribution do not consist of Equity Shares for which specific written consent has not been obtained from the Promoter for inclusion of its subscription in the Promoter's contribution subject to lock-in.

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

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

21. Inscription or Recording of non-transferability

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

22. Pledge of Locked in Equity Shares

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

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

b) if the specified securities are locked-in in terms of clause (b) of regulation 238 and the pledge of specified securities is one of the terms of sanction of the loan.

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

23. Transferability of Locked in Equity Shares

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

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

b) The equity shares held by persons other than promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter and Promoters' Group) holding the equity shares which are

locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

24. Our Company, our Directors and the Lead Manager to this Issue have not entered into any buy-back or similar arrangements with any person for purchase of our Equity Shares issued by our Company.

25. As on date of the Prospectus, there are no partly paid-up equity shares and all the Equity Shares of our Company are fully paid up. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be issued fully paid-up equity shares.

26. Neither the Lead Manager, nor their associates hold any Equity Shares of our Company as on the date of the Prospectus.

27. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI Share Based Employee Benefits Regulations, 2014.

28. Prior to this Initial Public Offer, our Company has not made any public issue or right issue to public at large.

29. There are no safety net arrangements for this public issue.

30. As on the date of filing of this Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.

31. As per RBI regulations, OCBs are not allowed to participate in this Issue.

32. Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on business requirements, we might consider raising bridge financing facilities, pending receipt of the Net Proceeds.

33. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.

34. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.

35. No payment, direct or indirect in the nature of discount, commission, allowances or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Issue.

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

37. Our Company has not made any public issue since its incorporation.

38. As on the date of this Prospectus, the Lead Manager and their respective associates (determined as per the definition of 'associate Company' under Section 2(6) of the Companies Act, 2013) do not hold any Equity Shares in our Company.

39. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing this Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.

40. For the details of transactions by our Company with our Promoter Group during the Financial Years ended March 31, 2021, 2020, and 2019 please refer to the paragraph titled '***Related Parties Transactions'*** in the section titled "***Financial Statements as Restated***" beginning on page 132 of this Prospectus. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the section titled "***Our Management***" beginning on page 98 of the Prospectus.

41. For the details of transactions by our Company with our Promoter Group during the financial years ended March 31, 2021, 2020 and 2019 please refer "***Financial Statements as Restated***" beginning on page 132 of this Prospectus.

SECTION VII: PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

The Issue includes a fresh Issue of 4,22,400 Equity Shares at an Issue Price of ₹92.00 per Equity Share aggregating to ₹388.61 Lakh.

Fresh Issue

The details of the proceeds of the Fresh Issue are summarized below:

Particulars	₹ in Lakh
Gross Proceeds from the Fresh Issue	388.61
Less: Issue related expenses	50.00
Net Proceeds of the Fresh Issue	338.61

Requirement of Funds

After deducting the Issue related expenses in relation to the Fresh Issue, we estimate the proceeds of the fresh Issue to be ₹338.61 Lakh ("Net Proceeds"). The Object for which our Company intends to use the Net Proceeds are:

Sl. No.	Particulars	₹ in Lakh
1.	To Meet working capital requirement	255.00
2.	General Corporate Purposes	83.61
	Total	**338.61**

We believe that listing will enhance our corporate image and brand name and create a public market for Equity Share of our Company in India and will further enable us to avail future growth opportunities. Our Company is engaged in the business of providing Business Process Management Services and provide processes like Lead Conversion, Customer Care, Channel Management, Lead Generation and Loyalty Program being delivered through our Call Centres. The main object clauses and the ancillary object clause of the Memorandum of Association of our Company enable us to undertake our existing activities and the activities for which we are raising funds through the Issue. The existing activities of our Company are within the object clauses of our Memorandum. The Fund requirement and deployment is based on internal management estimates and has not been appraised by any bank and financial institution.

Utilisation of Net Issue Proceeds

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

Sr. No.	Particulars	Amount to be financed from Net Proceeds of the Issue (₹ in Lakh)	% of Gross Proceeds	% of Net Proceeds
1.	Funding the working capital requirements of our Company	255.00	65.62	75.31
2.	General Corporate Purposes	83.61	21.51	24.69
	TOTAL	**338.61**	**87.13**	**100.00**

Means of Finance: The above-mentioned fund requirement will be met from the proceeds of the Issue. We intend to fund the shortfall, if any, from internal accruals. Set forth below are the means of finance for the above-mentioned fund requirement:

Sl. No.	Particulars	Amount (₹ in Lakh)
1.	Net Issue Proceeds	338.61

The requirements of the objects detailed above are intended to be funded from the Proceeds of the Fresh Issue and Internal Accruals.

Since the entire fund requirements are to be funded from the proceeds of the Issue and internal accruals. Accordingly, there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of SEBI (ICDR), Regulations, 2018 through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue.

The fund requirements are based on internal management estimates and have not been appraised by any bank or financial institution or any other independent agency. These are based on current conditions and are subject to change in the light of changes in external circumstances or costs or other financial conditions and other external factors.

In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required. In case of delays in raising funds from the Issue, our Company may deploy certain amounts towards any of the above-mentioned Objects through a combination of Internal Accruals or Unsecured Loans.

As we operate in competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company's historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company's management.

For further details on the risks involved in our business plans and executing our business strategies, please see the chapter titled *"**Risk Factors**"* beginning on page 19 of this Prospectus.

Details of the use of the proceeds

1. To Meet Working Capital Requirement

Our business is working capital intensive. We finance our working capital requirement from our internal accruals. Considering the existing and future growth, the incremental working capital needs of our Company, as assessed based on the internal workings of our Company is expected to reach ₹541.34 Lakh and ₹572.88 Lakh respectively for FY 2021-22 and FY 2022-23. We intend to meet our working capital requirements to the extent of ₹255.00 Lakh from the Net Proceeds of this Issue and the balance will be met from internal accruals at an appropriate time as per the requirement.

Basis of estimation of working capital

The details of our Company's composition of working capital as at March 31, 2020, March 31, 2021, March 31, 2022 and March 31, 2023 based on the Restated Summary Statements and working capital estimates. Further the source of funding of the same are as set out in the table below:

(₹ in Lakh)

Particulars	March 31, 2020	March 31, 2021	March 31, 2022	March 31, 2023
	Restated	Restated	Estimated	Estimated
Current Assets				
Current Investment	0.06	-	-	-
Trade Receivables	783.55	809.09	1,169.00	1,200.00
Cash and Bank Balances	9.44	16.22	22.00	38.00
Short Term Loans & Advances	35.49	13.74	0.48	0.70
Other Current Assets	0.41	12.34	137.24	156.02
Total (I)	**828.95**	**851.39**	**1,328.72**	**1,394.72**
Current Liabilities				
Trade Payables	52.78	60.84	95.85	110.00
Other Current Liabilities	281.15	198.69	135.73	168.54
Short Term Borrowings	444.29	411.06	375.00	362.50
Total (II)	**778.22**	**670.59**	**606.58**	**641.04**
Net Working Capital (I) – (II)	**50.73**	**180.80**	**722.14**	**753.68**
Incremental Working Capital			**541.34**	
Funding Pattern:				
Internal Accruals			286.34	
Part of the IPO Proceeds			255.00	

Assumptions for working capital requirement

Assumptions for Holding Levels

(In days)

Particulars	Holding level as on March 31, 2020	Holding level as on March 31, 2021	Holding level as on March 31, 2022	Holding level as on March 31, 2023
Current Assets				

Trade Receivables	93	124	140	112
Current Liabilities				
Trade Payables	9	13	17	16

Justification for Holding Period Levels

Particulars	Detail
Inventories:	
Trade Receivables	We have assumed trade receivables credit period of 140 days in the financial year 2021-22 which is in line with the credit period of financial year 2020-21 as we expect to realise our receivables in the same manner as done previously to grow our operations.
Trade Payables	We have assumed trade payables credit period of 17 days for the financial year 2021-22 as against 13 days in the financial year 2020-21.

Pursuant to the certificate dated August 12, 2021, M/s Vatsaraj & Co., Chartered Accountants, have verified the working capital requirements for the Financial Year 2020 and 2021 from the Financial Information as Restated and working capital estimates for the financial year 2022 and 2023 as approved by the Board pursuant to its resolution dated August 12, 2021

2. General Corporate Purposes

The Net Proceeds will be first utilized towards the Objects as mentioned as mentioned above. The balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25% of the Net Proceeds, in compliance with the SEBI ICDR Regulations. Our Company intends to deploy the balance Net Proceeds, if any, for general corporate purposes, subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

(i) strategic initiatives

(ii) brand building and strengthening of marketing activities; and

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

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

Proposed year-wise Deployment of Funds and Schedule of Implementation:

The proposed year wise break up of deployment of funds and Schedule of Implementation of Net Issue Proceeds is as under:

(₹ in Lakh)

Sl. No.	Particulars	Amount already incurred	Amount to be deployed in F.Y. 2021-22
1.	Working Capital Requirement	NIL	255.00
2.	General Corporate Purposes	NIL	83.61
3.	Issue Expenses	20.34	29.66
	Total	**20.34**	**368.27**
Issue Proceeds		**388.61**	

Public Issue Expense

The estimated Issue related expenses include Issue Management Fee, Underwriting and Selling Commissions, Printing and Distribution Expenses, Legal Fee, Advertisement Expenses, Registrar's Fees, Depository Fee and Listing Fee. The total expenses for this Issue are estimated to be approximately ₹50.00 Lakh. All the Issue related expenses shall be met out of the proceeds of the Issue and the break-up of the same is as follows:

Particulars	Amounts (₹ In Lakh)	% of Total Issue Expenses	% of Total Issue size
Payment to the Lead Manager (including underwriting fees, brokerage and selling commission)	25.00	50.00%	6.43%
Fees payable to Registrar to the Issue	0.50	0.00%	0.00%

Fees to the legal advisor	2.00	1.00%	0.13%
Advertising expenses	10.50	4.00%	0.51%
Fees payable to regulators including stock exchanges	3.00	21.00%	2.70%
Printing and distribution expenses	1.50	6.00%	0.77%
Statutory & Other Reports	2.00	3.00%	0.39%
Market Making	3.00	4.00%	0.51%
Others, if any (including commission and processing fees for SCSBs [(1)])	2.50	6.00%	0.77%
TOTAL ESTIMATED ISSUE EXPENSES	**50.00**	**100.00%**	**12. 87%**

[(1)] *SCSBs will be entitled to a processing fee of ₹2.00 per Application Form for processing of the Application Forms procured by other Application Collecting Intermediary and submitted to them.*

Selling commission payable to Registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Applicants and Non-Institutional Applicants, would be 0.001% on the Allotment Amount# or ₹50.00 whichever is less on the Applications wherein shares are allotted.

The commissions and processing fees shall be payable within 30 working days post the date of receipt of final invoices of the respective intermediaries.

#Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.

Funds Deployed and Sources of Funds Deployed

Our Statutory Auditor, M/s. Vatsaraj & Co., Chartered Accountants, vide their certificate dated August 12, 2021 have confirmed that as on August 12, 2021 the following funds have been deployed for the proposed object of the Issue:

(₹ in Lakh)

Sl. No.	Particulars	Amount deployed
	Issue Expenses	
1.	Gretex Corporate Services Limited (Lead Manager) (Excluding Goods & Service Tax)	10.00
2.	Other intermediaries	10.34
	Total	**20.34**

Sources of Financing for the Funds Deployed

Our Statutory Auditor, M/s. Vatsaraj & Co., Chartered Accountants, vide their certificate dated August 12, 2021 have also confirmed the amount deployed so far towards part of the Issue expenses has been financed through internal sources.

(₹ in Lakh)

Sl. No.	Particulars	Amount deployed
1.	Internal Accruals	20.34
	Total	**20.341**

Appraisal by Appraising Fund

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

Bridge Financing Facilities

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

Monitoring Utilization of Funds

As the size of the Fresh Issue does not exceed ₹10,000 Lakh, in terms of Regulation 262 of the SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee shall monitor the utilization of the Net Proceeds.

Pursuant to Regulation 32 of the Listing Regulations, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds. Until such time as any part of the Net Proceeds remains unutilized, our Company will disclose the utilization of the Net Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Net Proceeds have been utilized so far, and details of amounts out of the Net Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Net Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a Fiscal Year, we will utilize such unutilized amount in the next financial year. Further, in accordance with Regulation 32(1)(a) of the Listing Regulations our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects stated in this Prospectus.

Interim Use of Proceeds

Pending utilization of the Issue proceeds of the Issue for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act.

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

Variation in Objects

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

Other Confirmations

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

BASIS FOR ISSUE PRICE

Investors should read the following summary with the chapter titled "Risk Factors", the details about our Company under the chapter titled "Our Business" and its financial statements under the chapter titled "Financial Statements as Restated" beginning on pages 19, 77 and 132 respectively of the Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.

The Issue Price has been determined by the Company in consultation with the Lead Manager on the basis of the key business strengths of our Company. The face value of the Equity Shares is ₹10.00 each and the Issue Price is ₹92.00 which is 9.2 times of the face value.

QUALITATIVE FACTORS

- Quality Service
- Experienced Management Team
- Superior Process Solutions
- Quality Assurance and Standards
- Excellent Infrastructure and Technology
- Progressive Employer
- Needs of customers

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to chapter titled *"**Our Business**"* beginning on page 77 of this Prospectus.

QUANTITATIVE FACTORS

Information presented in this section is derived from our Company's restated financial statements prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

Basic Earnings and Diluted Earnings per Equity Share (EPS) as per Accounting Standard 20

As per Financial Statements as Restated (Pre-Bonus):

Period	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2019	1,756.59	1,756.59	1
March 31, 2020	2,043.21	2,043.21	2
March 31, 2021	1,075.45	1,075.45	3
Weighted Average	**1,511.56**	**1,511.56**	

As per Financial Statements as Restated (Post-Bonus):

Period	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2019	15.14	15.14	1
March 31, 2020	17.61	17.61	2
March 31, 2021	9.27	9.27	3
Weighted Average	**13.03**	**13.03**	

Notes:

- *The face value of each Equity Share is ₹ 10*
- *Basic Earnings per share = Restated Net profit after tax (loss after tax) attributable to equity shareholders / Weighted average number of equity shares outstanding during the period/year.*
- *Diluted Earnings per share = Restated Net profit after tax (loss after tax) attributable to equity shareholders / Weighted average number of dilutive equity shares outstanding during the period/year.*

- *Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year/period adjusted by the number of Equity Shares issued during the year/period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of the total number of days during the year/period. [This has been adjusted for all periods presented by giving effect to bonus and subdivision subsequent to the balance sheet date.]*

- *The Basic EPS and Diluted EPS calculations are in accordance with Accounting Standard 20 (AS-20) "Earning Per Share" issued by ICAI.*

Price / Earnings Ratio (P/E) in relation to the Issue Price of ₹92.00

Particulars	P/E Ratio
Based on Restated Financial Statements	
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2020-21 (Post Bonus)	9.92
P/E ratio based on the Weighted Average Basic & Diluted EPS, as restated	7.06

Average Return on Net Worth (RONW)

As per Financial Statements as Restated:

Period	RONW (%)	Weight
March 31, 2019	51.11	1
March 31, 2020	37.28	2
March 31, 2021	16.41	3
Weighted Average	**29.15**	

Notes:

- *Return on Net Worth (%) = Restated net profit after tax, available for equity shareholders divided by Restated net worth for the equity shareholders at the end of the period.*

- *Net worth for calculating ratios is Equity Share capital plus reserves and surplus as per the audited restated financial statements. There is no revaluation reserve or miscellaneous expenditure (to the extent not written off).*

As per Financial Statements as Restated:

Minimum return on Post Issue Net Worth to maintain the Pre-issue EPS (Post Bonus) for the year ended March 31, 2021 –47.80%.

Net Asset Value (NAV) per Equity Share

Sl. No.	Particulars	On the basis of Financial Statements as Restated (₹)
a)	As on March 31, 2021	6,555.49
c)	After the Issue**	41.43
d)	Issue Price	92.00

Notes:

********Assuming full subscription in the Issue*

(1) Net Asset Value per share = Restated net worth for the equity shareholders at the end of the period/ Weighted Average number of equity shares outstanding during the period

**Net worth has been computed by aggregating share capital and reserves and surplus as per the restated financial Information. There is no revaluation reserve or miscellaneous expenditure (to the extent not written off)*

Peer Group Comparison of Accounting Ratios:

Particulars	CMP*	EPS (₹)	PE Ratio	RONW (%)	NAV (₹)	Face Value (₹)	Revenue from Operations as on March 31, 2021 (₹in Lakh)
PlatinumOne Business Services Limited[(i)]	92.00	9.27	9.92	16.41	56.51	10.00	2,014.16
Peer Group **							
Allsec Technologies Ltd.	404.50	10.48	30.24	10.21	92.27	10.00	18,865.00
Firstsource Solutions Ltd.	181.80	5.38	30.85	16.88	29.77	10.00	1,32,474.00
eClerx Services Ltd.	2051.45	67.29	16.44	19.05	300.49	10.00	1,19,740.00

** CMP for our Company is considered as Issue Price*
***Source: www.bseindia.com.*

Notes:

(i) The figures of PlatinumOne Business Services Limitedare based on restated standalone financial statements.

(ii) Considering the nature and size of business of the Company, the peers are not strictly comparable. However same have been included for broad comparison.

(iii) Current Market Price (CMP) is the closing price of peer group scripts as on August 23, 2021.

(iv) The figures for the peer group are based on the standalone audited financials for the year ended March 31, 2021.

The face value of our share is ₹10.00 per share and the Issue Price is of ₹92.00 per share are 9.2 times of the face value.

The Company in consultation with the Lead Manager believes that the Issue Price of ₹92.00 per share for the Public Issue is justified in view of the above parameters. Investor should read the above-mentioned information along with the chapter titled "***Risk Factors***" beginning on page 19 of this Prospectus and the financials of our Company including important profitability and return ratios, as set out in the chapter titled *"**Financial Statements as Restated**"* beginning on page 132 of this Prospectus.

STATEMENT OF POSSIBLE TAX BENEFITS

To
The Board of Directors
PlatinumOne Business Services Limited
(Formerly PlatinumOne Business Services Pvt. Ltd.)
Plot no. S 907& 908, Lodha Supremus II
Plot no. F-4 & F-4/1, Road no. 22,
Wagle Estate, Thane
Maharashtra – 400 604

Gretex Corporate Services Private Limited
Office No. 13, 1st Floor, Bansilal Mansion
9-15 Homi Modi Street, Fort Mumbai,
Mumbai – 400001
(Gretex Corporate Services Private Limited referred to as the "Lead Manager")

Dear Sir(s),
Sub: Statement of Possible Special Tax Benefits available to Platinumone Business Services Limited (Formerly PlatinumOne Business Services Pvt. Ltd.) ("the Company") and its shareholders prepared in accordance with the requirement of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("the regulations")
This Report is issued in accordance with the terms of our engagement letter dated April 26, 2021.

We hereby certify that the enclosed Annexure: I, prepared by Platinumone Business Services Limited (hereinafter referred to as "the Company") states the possible special tax benefits available to the Company and the shareholders of the Company under the provisions of the Income-tax IT Act, 1961 ('the IT Act' or 'the Tax Laws'), presently in force in India as on signing date for inclusion in the Prospectus, (hereinafter referred to as "**Offer Document**"). Several of those benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the possible special tax benefits, is dependent upon the Company or its shareholders fulfilling such conditions, which based on the business imperatives, the Company may face in the future and accordingly, the Company or its shareholders may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure: I cover only the special tax benefits available to the Company and its shareholders and do not cover general tax benefits. Special tax benefits are benefits which are generally not available for all companies. Further, the preparation of the contents stated is the responsibility of the Company's management. We are informed that this Statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the nature of individual tax consequences and the changing tax laws, each of the investor is advised to consult his or her or their own tax consultant with respect to the specific tax implications arising out of their participation in the offer for sale of equity shares of the Company.

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

- the Company or its shareholders will continue to obtain these benefits in future; or
- the conditions prescribed for availing the benefits, where applicable, have been/would be met with;

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

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

We hereby consent to the use of our name and other details, including reference to our firm as auditors to the Company. We further consent to be named as an expert in the Offer Documents, as defined under the provisions of the Companies Act, 2013 and the rules framed thereunder.

The enclosed annexure is intended for your information and for inclusion in the Offer Documents in connection with the Offer to equity shares by the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.
Sincerely,

For Vatsaraj & Co.
Chartered Accountants
Firm Registration No: 111327W

CA Jwalant Buch
Partner
Membership No.: 039033
UDIN:
Mumbai, 12th August, 2021

Annexure 1:
NOTE ON POSSIBLE TAX BENEFITS AVAILABLE TO PLATINUMONE BUSINESS SERVICES LIMITED AND ITS SHAREHOLDERS

UNDER THE INCOMES TAX ACT 1961 ("the IT Act")

Platinumone Business Services Limited **("the Company")** is an Indian Company, subject to tax in India. The Company is taxed on its profits. Profits are computed after allowing all reasonable business expenditure, laid out wholly and exclusively for the purpose of the business, including depreciation.
Considering the activities and the business of the Company, the following benefits may be available to them.

I. SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY

There are no special benefits available to the Company under the provisions of the Income Tax Act, 1961.

II. SPECIAL TAX BENEFITS AVAILABLE TO THE SHAREHOLDERS (in relation to the business of the Company)

There are no special benefits available to the shareholder under the provisions of the Income Tax Act, 1961.

Notes:

a. *This Statement of Direct Tax Benefits sets out the possible tax benefits available to the Company and its Shareholders under the current tax laws presently in force in India.*

b. *This Statement is only intended to provide general information to the investors and is neither designed nor intended to be substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.*

c. *We have not commented on the taxation aspect under any law for the time being in force, as applicable of any country other than India. Each investor is advised to consult its own tax consultant for taxation in any country other than India.*

SECTION VIII: ABOUT THE ISSUER

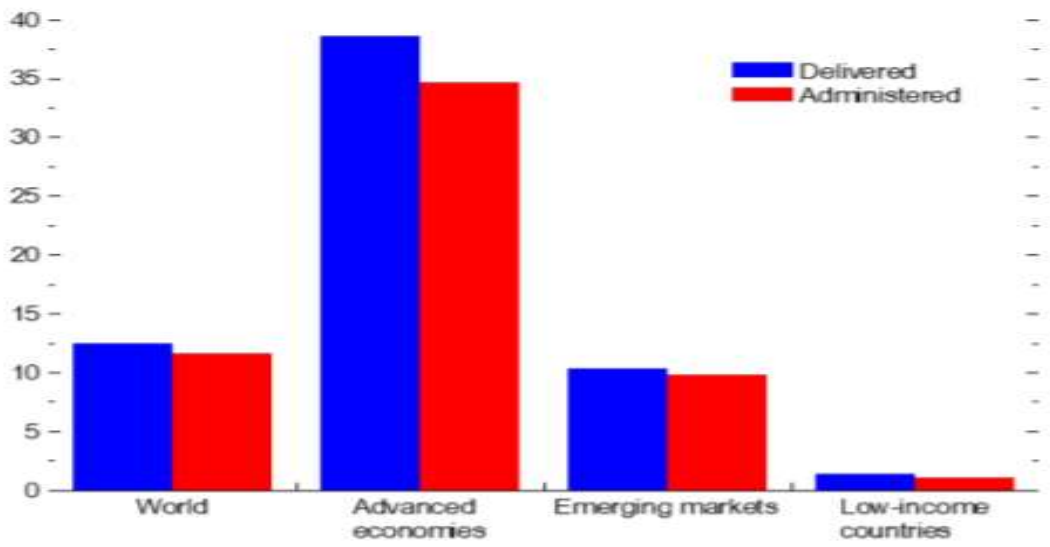
INDUSTRY OVERVIEW

The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. Neither we nor any other person connected with the issue has independently verified the information provided in this section. Industry sources and publications, referred to in this section, 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.

GOLBAL ECONOMY AT LARGE

The pandemic has taken a turn for the worse in some parts of the world since the release of the April 2021 WEO. Meanwhile, a speedy vaccine rollout has helped bring down caseloads quickly in other regions. Economies are diverging even further, influenced by differences in the pace of vaccine rollout and policy support. However, smooth and durable recoveries are not assured even in places where infections are seemingly under control. Vaccines: Close to 40 percent of the population in advanced economies has been fully vaccinated, compared with less than half that number in emerging market economies and a tiny fraction in low-income countries (Figure 1).

Figure 1. Vaccine Courses
(Percent of population)

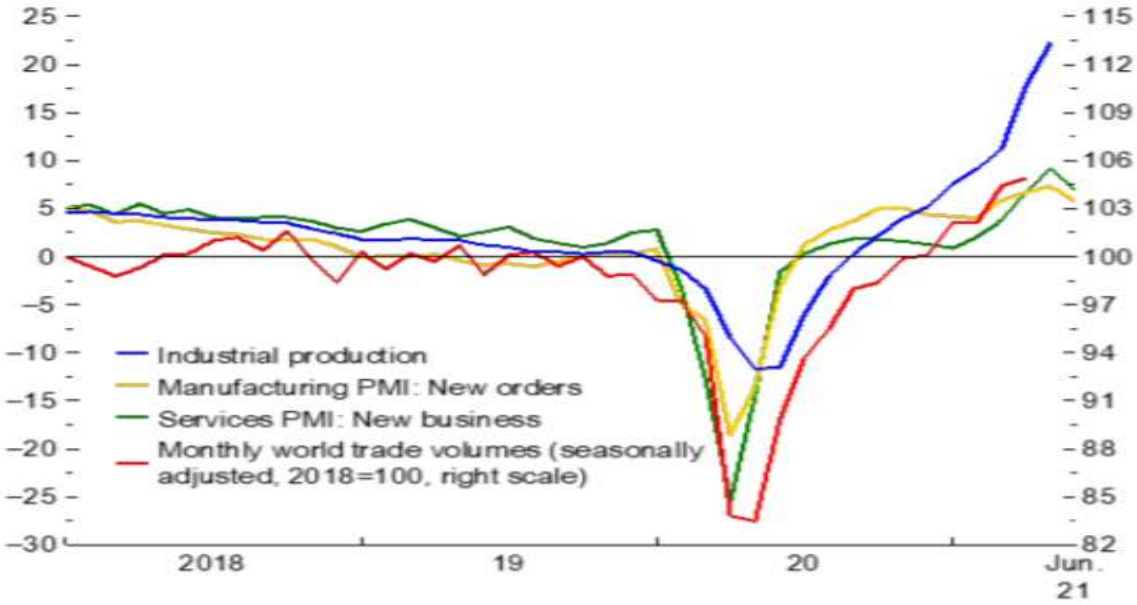


Sources: Airfinity; and IMF staff calculations.
Note: Latest data available are for July 6, 2021. Bars show the ratio of vaccine courses needed for full vaccination (two doses generally, but one dose for Johnson & Johnson and CanSino) either delivered or administered to population by WEO economy group.

Vaccine access is the principal fault line along which the global recovery splits into two blocs: those that can look forward to further normalization of activity later this year (almost all advanced economies) and those that will still contend with prospects of resurgent infections and rising COVID death tolls. Sub-Saharan Africa is now in the grip of a third wave, parts of Latin America continue to see high levels of new deaths, and concerns still remain about the situation in parts of South and Southeast Asia. Policy support: Further fueling the divergence is the continued impact of sizable fiscal support in the United States and new measures in other advanced economies (including France, Germany, Italy, Korea, and the United Kingdom; see the Fiscal Monitor Database of Country Fiscal Measures in Response to the COVID-19 Pandemic). Many emerging market and developing economies on the other hand are looking to rebuild fiscal buffers. Some, including Brazil, Hungary, Mexico, Russia, and Turkey, have also begun normalizing monetary policy to head off upward price pressures. A patchy recovery shaped by new variants, aftershocks, and supply-demand mismatches: First-quarter GDP outturns overall surprised on the upside, notably in Asia and Latin America, while renewed lockdowns in Europe led to downside surprises. High-frequency data in the second quarter indicate the recovery is widening beyond manufacturing to services (Figure 2), especially in economies where infections are under better control.

Figure 2. Global Activity Indicators

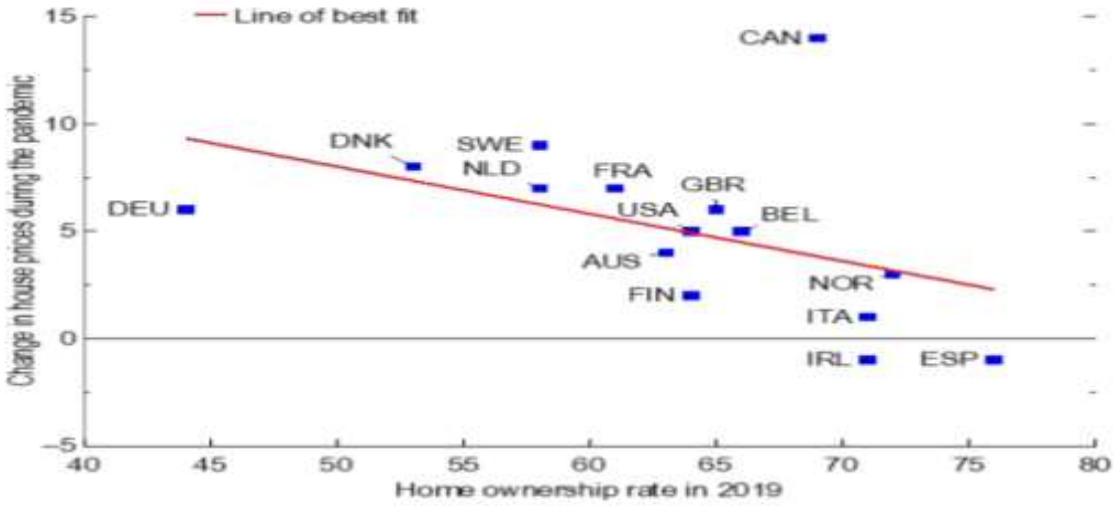
(Three-month moving average, annualized percent change; deviations from 50 for PMIs, unless noted otherwise)



Sources: CPB Netherlands Bureau for Economic Policy Analysis; Haver Analytics; Markit Economics; and IMF staff estimates.
Note: PMI above 50 indicates expansion while below 50 indicates contraction. PMI = purchasing managers' index.

New variants: Steady recovery is not assured anywhere so long as segments of the population remain susceptible to the virus and its mutations. Recovery has been set back severely in countries that experienced renewed waves— notably India. The United Kingdom has had to delay the final step of its economic reopening because of the spread of the delta variant, even as the vaccine rollout had helped bring down hospitalizations. China's Guangdong province-imposed mobility restrictions in May following an outbreak after months of minimal new infections. Similarly, Australia reintroduced targeted lockdowns in June. Aftershocks: The unprecedented convulsion in the global economy last year continues to trigger aftershocks that weigh on the recovery in some parts of the world. Empty shipping containers have been stranded in less frequented ports alongside shortages on busier routes, contributing to increased delivery times for inputs reported in purchasing managers' surveys, Supply-demand mismatches: These likely transitory shortages have occurred amid shifting spending patterns, for instance toward housing and work-from-home electronics. Consistent with pandemic-induced rising demand for owner-occupied housing (possibly supported in some cases by generally low mortgage rates), house prices have risen more in places with lower pre-pandemic home ownership rates (Figure 3).

Figure 3. House Price Acceleration and Pre-Pandemic Home Ownership Rates
(Percent)



Sources: Mack and Martinez-Garcia (2011); Organisation for Economic Co-operation and Development; and IMF staff calculations.
Note: The change in real house price index is calculated between 2019:Q4 and 2020:Q4. The home ownership rate is the share of households owning a home (outright or with a mortage) pre-pandemic (2019 or previous latest year available).

These shifting spending patterns and supply disruptions have generated shortages of components, such as microchips, creating bottlenecks for example in the automotive sector. Inflation pressure: The current spikes in annual inflation in part are the result of mechanical base effects from last year's low commodity prices. Moreover, prices have increased because of the likely transient supply-demand mismatches discussed above—container freight indices for example have risen significantly since mid-2020. Amid these challenges, financial conditions have remained generally supportive. Financial market sentiment has remained positive on balance given the expected global recovery. The overall picture from the most recent WEO has not changed materially despite a recent bout of volatility: buoyant equity markets, tight credit spreads, and healthy flows into emerging market hard currency funds. This constellation of asset prices continues to provide a generally positive lift to the baseline global outlook. Vaccines, therapies, and the pandemic: Local transmission of the virus is expected to be brought to low levels everywhere by the end of 2022 through a combination of better-targeted precautions and improved access to vaccines and therapies. Advanced economies are generally on track to achieve broad vaccine availability by summer 2021. Some emerging markets are assumed to get to that point later this year. Most countries are assumed to gain broad access by the end of 2022. Some countries will get to low levels of local transmission sooner than others depending on country-specific circumstances.

The baseline nonetheless assumes the possibility of additional waves before vaccines are widely available.

- Fiscal policy: The forecast assumes additional fiscal support in the United States in line with the overall cumulative size of the current administration's proposed American Jobs Plan and American Families Plan. The baseline also incorporates expected Next Generation EU grants and loans into the forecasts for those economies. As noted in Box 2, fiscal deficits in most emerging markets are projected to decline in 2021.

- Monetary policy: Major central banks are assumed to leave policy rates unchanged throughout the forecast horizon (end of 2022). Some emerging market central banks have begun reducing support, and more are expected to follow suit later in 2021.

- Rising commodity prices: Commodity prices are expected to increase at a significantly faster pace than assumed in the April 2021 WEO. Amid the strengthening global recovery, oil prices are expected to rise close to 60 percent above their low base in 2020. Non-oil commodity prices are expected to rise close to 30 percent above 2020 levels, reflecting particularly strong increases in the price of metals and food.

- Handoff to private activity: The buildup of excess household savings over the past five quarters of subdued contact-intensive activity and travel is a key aspect of the unprecedented downturn and rebound. As savings tended to accumulate more in countries with larger above-the-line fiscal support to households, which buffered disposable incomes. As economies reopen, private spending is expected to pick up, financed in part by these savings. The speed at which these savings are drawn down will influence the pace of the recovery and inflation pressure. The forecast assumes a smooth handoff from extraordinary policy support to private-activity-led growth, with a gradual drawdown of excess savings. IMF staff analysis suggests a more substantial accumulation of savings in places with relatively lower pre-pandemic household saving rates, indicating some reversion to the

mean and the rebuilding of household net worth, which would weigh on the immediate spending impulse. Global growth: The global economy is projected to grow 6.0 percent in 2021 and 4.9 percent in 2022 (Table 1). Although the 2021 forecast is unchanged from April, there are offsetting revisions across advanced economies and emerging market and developing economies reflecting differences in pandemic developments and policy shifts. The 0.5 percentage point upward revision for 2022 largely reflects anticipated additional fiscal support in the United States, with associated spillovers to the global economy.

(Source: https://www.imf.org/en/Publications/WEO/Issues/2021/07/27/world-economic-outlook-update-july-2021)

INDIAN ECONOMY

Introduction

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

Market size

India's real gross domestic product (GDP) at current prices stood at Rs. 135.13 lakh crore (US$ 1.82 trillion) in Y21, as per the provisional estimates of annual national income for 2020-21. India is the fourth-largest unicorn base in the world with over 21 unicorns collectively valued at US$ 73.2 billion, as per the Hurun Global Unicorn List. By 2025, India is expected to have ~100 unicorns by 2025 and will create ~1.1 million direct jobs according to the Nasscom-Zinnov report 'Indian Tech Start-up. India needs to increase its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030's, for productivity and economic growth according to McKinsey Global Institute. Net employment rate needs to grow by 1.5% per year from 2023 to 2030 to achieve 8-8.5% GDP growth between 2023 and 2030. According to data from the RBI, as of the week ended on June 04, 2021, the foreign exchange reserves in India increased by US$ 6.842 billion to reach US$ 605 billion.

Recent Developments

With an improvement in the economic scenario, there have been investments across various sectors of the economy. Private Equity - Venture Capital (PE-VC) sector recorded investments worth US$ 20 billion in the first five months of 2021, registering a 2x growth in value compared with the same period in 2020. Some of the important recent developments in Indian economy are as follows:

- Merchandise exports stood at US$ 62.89 billion between April 2021 and May 2021, while imports touched US$ 84.27 billion. The estimated value of service exports and imports between April 2021 and May 2021 stood at US$ 35.39 billion and US$ 19.86 billion, respectively.
- In May 2021, the Manufacturing Purchasing Managers' Index (PMI) in India stood at 50.8.
- Gross GST collections stood at Rs. 141,384 crore (US$ 19.41 billion) in April 2021.
- Cumulative FDI equity inflows in India stood at US$ 763.58 billion between April 2000 and March 2021. Foreign Direct Investment (FDI) inflows in India stood at US$ 6.24 billion in April 2021, registering an increase of 38% YoY.
- India's Index of Industrial Production (IIP) for April 2021 stood at 126.6 against 143.4 for March 2021.
- Consumer Food Price Index (CFPI) – Combined inflation was 5.01 in May 2021 against 1.96 in April 2021.
- Consumer Price Index (CPI) – Combined inflation was 6.30 in May 2021 against 4.23 in April 2021.
- In June 2021, foreign portfolio investors (FPIs) turned net buyers by investing Rs. 12,714 crore (US$ 1.71 billion) into the Indian markets. According to depositories data, between June 1, 2021 and June 25, 2021, FPIs invested Rs. 15,282 crore (US$ 2.06 billion) in equities.

Government Initiatives

The first Union Budget of the third decade of 21st century was presented by Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman in the Parliament on February 1, 2020. The budget aimed at energising the Indian economy through a combination of short-term, medium-term and long-term measures.

In the Union Budget 2021-22, capital expenditure for FY22 is likely to increase to increase by 34.5% at Rs. 5.5 lakh crore (US$ 75.81 billion) over FY21 (BE) to boost the economy. Increased government expenditure is expected to attract private investments, with production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded and measured policy support is

anticipated to boost the Indian economy. In May 2021, the government approved the production linked incentive (PLI) scheme for manufacturing advanced chemistry cell (ACC) batteries at an estimated outlay of Rs. 18,100 crore (US$ 2.44 billion); this move is expected to attract domestic and foreign investments worth Rs. 45,000 crore (US$ 6.07 billion).

The Union Cabinet approved the production linked incentive (PLI) scheme for white goods (air conditioners and LED lights) with a budgetary outlay of Rs. 6,238 crore (US$ 848.96 million) and the 'National Programme on High Efficiency Solar PV (Photo Voltic) Modules' with an outlay of Rs. 4,500 crore US$ 612.43 million). In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected at 2% and 6%, respectively, in FY22. To boost the overall audit quality, transparency and add value to businesses, in April 2021, the RBI issued a notice on new norms to appoint statutory and central auditors for commercial banks, large urban co-operatives and large non-banks and housing finance firms.

In May 2021, the Government of India has allocated Rs. 2,250 crore (US$ 306.80 million) for development of the horticulture sector in 2021-22. In November 2020, the Government of India announced Rs. 2.65 lakh crore (US$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide ~Rs. 2 trillion (US$ 27 billion) over five years to create jobs and boost production in the country. Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Mr. Narendra Modi, Prime Minister of India, launched Make in India initiative with an aim to boost country's manufacturing sector and increase purchasing power of an average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the Government has also come up with Digital India initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy.

Some of the recent initiatives and developments undertaken by the Government are listed below:

- In June 2021, RBI Governor, Mr. Shaktikanta Das announced the policy repo rate unchanged at 4%. He also announced various measures including Rs. 15,000 crore (US$ 2.05 billion) liquidity support to contact-intensive sectors such as tourism and hospitality.

- In June 2021, Finance Ministers of G-7 countries, including the US, the UK, Japan, Italy, Germany, France and Canada, attained a historic contract on taxing multinational firms as per which the minimum global tax rate would be at least 15%. The move is expected to benefit India to increase foreign direct investments in the country.

- In June 2021, the Indian government signed a US$ 32 million loan with World Bank for improving healthcare services in Mizoram.

- In May 2021, the Government of India (GoI) and European Investment Bank (EIB) signed the finance contract for second tranche of EUR 150 million (US$ 182.30 million) for Pune Metro Rail project.

- According to an official source, as of June 2021, 29 companies including global electronics manufacturing organisations, such as companies Foxconn, Sanmina SCI, Flex, Jabil Circuit, have registered under the Rs. 12,195 crore (US$ 1.64 billion) production linked incentive scheme for the telecom sector.

- In May 2021, Union Cabinet has approved the signing of memorandum of understanding (MoU) on migration and mobility partnership between the Government of India, the United Kingdom of Great Britain and Northern Ireland.

- In April 2021, Minister for Railways and Commerce & Industry and Consumer Affairs, Food & Public Distribution, Mr. Piyush Goyal, launched 'DGFT Trade Facilitation' app to provide instant access to exporters/importers anytime and anywhere.

- In April 2021, Dr. Ahmed Abdul Rahman AlBanna, Ambassador of the UAE to India and Founding Patron of IFIICC, stated that trilateral trade between India, the UAE and Israel is expected to reach US$ 110 billion by 2030.

- India is expected to attract investment of around US$ 100 billion in developing the oil and gas infrastructure during 2019-23.

- The Government of India is going to increase public health spending to 2.5% of the GDP by 2025.

- For implementation of Agriculture Export Policy, Government approved an outlay Rs. 2.068 billion (US$ 29.59 million) for 2019, aimed at doubling farmers income by 2022.

Road Ahead

As indicated by provisional estimates released by the National Statistical Office (NSO), India posted a V-shaped recovery in the second half of FY21. As per these estimates, India registered an increase of 1.1% in the second half of FY21; this was driven by the gradual and phased unlocking of industrial activities, increased investments and growth in government expenditure. As per the Reserve Bank of India's (RBI) estimates, India's real GDP growth is projected at 9.5% in FY22; this includes 18.5% increase in the first quarter of FY22; 7.9% growth in the second quarter of FY22; 7.2% rise in the third quarter of FY22 and 6.6% growth in the fourth quarter of FY22. India is focusing on renewable sources to generate energy. It is planning to achieve 40% of its energy from non-fossil sources by 2030, which is currently 30% and have plans to increase its renewable energy capacity from to 175 gigawatt (GW) by 2022. In line with this, in May 2021, India, along with the UK, jointly launched a 'Roadmap 2030' to collaborate and combat climate change by 2030. India is expected to be the third largest consumer economy as its consumption may triple to US$ 4 trillion by 2025, owing to shift in consumer behaviour and expenditure pattern, according to a Boston Consulting Group (BCG) report. It is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by 2040 as per a report by PricewaterhouseCoopers. (Source: https://www.ibef.org/economy/indian-economy-overview)

IT & BPM INDUSTRY IN INDIA

Introduction

The global sourcing market in India continues to grow at a higher pace compared to the IT-BPM industry. India is the leading sourcing destination across the world, accounting for approximately 55% market share of the US$ 200-250 billion global services sourcing business in 2019-20. The IT industry accounted for 8% of India's GDP in 2020. Exports from the Indian IT industry are expected to increase by 1.9% to reach US$ 150 billion in FY21. In 2020, the IT industry recorded 138,000 new hires. According to STPI (Software Technology Park of India), the software exports by its registered units increased by 7% YoY to reach Rs. 5 lakh crore (US$ 67.40 billion) in FY21 from Rs. 4.66 lakh crore (US$ 62.82 billion) in FY20, driven by rapid digitization and the IT industry's timely transition to remote working environments that helped to keep up the industry's growth amid coronavirus pandemic. India has become the digital capabilities hub of the world with around 75 per cent of global digital talent present in the country.

Market Size

The IT & BPM industry's revenue is estimated at ~US$ 194 billion in FY21, an increase of 2.3% YoY. The domestic revenue of the IT industry is estimated at US$ 45 billion and export revenue is estimated at US$ 150 billion in FY21. According to Gartner estimates, IT spending in India is estimated to reach US$ 93 billion in 2021 (7.3% YoY growth) and further increase to US$ 98.5 billion in 2022. The BPM sector in India currently employs >1.4 million people, while IT and BPM together have >4.5 million workers, as of FY21. Indian software product industry is expected to reach US$ 100 billion by 2025. Indian companies are focusing to invest internationally to expand global footprint and enhance their global delivery centres. In line with this, in February 2021, Tata Consultancy Services announced to recruit ~1,500 technology employees across the UK over the next year. The development would build capabilities for TCS to deliver efficiently to the UK customers. The data annotation market in India stood at ~ US$ 250 million in FY20, of which the US market contributed ~ 60% to the overall value. The market is expected to reach ~ US$ 7 billion by 2030 due to accelerated domestic demand for AI.

Investments/ Developments

Indian IT's core competencies and strengths have attracted significant investment from major countries. The computer software and hardware sector in India attracted cumulative foreign direct investment (FDI) inflows worth US$ 71.05 billion between April 2000 and March 2021. The sector ranked 2nd in FDI inflows, as per the data released by Department for Promotion of Industry and Internal Trade (DPIIT). In FY21, computer software and hardware topped FDI investments, accounting for 44% share of the total FDI inflows of US$ 81.72 billion. Leading Indian IT firms like Infosys, Wipro, TCS and Tech Mahindra are diversifying their offerings and showcasing leading ideas in blockchain and artificial intelligence to clients using innovation hubs and research and development centres to create differentiated offerings.

Some of the major developments in the Indian IT and ITeS sector are as follows:

- In June 2021, Federal Bank expanded its strategic collaboration with Oracle and Infosys to offer an enhanced customer experience through Oracle CX (customer experience) platform.

- In June 2021, Infosys announced collaboration with Archrock, Inc., a leading provider of natural gas compression services in the US, to integrate digital technologies and mobile tools for its field service technicians.

- In June 2021, Tata Consultancy Services (TCS) extended its 17-year partnership with the UK's Virgin Atlantic to help the latter embark on a new phase of 'recovery and growth'. TCS will take exclusive responsibility of the airline's end-to-end operational management and digital transformation.

- In June 2021, Wipro announced that it has joined the World Economic Forum's 'Partnership for New Work Standards' initiative to establish a healthy, resilient and equitable future of work.

- In June 2021, the International Chess Federation (FIDE) announced a new partnership with Tech Mahindra Ltd. to focus on creating together the Global Chess League, a project first proposed by Tech Mahindra Ltd.

Government Initiatives

Some of the major initiatives taken by the Government to promote IT and ITeS sector in India are as follows:

- In June 2021, the Indian government announced plans to launch Biotech-PRIDE (Promotion of Research and Innovation through Data Exchange) to deposit biological data in the country's national repository.

- In May 2021, MyGov, the citizen engagement platform of the Government of India, in partnership with the Department of Higher Education launched an innovation challenge to create an Indian language learning app.

- In order to establish an enabling environment for the IT industry, in April 2021, the Development of Advanced Computing (C-DAC) launched three innovatice technologies Automatic Parallelizing Compiler (CAPC), Cyber Security Operation Centre (CSoC) as a Service, and C-DAC's indigenous High-performance Computing software solutions—Parallel Development Environment (ParaDE).

- In Budget 2021, the government has allocated Rs. 53,108 crore (US$ 7.31 billion) to the IT and telecom sector.

- Department of Telecom, Government of India and Ministry of Communications, Government of Japan signed a MoU to enhance cooperation in areas of 5G technologies, telecom security and submarine optical fibre cable system.

- In 2020, the government released "Simplified Other Service Provider" (OSP) guidelines to improve the ease of doing business in the IT Industry, Business Process Outsourcing (BPO) and IT-enabled Services.

Road Ahead

India is the topmost offshoring destination for IT companies across the world. Having proven its capabilities in delivering both on-shore and off-shore services to global clients, emerging technologies now offer an entire new gamut of opportunities for top IT firms in India. The industry is expected to grow to US$ 350 billion by 2025 and BPM is expected to account for US$ 50 55 billion of the total revenue.

Note: Conversion rate used for June 2021 is Rs. 1 = US$ 0.01355

Source: (https://www.ibef.org/industry/information-technology-india.aspx)

INDIAN SERVICES INDUSTRY

Introduction

The services sector is not only the dominant sector in India's GDP, but has also attracted significant foreign investment, has contributed significantly to export and has provided large-scale employment. India's services sector covers a wide variety of activities such as trade, hotel and restaurants, transport, storage and communication, financing, insurance, real estate, business services, community, social and personal services, and services associated with construction.

Market Size

Share of the services sector accounted for 55.39% of the total GVA in FY21. India's services sector GVA increased at a CAGR of 11.43% to Rs. 101.47 trillion (US$ 1,439.48 billion) in FY20, from Rs. 68.81 trillion (US$ 1,005.30 billion) in FY16. Between FY16 and FY20, financial, real estate and professional services augmented at a CAGR of 11.68% (in Rs. terms), while trade, hotels, transport, communication and services related to broadcasting rose at a CAGR of 10.98% (in Rs. terms). According to RBI, in April 2021, service exports stood at US$ 21.17 billion, while imports stood at US$ 10.61 billion. The India Services Business Activity Index/ Nikkei/IHS Markit Services Purchasing Managers' Index fell to 46.4 in May 2021 from 54.0 in April 2021, as output and new orders declined due to COVID-19-induced restrictions to contain the spread of coronavirus.

Industry developments

Some of the developments in the services sector in the recent past are as follows:

- The services* category in India attracted cumulative foreign direct investment (FDI) worth US$ 87.06 billion between April 2000 and March 2021. The services category ranked 1st in FDI inflow as per data released by the Department for Promotion of Industry and Internal Trade (DPIIT).

- In April 2021, the Ministry of Education (MoE) and University Grants Commission (UGC) started a series of online interactions with stakeholders to streamline forms and processes to reduce compliance burden in the higher education sector, as a follow-up to the government's focus on ease of doing business to enable ease of living for stakeholders.

- On March 17, 2021, the Health Ministry's eSanjeevani telemedicine services crossed 3 million (30 lakh) teleconsultations since its launch, enabling patient-to-doctor consultations from the confines of their home and doctor-to-doctor consultations.

- In April 2021, Elon Musk's SpaceX has started accepting pre-orders for the beta version of its Starlink satellite internet service in India for a fully refundable deposit of US$ 99. Currently, the Department of Telecommunications (DoT) is screening the move and more developments will be unveiled soon.

- In December 2020, a cohort of six health-tech start-ups—AarogyaAI, BrainSightAI, Fluid AI, InMed Prognostics, Wellthy Therapeutics, and Onward Assist—have been selected by the India Edison Accelerator, fuelled by GE Healthcare. India Edison Accelerator, the company's first start-up partnership programme focused on Indian mentors, creates strategic partners to co-develop healthcare solutions.

- The Indian healthcare industry is expected to shift digitally enabled remote consultations via teleconsultation. The telemedicine market in India is expected to increase at a CAGR of 31% from 2020 to 2025.

- In December 2020, Gamma Skills Automation Training introduced a unique robotics & automation career launch programme for engineers, an 'Industry 4.0 Hands-on Skill Learning Centre' located at IMT Manesar, Gurgaon in Haryana.

- In December 2020, the 'IGnITE' programme was initiated by Siemens, BMZ and MSDE to encourage high-quality training and technical education. 'IGnITE' aims to develop highly trained technicians, with an emphasis on getting them ready for the industry and future, based on the German Dual Vocational Educational Training (DVET) model. By 2024, this programme aims to upskill ~40,000 employees.

- In October 2020, Bharti Airtel entered cloud communications market with the launch of business-centric 'Airtel IQ'.

Government Initiatives

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

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

- According to a spokesperson, the Indian government is planning to introduce a credit incentive programme worth Rs. 50,000 crore (US$ 6.8 billion) to boost healthcare infrastructure in the country. The programme will allow companies to access funds to ramp up hospital capacity or medical supplies with the government acting as a guarantor.

- In June 2021, India and Australia announced its collaboration in cyber-enabled critical technologies, highlighting the requirement to boost the critical information security infrastructure such as 5G telecom networks.

- Under Union Budget 2021-22, the government allocated Rs. 7,000 crore (US$ 963.97 million) to the BharatNet programme to boost digital connectivity across India.

- FDI limit for insurance companies has been raised from 49% to 74% and 100% for insurance intermediates.

- In May 2021, the Ministry of Commerce and Industry announced that India received an FDI inflow of US$ 81.72 billion, the highest FDI during FY 2020-21.

- In March 2021, the central government infused Rs. 14,500 crore (US$ 1.99 billion) capital in Central Bank of India, Indian Overseas Bank, Bank of India and UCO Bank through non-interest bearing bonds.

- On January 15, 2021, the third phase of Pradhan Mantri Kaushal Vikas Yojana (PMKVY) was launched in 600 districts with 300+ skill courses. Spearheaded by the Ministry of Skill Development and Entrepreneurship, the third phase will focus on new-age and COVID-related skills. PMKVY 3.0 aims to train eight lakh candidates.

- In January 2021, the Department of Telecom, Government of India, signed an MoU with the Ministry of Communications, Government of Japan, to strengthen cooperation in the areas of 5G technologies, telecom security and submarine optical fibre cable system.

- On November 4, 2020, the Union Cabinet, chaired by the Prime Minister, Mr. Narendra Modi, approved to sign a memorandum of understanding (MoU) between the Ministry of Communication and Information Technology and the Department of Digital, Culture, Media and Sports (DCMS) of United Kingdom Government to cooperate in the field of telecommunications/information and communication technologies (ICTs).

- In October 2020, the government selected Hughes Communications India to connect 5,000 village panchayats in border and naxal-affected states and island territories with satellite broadband under BharatNet project by March 2021.

- In September 2020, the government announced that it may infuse Rs. 200 billion (US$ 2.72 billion) in public sector banks through recapitalisation of bonds

- In the next five years, the Ministry of Electronics and Information Technology is working to increase the contribution of the digital economy to 20% of GDP. The government is working to build cloud-based infrastructure for collaborative networks that can be used for the creation of innovative solutions by AI entrepreneurs and startups.

- On Independence Day 2020, Prime Minister Mr. Narendra Modi announced the National Digital Health Mission (NDHM) to provide a unique health ID to every Indian and revolutionise the healthcare industry by making it easily accessible to everyone in the country. The policy draft is under 'public consultation' until September 21, 2020.

- In September 2020, the Government of Tamil Nadu announced a new electronics & hardware manufacturing policy aligned with the old policy to increase the state's electronics output to US$ 100 billion by 2025. Under the policy, it aims to meet the requirement for incremental human resource by upskilling and training >100,000 people by 2024.

- Government of India has launched the National Broadband Mission with an aim to provide Broadband access to all villages by 2022.

Road Ahead

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

Note: Conversion rate used for April 2021 is Rs. 1 = US$ 0.01334

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

OUR BUSINESS

The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Prospectus, including the information contained in the section titled "***Risk Factors***", beginning on page no. 19 of this Prospectus.

This section should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the section title "***Risk Factors***" and the chapters titled "***Financial Statement as Restated***" and "***Management Discussion and Analysis of Financial Conditions and Results of Operations***" beginning on page no 19, 132 and 161 of this Prospectus

Unless the context otherwise requires, in relation to business operations, in this section of this Prospectus, all references to "we", "us", "our" and "our Company" are to "**PlatinumOne Business Services Limited"** and Group Entities as the case may be.

OVERVIEW

Our company is engaged in the business of providing Business Process Management Services. Business Process Management Services (BPMS) has an endless reach in the today's market. In today's business world mid-size companies to large corporate are focusing on out sourcing model for their various activities. India's cost competitiveness in providing IT services, which is approximately 3-4 times cheaper than the US, continues to be the mainstay of its Unique Selling Proposition (USP) in the global sourcing market. Since BPMS being an endless market, we have focused on special area in BPMS which is Customer Acquisition. Our Company provide services to mid-size and large corporates to fulfil their Customer Acquisition needs. Our Company provide services in various industries namely FMCG, Real Estate, Furniture, Insurance, Consumer Durables etc. Our tailor-made solutions offers customized engagement models to facilitate the ease of doing their business.

Our company provide processes like Lead Conversion, Customer Care, Channel Management, Lead Generation and Loyalty Program being delivered through their Call Centres. Additionally, Sales Enablement as a service delivered through a Team of Domain Experts empowering Sales Partners face to face or digitally. We have a dedicated team of professionals comprising of experienced personnel in every Industry.

PlatinumOne is an Outsourcing company with most processes like Lead Conversion, Customer Care, Channel Management, Lead Generation and Loyalty Program being delivered through their Call Centres. Additionally, Sales Enablement as a service delivered through a Team of Domain Experts empowering Sales Partners face to face or digitally. Below, we have detailed the Call Centre Process.

CALL CENTRE PROCESS: Large and medium corporates who would like to outsource their processes like Lead Conversion, Customer Care, Channel Management, Lead Generation and Loyalty Program approach PlatinumOne. In collaboration with the Client, PlatinumOne articulates the following:

1. **Process Design –** An optimal process is designed so that the Client's Customers or Channel Partners get a very good experience while interfacing with the PlatinumOne Team and Technology and the Customer's desired purpose whether purchasing a product or resolving a complaint or a query is resolved. The process also has to be designed to deliver a high ROI for the Client. Both Inbound and Outbound calling is done. An SOP note defines the process flow, data movement, people competencies needed, MIS formats and last but not the least, the SLAs.

2. **People** –Frontline Employees called Agents are selected and hired based on needed competencies and aptitude. They are taken through rigorous training by a Trainer and then certified. Once the Agents start telecalling, they are coached and supervised by a Team Leader to deliver the required SLAs and output targets. A Quality Auditor listens to calls to provide quality feedback to the Agents. In case of a new product or areas of improvement, the Trainer provides training as required. The Team Leader, Trainer and Quality Auditor are part of the Supervisory cadre. A Process Manager manages one or more processes, interfaces with the Client, defines the process and guides the Supervisors and Agents as needed.

3. **Technology –** The key technology used in a Call Centre is a Dialer software along with an appropriate CRM. PlatinumOne works with high quality Diallers and CRMs where the Vendors provide a good level of support. The data to be called is either fetched by the Dialer through web services (APIs) or uploaded. There are various calling modes like Predictive or Preview that are used based on the speed and accuracy needed. The Agents login to the Dialer through a PC and a Headset and start attending calls. The Dialer records all the calls. The CRM works in tandem with the Dialer and records Customer and Transaction information.

4. **Infrastructure –** The Centre provides a good ambience for the Employees and also a high-quality infrastructure to ensure Zero Downtime for Clients. The Employees are provided an AC office with a workstation, PC and Headset. They are provided water, tea and canteen facilities. The Supervisory team along with the HR Team ensures a fun atmosphere leading to high productivity and low attrition. The office is in a good quality building and transport to and from the railway station is provided. To ensure Zero Downtime, PlatinumOne invests in high quality infrastructure. Redundant leased lines ensure constant internet, multiple UPS systems and a DG provides continuous electricity regardless of supply from the power company. The servers are always bought of

a good brand. Noise cancellation headsets ensure good quality of conversation. PRI lines are procured from multiple telecom providers so that backup options are available. Switches ensure that any fault is isolated and does not disrupt overall operations. The IT and Administration team is always on guard to trouble shoot in case of any issue despite precautions.

All in all, there is high focus on ensuring a highly professional level of service delivery with high ROI to our clients.

Some of our Prestigious clients are Godrej Properties, Godrej Interio, Edelweiss Tokio Life, Tally, Lodha Group, Hafele, Reliance Nippon, Capital foods. We provide them with services like Lead Conversion, Customer Care, Channel Management, Lead Generation and Loyalty Program being delivered through our Call Centres.

We have our registered office and working station located at Unit No. 0907 & 0908, Lodha Supremus II, Plot No. F-4 & F-4/1, Rd No.22, Wagle Estate, Thane-400604, Maharashtra, India having a combined total area of approximately 2340 sq. ft. as on date of filing of Prospectus. Apart from this the company has also expanded its operations to other cities of the country and have its offices at Delhi and Kolkata.

Our Company is promoted by Platinum Power Wealth Advisors Private Limited, Mr. Amey Narendra Saxena, Mr. Ratul Lahiri and Mr. Vivek Yogendra Kumar who are the guiding force behind all the strategic decisions of our Company. Our Promoters have corporate and Entrepreneurial Experience. The promoters are the frontline force behind the company, they are leading the company from the front in departments like Business development, Sales, Human resource. Promoters collectively have an experience of around 6 decades in the field of marketing and sales. Promoters are successfully catering the needs of corporates through Business Process Management services for more than a decade. Their industry knowledge and understanding also gives us the key competitive advantage enabling us to expand our geographical and customer presence in existing as well as target markets, while exploring new growth avenues.

We are always committed to fulfil the requirements of our clientele according to their needs. In order to meet these requirements, we have adapted to best measure in the industry for quality management systems. We believe that we carry out extensive research, training and upgradation of technology to maintain the standard and quality of our services We are providing services that ensures customer satisfaction. We believe that we have long-term and stable relationships developed over the years with our key customers through the quality of services we provide.

Our Company was originally incorporated as PlatinumOne Wealth Advisors Private Limited on July 30, 2008 at Mumbai, Maharashtra as a private limited company under the Companies Act, 1956 with the Registrar of Companies, Maharashtra, Mumbai. Pursuant to a special resolution passed by the shareholders of the Company at the Extra Ordinary General Meeting held on January 20, 2015, our Company's name was changed to PlatinumOne Business Services Private Limited. A Certificate of Incorporation pursuant to change of name was issued on February 13, 2015 by the Registrar of Companies, Mumbai. Subsequently, our Company was converted into Public Limited Company pursuant to Shareholders resolution passed at the Extraordinary General Meeting of our Company held on July 08, 2020 and the name of our Company was changed to "PlatinumOne Business Services Limited" and a Fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company dated July 30, 2020 was issued by Registrar of Companies, Mumbai, being Corporate Identification Number U67190MH2008PLC185240

Our total revenue increased from₹1,839.24 Lakh in Fiscal 2019 to ₹2,020.81 Lakh in Fiscal 2021, representing a growth of 109.87%. Our EBIDTA decreased from ₹342.52 Lakh in Fiscal 2019 to ₹261.41 Lakh in Fiscal 2021, representing a decline of 24.78%. Our Restated PAT decreased from ₹175.66 Lakh in Fiscal 2019 to ₹107.54 Lakh in Fiscal 2021, representing a decline of 38.78%.

OUR LOCATIONS

Registered Office	Unit No. 0907 & 0908, Lodha Supremus II, Plot No. F-4 & F-4/1, Rd No.22, Wagle Estate, Thane-400604, Maharashtra, India.
Branch office-I	Office No. Part A1 & B1, Ashar IT Park, Village Panchpakhadi, Thane (West), Thane – 400604, Maharashtra, India.
Branch office- II	A-1 & A-2, 1st Floor, 48, Adi Ganga Road locally known as 50, Co-operative Road, Kolkata – 700070

OUR COMPETITIVE STRENGTHS

Quality Service

We believe in providing quality and timely service to our customers. We have a set of standards for ourselves when it comes to timeliness and quality of service we provide to our customers. The stringent systems ensure that all the services that we provide reach our customers on stipulated time and there are minimum errors to ensure reduced rejection. We believe that our quality service for the last 12 years has earned us a goodwill from our customers, which has resulted in customer retention and order repetition. It has also helped us to add to our existing customer base. We have developed internal procedure of checking the client's needs at each stage. Our company focuses on maintaining the level of consistently in our service, thereby building customer loyalty for our Brand.

Experienced Management Team

Our Promoter team consisting of Mr. Amey Narendra Saxena, Mr. Vivek Yogendra Kumar and Mr. Ratul Lahiri has a combined experience of more than 60 years both in the corporate world as well as in the Entrepreneurial field. They have deep domain understanding of multiple industries like Insurance, IT, FMCG and functional specialists in Sales. The depth in Managerial talent gives us a big advantage while delivering high impact processes for large Clients.

We also have Shilpa Saxena as the COO and Amit Bafna as the Sr. VP - Operations. They have worked in companies like Accenture, Patni, Infosys with an individual experience of 2 decades each.

Superior Process Solutions

Apart from a superb managerial team, PlatinumOne builds and reviews processes basis the DMAIC philosophy. Listening to our Clients, their end Customers and our own frontline employees gives us rich insights. These insights combined with rigorous data analysis provide us scope for innovation as well as continuous improvement in our processes.

Quality Assurance and Standards

Our Company is an ISO 27001:2013 certified company. We are committed to designing process based on customer insights, team wisdom and continuous improvement. Additionally, there is an audit process to check for adherence to process. Last but not the least, the results are monitored to ensure that ROI is achieved both for external and internal Clients.

Excellent Infrastructure and Technology

The company is committed to delivering Zero Downtime to our Clients. Accordingly, we have invested in hardware and software of the highest quality. Multiple redundancies are in place to ensure business continuity irrespective of power disruption or any other issue. The IT Team is trained and committed to quick diagnosis and trouble shooting. All in all, our Clients get access to continuous Operations due to the excellent Infrastructure and Trained IT Team.

Progressive Employer

PlatinumOne is continuously focused on creating an engaging atmosphere for our Employees to learn, contribute and grow. There is an active FUN team that creates opportunities for enjoyment even while working. We believe in timely compliance of all statutory payments especially related to employees. Our POSH Committee ensures a safe environment, dignity and respect for all our employees irrespective of gender, religion, caste etc.

Needs of customers

We have a system in place which has attained high level of knowledge about the needs of our customers, resulting from continuous two-way communication between our representatives and customers. We have a team of individuals who are constantly analyzing the market scenario and studying our customer's requirements. We try to cater to our customer's requirements by offering them a vast basket of product range. Our experience combined with our professionalism and capacity to deliver has helped us to grow at a steady rate in the last 12 years. Our aim is to earn customer's trust and confidence through personal attention, passion for what we do and commitment to long-lasting relationship. We are prepared to go an extra mile to deliver to our customers' a measurable business value and help them adopt and succeed in the service industry.

BUSINESS STRATEGY

Using a derivative of the Balanced Scorecard Framework, our strategy components can be compartmentalised into the following:

1. FINANCIALS
2. CLIENTS
3. PEOPLE
4. PROCESSES

1. FINANCIALS

A. **Low Debt:** Our endeavour is to have a low level of debt to minimise risk to business sustainability. Over time, we would like to zeroise our debt.

B. **Reasonable Margins:** We continuously monitor our service offerings and client wise margins to ensure that our portfolio is generating adequate margins in terms of PAT, EBITDA and ROCE. We are also prudent while taking new business to ensure that we are earning fair margins on the same.

C. **Revenue Growth:** While we have enjoyed high levels of revenue growth in the last few years, we want to further invest in Marketing & Sales so that new Client acquisition is constantly high. Alongside, we will continue to focus on High Potential Current Clients to increase our business share with them.

D. **Variablised Costs:** Over time, we want to reduce our Fixed Costs and have a robust cost structure where Costs can be easily aligned to change in size and type of revenue.

2. CLIENTS

A. **10X to 100X:** We want to develop solutions which deliver 10X to 100X of the Value compared to our Clients' current alternatives.

B. Low Friction Solutions: We want to deliver our Service to Clients in an intuitive, seamless way without friction or dissonance.

C. Low Cost Solutions: Our strategy will be to deliver low cost solutions with a high volume and velocity to create a Win-Win for our Clients and us.

3. PEOPLE

A. **Technology Team:** We will build our Technology team for specific hot skills that the organisation will need in the near future. We believe that Technology will be the core of our Service Offering and our own People should deliver the development support rather than overly relying on Vendor Partners.

B. **Fairness:** We will be fair to our People in terms of the Compensation offered, good Work conditions, access to Training & Development and Dignity & Respect to all.

4. PROCESSES

A. **Scalability through Technology:** Over time, we want a majority of our services to be delivered through Technology rather than via people. This will impart scalability to the business.

B. **Quality Certification:** Our Company is an ISO 27001:2013 certified company. Using the ISO Framework, we want to continuously improve our adherence to well defined processes to provide reliability to our External and Internal Clients.

INFRASTRUCTURE FACILITIES FOR UTILITIES LIKE WATER, ELECTRICITY

Infrastructure Facilities

Our registered office is situated at Unit No. 0907 & 0908, Lodha Supremus II, Plot No. F-4 & F-4/1, Rd No.22, Wagle Estate, Thane-400604 Maharashtra, India and is well equipped with computer systems, internet connectivity, other communication equipment, security and other facilities, which are required for our business operations to function smoothly.

Power

We have arrangements for regular power supply at our stores and registered office. This power is been supplied to us from Maharashtra State Electricity Distribution Co. Limited.

Water

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

OUR SERVICES

Our wider product range includes skin friendly products, which are efficiently designed by experienced tailors.

Our range also comprises of:

Sl. No	Services	Service Description
01.	Lead Conversion	Many companies carry out marketing campaign to promote their product or services. Now once this campaign is done there is lots of data that needs to be processed and converted into deal. So, in this process we make calls to leads and try to convert them into Deals for the companies.
02.	Lead Generation	Business Lead Generation service simply refers to the creation or generation of potential customer interest in a product or service. A lead can be generated for diverse purposes – selling, awareness, list building, research or even opinion polls.
03.	Channel Management	We Provide Channel Management services to various sector but mainly we provide to FMCG sector. Since FMCG companies has a large network of retailer or customers. So, we get in touch with each retailer and take their orders and also appoint new retailers.
04.	Loyalty Program	We work on the data of existing customers and pitch them to upgrade to particular product or services offered by our clients.
05.	Customer Care	Customer Service (often synonymous with Customer Support) is a toolset that is utilized to ensure a customer's satisfaction with a brand. Customer Service helps to resolve a customer's ad hoc challenges, questions and concerns relating to a product or service. This is in contrast with customer support that refers to a comprehensive set of solutions.

MARKETING & MARKETING STRATEGY

We are clear that future business has to come from both current and new Clients.

Business from Current Clients: Our Operations Team along with the Business Development Team assess current opportunities of the existing Clients.

Based on that, they jointly approach the Clients and discuss the potential of increase in business.

New Client Acquisition: At the same time, the Business Development Team also acquires new Clients. The process is

1. **Lead Generation –** Leads are generated from multiple sources like Website, Referrals and Tenders.

2. **Prospect Qualification –** Our Inside Sales Manager understands the prospect profile and process requirement. The Business Development Director validates the prospect along with the Inside Sales Manager.

3. **Presentation –** Often times, a Business Presentation is sent which is followed by a face-to-face presentation and discussion.

4. **Negotiation -** Once the Client shortlists us and we are also certain that we want to proceed with the business, commercial and other technical terms are discussed and agreed.

5. **Contract Signing –** The contract is signed based on the commercial discussion. Certain legal clauses may need further discussion.

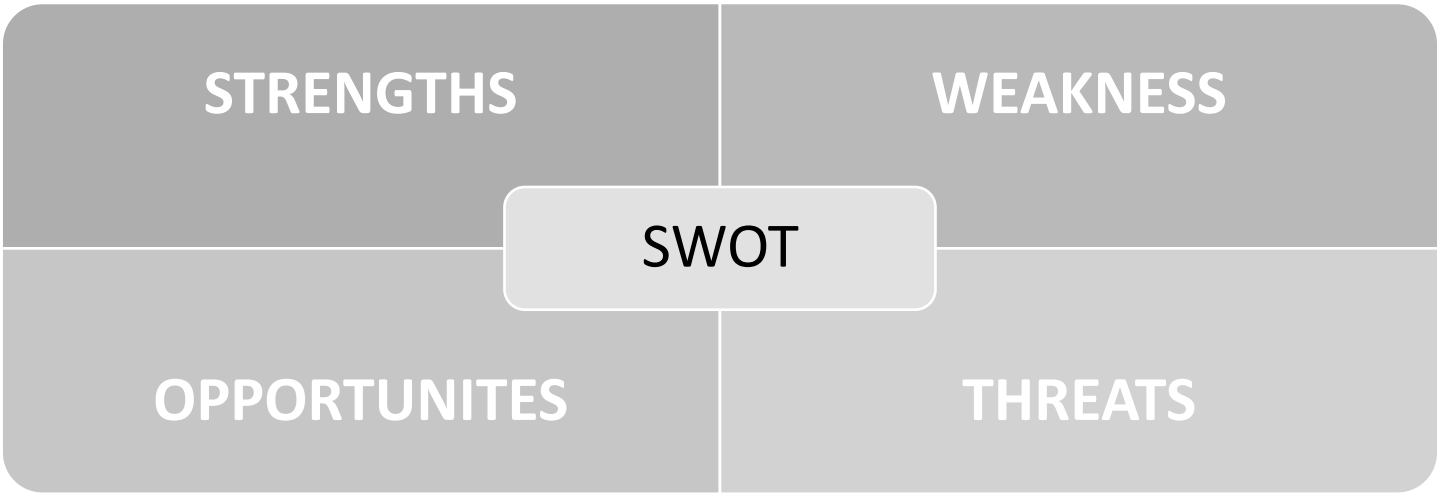
PLANT & MACHINERY

As on date filing of Prospectus following is the list of Plant and Machinery installed at our Manufacturing premises:

Sl. No.	Details of Machine	Quantity	Cost of Machine	Name of Suppliers
1	NGUCC Data Base Dell R 710 SERVER With E 5540 x 2 cp (uR ack Server) 1306 0G GBB raxm 3 hdd 2DVD supply 21sper machine inspected ADAY STETING WARRANTY	2	116000	Balaji Computer
3	Drishti Data Base 2U Rack Model- Dell PowerEdge R530 Intel® Xeon® E5-2620v4 (2.1GHz/8-core/20MB/85W) 1X16 GB DDR4 1X300GB SAS (2.5 inch with 3.5 inch carrier) 10K RPM,RAID InBuilt RAID 0,1,5 (H730),DVD Writer, Power Supply 2X inbuilt (750W),Warranty 3 Yrs. Pro-Support & Mission Critical/ 24x7 4Hr Onsite Intel® Xeon® E5-2620v4 (2.1GHz/8C/20MB/85W/2133Mhz) Kit - 135W Heat Sink,PowerEdge for R530 Kit - 16GB RDIMM, 2400 MHz, Dual Rank, x8 Data Width Kit - 600GB 2.5-inch 15K RPM, 12Gbps SAS Hot Plug Hard Drive; 9 3.5 inch HYD CARR	3	840000	CD Infoware

6	NGUCC Verve Server HPE DL380 Gen9 8SFF 2P 2U Rack Server 2 x Intel® Xeon® E5-2620v4(2.1GHz/8-core/20MB/85W)/ 32GB (2x16GB) HPE 1.2TB SAS 10K SFF SC DS (2.5-inch) SC Enterprise Hard Drive DDR4-2400R Memory/ 24 DiMM Slots/ 8 SFF(2.5inch) Hot Plug Drive/ Open Bay/ HP Smart Array P440ar/2G Controller/ No Optical Drive/ Hot Plug| Hot Swap/ 2 x 500W Flex Slot Terms & Conditions: Power Slot/ HPE Embedded 1Gb Ethernet 4-port 331i Adapter/ HPE iLO (Firmware HPE iLO4 2.0) 2GB NAND/ 3 Yrs. 24x7 4Hr Support	1	299130	Nextech Solutions
7	NGUCC GPL Server HPE DL180 Gen9 8SFF 2U 2P RACK MOUNT SERVER 1 x Intel® Xeon® E5-2620v4 (2.1GHz/8-core/20MB/85W)/ 32GB(2x16GB) DDR4-2400R Memory / 16 DiMM Slots / 8 SFF(2.5inch) Hot Plug Drive / Open Bay / HP H240 12Gb 2-ports Internal Smart HBA / HP SATA 9.5 JB Optical HDWR / Hot Plug| Hot Swap / 2 x HP 900W AC 240VDC Power Module / HPE Ethernet 1Gb 2-Port 361i Adapter / HP iLO (Firmware: HP iLO 4) / 3 Yrs. 24x7 4Hr Support	2	450000	Nextech Solutions
8	Network Switch Dlink DGS-1210-52	15	222000	CD Infoware
9	Network Switch Dlink DES-1024D	2	5000	CD Infoware
10	Fortigate Firewall FG200E (BDL) 1Y 8x5 1 Year coverage for Fortigate FG200E Firewall Advanced Threat Protection, Bandwidth Management, 8x5 Enhanced support, Firmware Update, IPSEC, SSL Web filtering, User & Device identity-based security Intrusion prevention systems (IPS), 3G WAN, Gateway Antivirus, Antispam	1	323320	Vegatech Infosolutions Pvt.Ltd.
11	PRI E1/T1 Gateway Vega 400G S	2	391760	Avis E Solution Pvt. Ltd.
12	15 GSM Gateway	15	1681500	Avis E Solution Pvt. Ltd.

SWOT ANALYSIS



STRENGTHS:

- Domain Experience – The Company specialises in Sales processes and has credibility in the market due to presence of more than a decade.

- Infrastructure – Investment in high quality servers, software and other infrastructure is intended to ensure Zero Downtime for Clients. This provides reliability to them.

- Quality – PlatinumOne is ISO 27001:2013certified and adheres to well defined processes. This gives comfort to clients about processes as well as data confidentiality.

- Integrity – Integrity is intrinsic to the organisation. Everyone from Senior Management to Middle Management to Frontline Staff is aware that Client trust is extremely important. No violation will be tolerated. Clients appreciate this.

- Balance Sheet – PlatinumOne's Balance Sheet is strong with a very reasonable level of debt and a high focus on ensuring a good ROCE and ROE.

WEAKNESSES:

- PlatinumOne is an MSME company and smaller in size compared to some competitors.

- Enterprise Clients can consider other alternatives leading to loss of businesss

OPPORTUNITES:

- Work from Home is a big opportunity.

- Service delivery through technology, automation and platforms.

THREATS:

- Competitors can drop prices and try to take our business.

- Competitors can poach our good employees.

- Bandhs, riots and Covid-19 like situations can lead to impact on normal functioning.

COLLABORATION

As on the date of filing of the Prospectus our company have not entered into any technical, financial or other collaboration.

COMPETITION

There are many companies in the Outsourcing space, right from Billion Dollar MNCs to Mom and Pop shops. Most companies tend to deliver myriad services. However, we have created a niche for ourselves wherein our focus is on revenue generating processes for the Clients like Lead Conversion, Lead Generation, and Channel Management etc. Over time, we have developed the optimal competencies to deliver high ROI to our Clients in these processes and hence have also acquired high credibility in the market place.

In addition, PlatinumOne invests in the highest quality infrastructure focusing on Zero downtime for Clients and high standards of ethics and integrity. Our ISO Certification is also a badge of honor for us. We continuously focus on defining and adhering to well thought out SOPs (Statements of Process) that ensures reliability for our Clients.

These are the factors that keep us ahead of competition in our defined space.

INTELLECTUAL PROPERTY

As on date of this Prospectus, our Company does not hold any intellectual Property in their own name.

S. No.	Trademark/Word	Trademark No.	Trademark Type	Registration/ Application Date	Status/ Validity
1.	PlatinumOne	**1710947**	**Device**	**July 16, 2008**	***Registered**

***** *The said trademark is registered in the name of our holding company i.e. Platinum Power Wealth Advisors Private Limited.*

EXPORT AND EXPORT OBLIGATIONS

As on date of this Prospectus, our Company does not have any export and export obligation.

OUR PROPERTY

We have our properties located at following:

Property Owned by the company:

Particulars	Location	Purchase Agreement	Consideration (In Rs)
Registered Office	Unit No. 0907, Lodha Supremus II, Plot No. F-4 & F-4/1, Rd No.22, Wagle Estate, Thane – 400604, Maharashtra, India.	February 17, 2016	12,967,614.00
Registered Office	Unit No. 0908, Lodha Supremus II, Plot No. F-4 & F-4/1, Rd No.22, Wagle Estate, Thane – 400604, Maharashtra, India.	February 17, 2016	12,967,614.00

Property taken on lease / License:

Following Properties are taken on lease / License by our company.

Date of the Agreement	Name of Licensor	Area of the Property (in square feet)	Address of the Property	Period of Agreement	Rent (Amount in Rs.)
May 08, 2019	Ashar Realty Private Limited	11,714 sq. ft.	Office No. Part A1 & B1, Ashar IT Park, Village Panchpakhadi, Thane (West), Thane – 400604, Maharashtra, India.	5 years	11,83,114.00
February 28, 2019	Mr. Gurudeb Attlani (Karta of HUF)	813 sq. ft.	A-1 & A-2, 1st Floor, 48, Adi Ganga Road locally known as 50, Co-operative Road, Kolkata – 700070, West Bengal, India	3 years	29,000.00

INSURANCE

We maintain insurance for Earthquake (Fire and Shock) policy which provides insurance cover against loss or damage by Earthquake (Fire and Shock) of our registered office situated at Unit No. 0907 & 908, Lodha Supremus II, Plot No. F-4 & F-4/1, Rd No.22, Wagle Estate, Thane-400604 Maharashtra, India.

Sr. No.	Policy No.	Issued by	Premium Paid	Period of Insurance	Sum Assured (in Rs.)	Type
1.	35020036200200000091	The New India Assurance Co. Ltd.	11,800	01/03/2021 To 28/02/2022		Professional Indemnity Insurance
2.	35020046200100000468	The New India Assurance Co. Ltd.	887	01/03/2021 To 28/02/2022	1,36,62,566	Burglary Insurance
3.	35020011200100000906	The New India Assurance Co. Ltd.	8,690	01/03/2021 To 28/02/2022	1,36,62,566	Standard Fire & Special Perils Policy

HUMAN RESOURCES

We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill sets, interests and background that would be an asset for its kind of business.

As on the date of this Prospectus, we have 421 employees on payroll. Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. our management team have enabled us to implement our growth plans.

Sr. No.	Name of the Department	No. of Employees
1	Senior Management	3
2	Finance & Accounts	3
3	HR, Training & Administration	11
4	IT, Technology & MIS	8
5	Training & Quality	19
6	Operations	377
TOTAL		**421**

MAJOR CUSTOMER AND SUPPLIERS

To 10 % of Contribution of our Company's customer and supplier vis-a-vis the total revenue from operations and purchase respectively as on March 31, 2021 is as follows:

Particulars	Customers	Suppliers
Top 5 (%)	77.73	68.92
Top 10 (%)	92.96	85.96

HEALTH, SAFETY AND ENVIRONMENT

We are committed to best practices and we believe that we comply in all material respects with applicable health, safety and environment laws and regulations. In order to ensure effective implementation of best practices, we ensure that all our vehicles have the required permits, emission test certificates and insurance as required under law at all times. We believe that accidents and occupational health hazards can be significantly reduced through the systematic analysis and control of risks and by providing appropriate training to our employees.

KEY INDUSTRY REGULATIONS AND POLICIES

Except as otherwise specified in this Prospectus, the Companies Act, 2013, we are subject to several central and state legislations which regulate substantive and procedural aspects of our business.

Additionally, our operations require sanctions from the concerned authorities, under the relevant Central and State legislations and local bye–laws. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business as a player in service industry providing Business Process Outsourcing (BPO) services. Taxation statutes such as the I.T. Act, and applicable Labour laws, contractual laws, intellectual property laws as the case may be, apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. The regulations set out below may not be exhaustive and are only intended to provide general information to Investors and is neither designed nor intended to be a substitute for professional legal advice.

APPROVALS

For the purpose of the business undertaken by our Company, its required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled "***Government and Other Statutory Approvals***" beginning on page number 181 of this Prospectus.

APPLICABLE LAWS AND REGULATIONS

BUSINESS/TRADE RELATED LAWS/REGULATIONS

Information Technology Act, 2000 ("Information Technology Act")

The Information Technology Act was enacted with the purpose of providing legal recognition to electronic transactions. In addition to providing for the recognition of electronic records and creating a mechanism for the authentication of electronic documentation through digital signatures, it also provides for civil and criminal liability including fines and imprisonment for various computer related offenses relating to unauthorized access to computer systems, modifying the contents of such computer systems without authorization, damaging computer systems, the unauthorized disclosure of confidential information and computer fraud. The Information Technology (Amendment) Act, 2008, which came into force on October 27, 2009, amended the IT Act and *inter-alia* gives recognition to contracts concluded through electronic means, creates liability for failure to protect sensitive personal data and gives protection to intermediaries in respect of third-party information liability.

National Digital Communication Policy, 2018 ("NDCP")

NDCP seeks to unlock the transformative power of digital communications networks – to achieve the goal of digital empowerment and improved well-being of the people of India; and towards this end, attempts to outline a set of goals, initiatives, strategies and intended policy outcomes.

Digital India is already unfolding. India's digital profile and footprint is one of the fastest growing in the world. With over a billion mobile phones and digital identities and half a billion internet users, India's mobile data consumption is already the highest in the world. Over 200 million Indians regularly use social media and in the last year alone, over 200 million Indians took to mobile banking and digital payments. At the current pace of 86rganizing86n, it is estimated that India's digital economy has the potential to reach one trillion USD by 2025. The rapid and unprecedented proliferation of the mobile phone, the internet, social media platforms, and the rapid expansion of digital payments, data consumption and generation across India indicate that the data economy and digital technologies and services are no longer the prerogative of the privileged few; but that they have indeed evolved into widespread instruments of access and empowerment for more than a billion Indians.

The Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules 2011

The Department of Information Technology under the Ministry of Communications & Information Technology, Government of India has notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 in respect of Section 43A of the Information Technology Act, 2000. The said rules deals with the protection of sensitive personal data or information and the security practices and procedures to be followed. Further these provide reasonable security practices and procedures to be put in place by a body corporate and person as defined under the said Rules.

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

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the Micro, Small and Medium Enterprises Development Act, 2006 is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951.

The Central Government has vide its notification numbering 1702I dated June 1, 2020 amended the definition of MSME which has come into effect from July 1, 2020. The revised definition is as under:

(i) a micro enterprise, where the investment in Plant and Machinery or Equipment does not exceed one Crore rupees and turnover does not exceed five Crore rupees;
a small enterprise, where the investment in Plant and Machinery or Equipment does not exceed ten Crore rupees and turnover does not exceed fifty Crore rupees; and

(ii) a medium enterprise, where the investment in Plant and Machinery or Equipment does not exceed fifty Crore rupees and turnover does not exceed two hundred and fifty Crore rupees.

The MSMED Act provides for the memorandum of micro, small and medium enterprises to be submitted by the relevant enterprises to the prescribed authority.

The MSMED Act also provides for the establishment of the Micro and Small Enterprises Facilitation Council ('Council'). The Council has jurisdiction to act as an arbitrator or conciliator in a dispute between the supplier located within its jurisdiction and a buyer located anywhere in India.

LAWS RELATING TO SPECIFIC STATE WHERE ESTABLISHMENT IS SITUATED

Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017 (the "Act")

Under the provisions of the Act, establishments are required to be registered. Such laws regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

Maharashtra Tax on Professions, Trade, Callings and Employments Act, 1975 (the "Act")

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional tax is classified under various tax slabs in India. The tax payable under the State, acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner.

Maharashtra Stamp Act, 1958 (the "Stamp Act")

The purpose of Stamp Act was to streamline and simplify transactions of immovable properties and securities by the State Government. The Stamp Act provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule IA of the Stamp Act. Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immoveable property. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the state.

The Maharashtra Industrial Policy 2013

The Maharashtra Industrial Policy 2013 has been brought by the State Government for bringing financial stability of MSMEs (Micro Small and Medium Enterprises) by way of giving special attention to encourage small scale industries and providing fiscal incentives and support to less developed areas.
Financial incentives are available in the form of Industrial Promotion Subsidy (IPS), interest subsidy, electricity duty exemption, waiver of Stamp Duty, power tariff subsidy, etc.

Bombay Labour Welfare Fund Act, 1953 read with Maharashtra Labour Welfare Fund Rules, 1953

The government of Maharashtra has enacted the Labour Welfare Fund Act for providing welfare benefits to the labourers employed in establishments/factories situated in Maharashtra. It extends to the whole state of Maharashtra. The Maharashtra Labour Fund Act, 1953 is read with Maharashtra Labour Welfare Fund Rules, 1953. The rates of contribution vary according to the category of the labourers, as it depends on the wages earned by the labourers. The Maharashtra Labour Fund is applicable to all the companies in the state that has 5 or more persons employed.

GENERAL CORPORATE COMPLIANCE

Companies Act, 2013 (the 'Companies Act")

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of President of India on [2]9th August 2013.

The Companies Act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure related to appointment of Directors. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the Act.

Further, Schedule V (read with sections 196 and 197), Part I lays down the conditions to be fulfilled for the appointment of a managing or whole-time director or manager. It provides the list of Acts under which if a person is prosecuted, he cannot be appointed as the director or Managing Director or Manager of a Company. The provisions relating to remuneration of the directors payable by the companies is under Part II of the said schedule.

The Registration Act, 1908 ("Registration Act")

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

EMPLOYMENT AND LABOUR LAWS

The Code on Wages, 2019 (the "Code")

The Code received the assent of the President of India on August 8, 2019. The Code is yet to be notified in the Official Gazette. The Code will replaces the four existing ancient laws namely (i) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965, and (iv) the Equal Remuneration Act, 1976. The Code will apply to all employees and allows the Central Government to set a minimum statutory wage.

The four existing laws are as follows:

- **The Payment of Wages Act, 1936**

  Payment of Wages Act, 1936, as amended, Payment of Wages (Amendment) Act, 2017 is aimed at regulating the payment of wages to certain classes of persons employed in certain specified industries and to ensure a speedy and effective remedy for them against illegal deductions or unjustified delay caused in paying wages to them. The Act confers on the person(s) responsible for payment of wages certain obligations with respect to the maintenance of registers and the display in such factory/establishment, of the abstracts of this Act and Rules made there under.

- **The Minimum Wages Act, 1948**

  The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule to this Act, in respect of which minimum rates of wages have been fixed or revised under the Act.

- **The Payment of Bonus Act, 1965 (the "PoB Act")**

The PoB Act provides for payment of minimum bonus to factory employees and every other establishment in which 20 or more persons are employed and requires maintenance of certain books and registers and filing of monthly returns showing computation of allocable surplus, set on and set off of allocable surplus and bonus due.

- **The Equal Remuneration Act, 1976**

  The Equal Remuneration Act 1979 provides for payment of equal remuneration to men and women workers and for prevention discrimination, on the ground of sex, against female employees in the matters of employment and for matters connected therewith. The Act was enacted with the aim of state to provide Equal Pay and Equal Work as envisaged under Article 39 of the Constitution.

Employees' Provident Funds and Miscellaneous Provisions Act, 1952 ("the EPF Act") and the Employees Provident Fund Scheme, 1952

The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees' provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make the equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees Provident Scheme, 1952.

Condition of Service & Industrial Employment (Standing Orders) Act, 1946

Every establishment employing more than 100 employees is required to formulate rules and regulations for its employees and the same should be submitted for approval to the Deputy Labour Commissioner.

Contract Labour (Regulation and Abolition) Act, 1970 ("CLRA")

CLRA has been enacted to regulate the employment of contract labour in certain establishments, the regulation of their conditions and terms of service and to provide for its abolition in certain circumstances. The CLRA applies to every establishment in which 50 or more workmen are employed or were employed on any day of the preceding 12 months as contract labour. The CLRA vests the responsibility on the principal employer of an establishment to which the Act applies to make an application to the registered officer in the prescribed manner for registration of the establishment. In the absence of registration, a contract labour cannot be employed in the establishment. Likewise, every contractor to whom the CLRA applies is required to obtain a license and not to undertake or execute any work through contract labour except under and in accordance with the license issued. To ensure the welfare and health of the contract labour, the CLRA imposes certain obligations on the contractor in relation to establishment of canteens, rest rooms, drinking water, washing facilities, first aid, other facilities and payment of wages. However, in the event the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time period. Penalties, including both fines and imprisonment, may be levied for contravention of the provisions of the CLRA.

Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979

This Act has been enacted with an aim to regulate the employment of inter-state migrant workmen and to provide for their conditions of service. It is applicable to every establishment employing five or more inter-state migrant workmen or having employed in the past twelve months and to every contractor who employs or who employed five or more inter-state migrant workmen in the past twelve months. Every Principal Employer of the establishment employing inter-state migrant workmen has to make an application for the registration of the establishment in the prescribed manner and time. Also, a contractor employing inter-state migrant workmen has to obtain a license for the same from the licensing officer appointed for the purpose by the Central or the state Government. The license is valid only for a specified period and requires to be renewed at its expiry. The Act levies some duties on the principal employer and the contractor. The contractor has to provide for adequate wages, medical facilities and other benefits while it is the responsibility of the principal employer to provide for the displacement allowance and journey allowance to the workmen.

Employees Deposit Linked Insurance Scheme, 1976

The scheme shall be administered by the Central Board constituted under section 6C of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under Section 8A of the Act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer's contribution and also Central Government's contribution to the insurance fund shall be credited to an account called as "Deposit-Linked Insurance Fund Account."

The Employees' Pension Scheme, 1995

Family pension in relation to this Act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this Act. Every employee who is member of EPF or PF has an option of the joining the scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the all the employees who are members of the fund.

Employees' State Insurance Act, 1948 (the "ESI Act")

It is an Act to provide for certain benefits to employees in case of sickness, maternity and 'employment injury' and to make provision for certain other matters in relation thereto. It shall apply to all factories (including factories belonging to the Government) other than seasonal factories. The ESI Act requires all the employees of the establishments to which this Act applies to be insured in the manner provided there under. Employer and employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the Employee State Insurance department.

The Employees' Compensation Act, 1923

The Employees' Compensation Act, 1923 has been enacted with the objective to provide for the payment of compensation to workmen by employers for injuries by accident arising out of and in the course of employment, and for occupational diseases resulting in death or disablement. The said Act makes every employer liable to pay compensation, if a personal injury/disablement/loss of life is caused to a workman (including those employed through a contractor) by accident arising out of and in the course of his employment.

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

The Act shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which ten or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf. A shop or establishment to which this Act has become applicable shall be continued to be governed by this Act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five-year period shall be relaxed in case of termination of service due to death or disablement.

Maternity Benefit Act, 1961 (the "Act")

The Act provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The Act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this Act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

Child and Adolescent Labour (Prohibition and Regulation) Act, 1986 (the "Child Labour Act")

The Child Labour Act prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Employment of Child Labour in our industry is prohibited as per Part B (Processes) of the Schedule.

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

In order to curb the rise in sexual harassment of women at workplace, this Act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the Act. Every employer should also constitute an "Internal Complaints Committee" and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplac90rganizinging awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

Industrial Disputes Act, 1947 ("ID Act") and Industrial Dispute (Central) Rules, 1957

The ID Act and the Rules made there under provide for the investigation and settlement of industrial disputes. Workmen under the ID Act have been provided with several benefits and are protected under various labour legislations, whilst those persons who have been classified as managerial employees and earning salary beyond prescribed amount may not generally be afforded statutory benefits or protection, except in certain cases. Employees may also be subject to the terms of their employment contracts with their employer, which contracts are regulated by the provisions of the Indian Contract Act, 1872. The ID Act also sets out certain requirements in relation to the termination of the services of the workman. The ID Act includes detailed procedure prescribed for resolution of disputes with labour, removal and certain financial obligations up on retrenchment. The Industrial Dispute (Central) Rules, 1957 specify procedural guidelines for lock-outs, closures, lay-offs and retrenchment.

TAX RELATED LEGISLATIONS

Income Tax Act, 1961 ("IT Act")

The IT Act is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made thereunder depending upon its Residential Status and Type of Income involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every Company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its returns by September 30 of each assessment year.

Central Goods and Services Tax Act, 2017 (t"e "GST "ct")

The GST Act levies indirect tax throughout India to replace many taxes levied by the Central and State Governments. The GST Act was applicable from July 1, 2017 and combined the Central Excise Duty, Commercial Tax, Value Added Tax (VAT), Food Tax, Central Sales Tax (CST), Introit, Octroi, Entertainment Tax, Entry Tax, Purchase Tax, Luxury Tax, Advertisement Tax, Service Tax, Customs Duty, Surcharges. GST is levied on all transactions such as sale, transfer, purchase, barter, lease, or import of goods and/or services. India has adopted a dual GST model, meaning that taxation is administered by both the Union and State Governments. Transactions made within a single state is levied with Central GST (CGST) by the Central Government and State GST(SGST) by the government of that state. For inter-state transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government. GST is a consumption-based tax; therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced.

ENVIORMENTAL RELATED LAWS

The Environment (Protection) Act, 1986 (the "Environment Protection Act")

The purpose of the Environment Protection Act is to act as "n "umbre"la" legislation designed to provide a framework for Central government co-ordination of the activities of various central and state authorities established under previous laws. The Environment Protection Act authorizes the central government to protect and improve environmental quality, control and reduce pollution from all sources, and prohibit or restrict the setting and /or operation of any industrial facility on environmental grounds. The Act prohibits persons carrying on business, operation or process from discharging or emitting any environmental pollutant in excess of such standards as may be prescribed. Where the discharge of any environmental pollutant in excess of the prescribed standards occurs or is apprehended to occur due to any accident or other unforeseen act, the person responsible for such discharge and the person in charge of the place at which such discharge occurs or is apprehended to occur is bound to (a) prevent or mitigate the environmental pollution caused as a result of such discharge and should intimate the fact of such occurrence or apprehension of such occurrence; and (b) be bound, if called upon, to render all assistance, to such authorities or agencies as may be prescribed.

Noise Pollution (Regulation & Control) Rules 2000 ("Noise Regulation Rules")

Noise Regulation Rules regulate noise levels in industrial, commercial and residential zones. The Noise Regulation Rules also establish zones of silence of not less than 100 meters near schools, courts, hospitals, etc. The rules also assign regulatory authority for these standards to the local district courts. Penalty for non-compliance with the Noise Regulation Rules shall be under the Provisions of the Environment (Protection) Act, 1986.

Generator sets (Noise and Emissions)

Central Pollution Control Board (CPCB) has prescribed guidelines for emission and noise pollution of gensets up to 1000 KVA. The said guidelines are effective from January 15, 2008 for system procedure for compliance with noise limits.

INTELLECTUAL PROPERTY LEGISLATIONS

In general, the Intellectual Property Rights includes but is not limited to the following enactments:

- Indian Copyright Act, 1957
- The Trade Marks Act, 1999
- The Designs Act, 2000
- The Patent Act, 1970

The Acts applicable to our Company will be:

Trade Marks Act, 1999 ("TM Act")

The Trade Marks Act, 1999 provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

ANTI-TRUST LAWS

Competition Act, 2002 (the "Act")

The Act is to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect interest of consumer and to ensure freedom of trade in India. The Act deals with prohibition of anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act.

GENERAL LAWS

Apart from the above list of laws – which is inclusive in nature and not exhausti–e - general laws like the Negotiable Instrument Act 1881 Industrial Employment (Standing Orders) Act, 1946, Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, Consumer Protection Act 2019, The Public Liability Insurance Act, 1991, Indian Contract Act, 1872, Transfer of Property Act, 1882etc.

OTHER LAWS:

Foreign Trade (Development and Regulation) Act, 1992 (the "Act")

The Development and Regulation of foreign trade by facilitating imports and exports from and to India. The Import-Export Code number and license to import or export includes a customs clearance permit and any other permission issued or granted under this Act. The Export and Import policy, provision for development and regulation of foreign trade shall be made by the Central Government by publishing an order. The Central Government may also appoint Director General of Foreign Trade ("DGFT") for the purpose of Export-Import Policy formulation.

If any person makes any contravention to any law or commits economic offence or imports/exports in a manner prejudicial to the trade relations of India or to the interest of other person engaged in imports or exports then there shall be no Import Export Code number granted by Director-General to such person and if in case granted shall stand cancelled or suspended. Provision of search and seizure of Code of Criminal Procedure, 1973 shall apply to every search and seizure made under this Act. In case of appeals in a case the order made by the appellate authority shall be considered to be final. The powers of the civil court under Code of Civil Procedure, 1908 shall vest in him.

The EXIM Policy is a set of guidelines and instructions established by the DGFT in matters related to the export and import of goods in India. This policy is regulated under the said Act. DGFT is the main governing body in matters related to the EXIM Policy. The Act shall provide development and regulation of foreign trade by facilitating imports into, and augmenting exports from India. Trade Policy is prepared and announced by the Central Government (Ministry of Commerce).

Foreign Exchange Management Act, 1999 ("FEMA")

Foreign investment in India is primarily governed by the provisions of FEMA and the rules and regulations promulgated there under. FEMA aims at amending the law relating to foreign exchange with facilitation of external trade and payments for promoting orderly developments and maintenance of foreign exchange market in India. It applies to all branches, offices and agencies outside India owned or controlled by a person resident in India and also to any contravention there under committed outside India by any person to whom this Act applies. Every exporter of goods is required to a) furnish to the Reserve Bank or to such other authority a declaration in such form and in such manner as may be specified, containing true and correct material particulars, including the amount representing the full export value or, if the full export value of the goods is not ascertainable at the time of export, the value which the exporter, having

regard to the prevailing market conditions, expects to receive on the sale of the goods in a market outside India; b) furnish to the Reserve Bank such other information as may be required by the Reserve Bank for the purpose of ensuring the realization of the export proceeds by such exporter. The Reserve Bank may, for the purpose of ensuring that the full export value of the goods or such reduced value of the goods as the Reserve Bank determines, having regard to the prevailing market conditions, is received without any delay, direct any exporter to comply with such requirements as it deems fit. Every exporter of services shall furnish to the Reserve Bank or to such other authorities a declaration in such form and in such manner as may be specified, containing the true and correct material particulars in relation to payment for such services.

FEMA Regulations

As laid down by the FEMA Regulations, no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the automatic route within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 200“ ("FEMA Regulati”ns") to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India.

The Foreign Direct Investment

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment **(“FDI”)** through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India **(“DIPP”),** has issued consolidated FDI Policy Circular of 2017**(“FDI Policy 2017”)**, which with effect from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2017 will be valid until the DIPP issues an updated circular.

The Reserve Bank of India **(“RBI”)** also issues Master Directions Foreign Investment in India and updates at the same from time to time. Presently, FDI in India is being governed by Master Directions on Foreign Investment No. RBI/FED/2017-18/60 FED Master Direction No. 11/2017-18 dated January 4, 2018, as updated from time to time by RBI. In terms of the Master Directions, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including the filing of Form FC-GPR.

OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

CORPORATE PROFILE AND BRIEF HISTORY

Our Company was originally incorporated as PlatinumOne Wealth Advisors Private Limited on July 30, 2008 at Mumbai, Maharashtra as a private limited company under the Companies Act, 1956 with the Registrar of Companies, Maharashtra, Mumbai. Pursuant to a special resolution passed by the shareholders of the Company at the Extra Ordinary General Meeting held on January 20, 2015, our Company's name was changed to PlatinumOne Business Services Private Limited. A Certificate of Incorporation pursuant to change of name was issued on February 13, 2015 by the Registrar of Companies, Mumbai. Subsequently, our Company was converted into Public Limited Company pursuant to Shareholders resolution passed at the Extraordinary General Meeting of our Company held on July 08, 2020 and the name of our Company was changed to "PlatinumOne Business Services Limited" and a Fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company dated July 30, 2020 was issued by Registrar of Companies, Mumbai, being Corporate Identification Number U67190MH2008PLC185240.

Our Company is promoted by Platinum Power Wealth Advisors Private Limited, Mr. Amey Narendra Saxena, Mr. Ratul Lahiri and Mr. Vivek Yogendra Kumar who are the guiding force behind all the strategic decisions of our Company. Our Promoters have corporate and Entrepreneurial Experience. The promoters are the frontline force behind the company, they are leading the company from the front in departments like Business development, Sales, Human resource.

For information on our Company's business profile, activities, services, managerial competence, and customers, see chapters titled, *"**Our Business**", "**Financial Statements as Restated**",* and *"**Management's Discussion and Analysis of Financial Condition and Results of Operations**"* beginning on page 77, 132 and 161 respectively of this Prospectus.

CHANGES IN OUR REGISTERED OFFICE

At present our registered office is located at Unit No. 0907 & 0908, Lodha Supremus II, Plot No. F-4 & F-4/1, Rd No.22, Wagle Estate, Tha–e - 400604, Maharashtra, India. Prior to this, following changes were made in the location of our registered office:

From	To	With effect from	Reason for Change
308, Sandy Flama, Dosti Flamingos, Near Sewri Naka, Sewri, Mumb–i - 400015, Maharashtra, India	304, Apple Plaza, Off. Tulsi Pipe Road, Dadar (W), Mumb–i - 400028, Maharashtra, India	November 01, 2008	Administrative Convenience
304, Apple Plaza, Off. Tulsi Pipe Road, Dadar (W), Mumbai - 400028, Maharashtra, India	G-11, Suyog Industrial Estate, Next to Home Town, L.B.S. Marg, Vikhroli (West), Mumbai – 400083, Maharashtra, India	September 06, 2011	Administrative Convenience
G-11, Suyog Industrial Estate, Next to Home Town, L.B.S. Marg, Vikhroli (West), Mumbai – 400083, Maharashtra, India	Asher IT Park, Unit 1, Wing B, 3 Flr, Wagle Estate, 16Z Road, MIDC, Thane (West), Thane – 400604, Maharashtra, India	December 01, 2015	Administrative Convenience
Asher IT Park, Unit 1, Wing B, 3 Flr, Wagle Estate, 16Z Road, MIDC, Thane (West), Thane – 400604, Maharashtra, India	Unit Nos. 0907 & 0908, Lodha Supremus II, Plot No. F-4 & F-4/1, Rd No.22, Wagle Estate, Thane - 400604, Maharashtra	July 26, 2018	Administrative Convenience

MAJOR EVENTS AND MILESTONES

The table below sets forth some of the key events in the history of our Company:

Calendar Year	Particulars
2008	Company was incorporated as PlatinumOne Wealth Advisors Private Limited
2009	Outsourcing business started with ICICI Prudential Life Insurance Company Limited as First Client.
2012	Moved to bigger HQ in Vikhroli, Mumbai
2015	Name of the company changed from "PlatinumOne Wealth Advisors Private Limited" to "PlatinumOne Business Services Private Limited"
	First Real Estate Client – Lodha Group, Move to current Office building
2017	Company obtained ISO 27001:2013 issued by United Registrar of Systems
2018	Company opened branch office in Gurgaon
	Company opened branch office in New Delhi
	500+ Employees. Bought first office in Thane.
2019	Company opened branch office in Kolkata
	Award for Best BPO in Real Estate

2020	Certificate of Excellence in Recognition of Significant Contribution awarded as Best BPO Partner in Real Estate by CNN News18
	Conversion into public limited as "PlatinumOne Business Services Limited"
	Filed Draft Prospectus with BSE Limited
	Received Inprinciple Approval from BSE Limited for listing of SME Platform of BSE Limited

MAIN OBJECTS OF OUR COMPANY

The object clauses of the Memorandum of Association of our Company enable us to undertake the activities for which the funds are being raised in the present Issue. Furthermore, the activities of our Company which we have been carrying out until now are in accordance with the objects of the Memorandum. The objects of our Company are:

1. *To carry on, in India and anywhere else outside India, the business as Business Processes Outsourcing – BPO and Knowledge Processes Outsourcing – KPO, contracting of the operations and responsibilities of a specific business processes to a third party service provider and outsourcing of core information related business activities which are comparatively important or form an integral part of any entity value chain through applying various marketing and distribution techniques and methods, including but not limited to, tele calling, tele conferencing, tele marketing, seminars, webinars, shows, slide shows, presentations, brochure, hand pages, pamphlets, by setting up of call centers, back offices, coordination points, information kiosks, enquiry desks, knowledge portals, training and placement of persons for use as technical staff at client's business locations or at office point, for provision of services of wealth advisory and consultancy and training services, financial markets and financial products, fund management, portfolio management, wealth management and investments advisory, Sub-broking, purchasing, acquiring, holding, trading, buying, selling, broking, transferring, depositing of all kinds of shares, stocks, debentures, bonds, obligations, units, options and futures in the stock exchange, Mumbai, the National Stock Exchange of India Limited, Multiple Commodity Exchanges i.e. MCX SX, United Stock Exchange or any other recognized exchange and other trading houses in India for securities including Government Securities issued or guaranteed by any Joint Stock Companies, Government of India, Semi Government, Public Sector Companies, Financial Institutions, Mutual Funds or any other Institution, Corporation or Body Corporate established by or under any other act, rules or regulations.*

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY IN LAST TEN (10) YEARS

The following changes have been made in the Memorandum of Association of our Company in last ten (10) years:

Date of Meeting	Type of Meeting	Nature of Amendment
December 31, 2014	EGM	**Amendment to clause no. 1 by deleting the existing clause no. 1 and substituting the same with New Main Object Clause No. 1 which is as follows:** 1. *To carry on, in India and anywhere else outside India, the business as Business Processes Outsourcing – BPO and Knowledge Processes Outsourcing – KPO, contracting of the operations and responsibilities of a specific business processes to a third party service provider and outsourcing of core information related business activities which are comparatively important or form an integral part of any entity value chain through applying various marketing and distribution techniques and methods, including but not limited to, tele calling, tele conferencing, tele marketing, seminars, webinars, shows, slide shows, presentations, brochure, hand pages, pamphlets, by setting up of call centers, back offices, coordination points, information kiosks, enquiry desks, knowledge portals, training and placement of persons for use as technical staff at client's business locations or at office point, for provision of services of wealth advisory and consultancy and training services, financial markets and financial products, fund management, portfolio management, wealth management and investments advisory, Sub-broking, purchasing, acquiring, holding, trading, buying, selling, broking, transferring, depositing of all kinds of shares, stocks, debentures, bonds, obligations, units, options and futures in the stock exchange, Mumbai, the National Stock Exchange of India Limited, Multiple Commodity Exchanges i.e. MCX SX, United Stock Exchange or any other recognized exchange and other trading houses in India for securities including Government Securities issued or guaranteed by any Joint Stock Companies, Government of India, Semi Government, Public Sector Companies, Financial Institutions, Mutual Funds or any other Institution, Corporation or Body Corporate established by or under any other act, rules or regulations.*
January 20, 2015	EGM	**Alteration in Name Clause:** Clause I of the MOA amended to reflect the Change in Name of the Company from PlatinumOne Wealth Advisors Private Limited to PlatinumOne Business Services Private Limited

May 30, 2020	EGM	**Alteration in Capital Clause:** The authorise share capital of our Company increased from Rs. 1 Lakh divided into 10,000 equity shares of Rs.10 each to Rs. 2 Crore divided into 20,00,000 Equity shares of Rs. 10 each.
July 08, 2020	EGM	**Alteration in Name Clause:** Change in the name clause from "PlatinumOne Business Services Private Limited" to "PlatinumOne Business Services Limited." pursuant to conversion from private limited company to public limited company.

REVALUATION OF ASSETS

There has been no revaluation of our assets in last ten (10) years and we have not issued any Equity Shares including bonus shares by capitalizing any revaluation reserves.

DETAILS REGARDING ACQUISITION OF BUSINESS/ UNDERTAKINGS, MERGERS, AMALGAMATIONS

There are no mergers, amalgamations etc. with respect to our Company and we have not acquired any business/undertakings in last ten (10) years.

DETAILS REGARDING SUBSIDIARY/ SUBSIDIARIES AND JOINT VENTURE

As on date of filing of this Prospectus, our company does not have any subsidiary or Joint venture company.

HOLDING COMPANY OF OUR COMPANY

Our Company is 100% owned by its holding Company as of the date of this Prospectus. Details of which are as under:

- **Name of Holding Company:**

  Platinum Power Wealth Advisors Private Limited

- **Nature of business of Platinum Power Wealth Advisors Private Limited ("PPWA"):**

  PPWA is into the business of wealth advisors, wealth management, distribution of financial products, insurance consultants, financial consultants and Investment consultants, etc.

- **Capital Structure of Platinum Power Wealth Advisors Private Limited ("PPWA"):**

  The authorized share Capital of PPWA is Rs. 52,00,000/- divided into 5,20,000 equity shares of Rs.10/- each and the paid-up share capital of PPWA is Rs. 1,75,240/- divided into 17,524 equity shares of Rs.10/- each as on the date of this Prospectus.

- **Shareholding Pattern of Platinum Power Wealth Advisors Private Limited ("PPWA"):**

  The shareholding Pattern of PPWA as on date of this Prospectus is as follows:

Name of the Shareholder	No. of Equity Shares Held	% of Holding
Mr. Amey Narendra Saxena	7,591	43.32
Mr. Vivek Yogendra Kumar	3,161	18.04
Mr. Ratul Lahiri	1,300	7.42
PlatinumOne Wealth Managers Limited	5,472	31.23
Total	**17,524**	**100.00**

For further details of our holding company, please refer section titled "***Our Promoter and Promoter Group***" beginning on page 119 of this Prospectus.

INJUNCTIONS OR RESTRAINING ORDER AGAINST OUR COMPANY

There are no injunctions or restraining orders against our Company.

GUARANTEES PROVIDED BY OUR PROMOTERS

Our Promoters have given personal guarantee to financial institutions in respect of credit facility availed by our company as of the date of this Prospectus.

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

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

DEFAULTS OR RESCHEDULING OF BORROWINGS FROM FINANCIAL INSTITUTIONS/BANKS AND CONVERSION OF LOANS INTO EQUITY

No defaults have been called by any financial institution or bank in relation to borrowings from financial institutions or banks. For details of our financing arrangements, please refer *"**Statement of Financial Indebtedness***" on page 173 of this Prospectus. Further, none of our loans have been rescheduled or been converted into Equity Shares.

LOCK OUTS AND STRIKES

There have been no lock outs or strikes at any of the units of our Company.

TIME AND COST OVER RUNS

Our Company has not implemented any projects and has not, therefore, experienced any time or cost overrun in relation thereto.

SHAREHOLDERS' AGREEMENTS

As on the date of this Prospectus, our Company has not entered into any shareholders' agreements.

AGREEMENTS WITH KEY MANAGERIAL PERSONNEL OR A DIRECTOR OR PROMOTER OR ANY OTHER EMPLOYEE OF THE COMPANY

There are no agreements entered into by key managerial personnel or a Director or Promoter or any other employee of the 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 the Company.

MATERIAL AGREEMENTS

Except as described in this section, we have not entered into any material contract, not being a contract entered into in the ordinary course of business carried on or intended to be carried on by us or contract entered into more than two years before the filing of this Prospectus.

COLLABORATION AGREEMENTS

As on the date of this Prospectus, our Company is not a party to any collaboration agreements.

STRATEGIC PARTNERS

As of the date of this Prospectus, our Company does not have any strategic partners.

FINANCIAL PARTNERS

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

NUMBER OF SHAREHOLDERS

Our Company has 7 (Seven) shareholders on date of this Prospectus. For further details, please refer the chapter titled "***Capital Structure***" beginning on page no. 48 of this Prospectus.

OUR MANAGEMENT

BOARD OF DIRECTORS

Under Articles of Association of our Company, the number of directors shall not be less than 3 (three) and shall not be more than 15 (Fifteen) directors, subject to the applicable provisions of the Companies Act, 2013. As of the date of this Prospectus, our Company has Seven Directors on the Board.

Set forth below are details regarding the Board of Directors as on the date of this Prospectus:

Name, Father's/Husband's Name, Age, Designation, Address, Occupation, Nationality, DIN and Term	Date of Appointment/ Reappointment	Other Directorships/Designated Partners
Name: Mr. Amey Narendra Saxena **Father's Name:** Narendra Saxena **DOB:** May 20, 1973 **Age**: 48 Years **Qualification:** Bachelor of Engineering from University of Bombay and Post Graduate Diploma in Computer Aided Management from Indian Institute of Management, Calcutta **Experience:** 21 years **Designation**: Managing Director **Address**: Flat 1001, Wing B, Rustomjee Seasons, Gandhi Nagar, Bandra East, Guru Nanak Hospital, Mumbai – 400051, Maharashtra, India **Occupation**: Business **Nationality:** Indian **DIN**: 02194001 **Term:** Appointed as Managing Director for a period of five years w.e.f. March 20, 2020	Appointed as Director on July 30, 2008 Resigned from the Directorship of the Company on July 07, 2018 Appointed as Additional Director of the Company on July 30, 2020 Re-designated as Managing Director on August 08, 2020	**Indian Public Limited Companies** • Nil **Indian Private Limited Companies** • PlatinumOne Insurance Broking Private Limited • Purpleribbon Healthcare Services Private Limited **Indian Limited Liability Partnerships** • Careof Healthcare Services LLP
Name: Mr. Ratul Lahiri **Father's Name:** Mr. Sajal Kumar Lahiri **DOB:** February 14, 1978 **Age**: 43 Years **Qualification:** B.A. in Economics from Rabindra Bharati University, Calcutta and Post Graduate Diploma with specialisation in Marketing from Amity Business School, Noida **Experience:** 20 years **Designation**: Executive Director	Appointed as Director on July 30, 2008 Resigned from the Directorship of the Company on March 31, 2015 Appointed as Additional Director of the Company on May 25, 2020 Re-designated as Executive Director on August 08, 2020	**Indian Public Limited Companies** • PlatinumOne Wealth Managers Limited **Indian Private Limited Companies** • Platinum Power Wealth Advisors Private Limited • PlatinumOne Insurance Broking Private Limited • Purpleribbon Healthcare Services Private Limited • Motoring Ahead Private Limited

Name, Father's/Husband's Name, Age, Designation, Address, Occupation, Nationality, DIN and Term	Date of Appointment/ Reappointment	Other Directorships/Designated Partners
Address: Flat No. 2201 & 2202, Canary CHS Ltd, Hiranandani Estate, G. B. Road, Thane-400607, Maharashtra, India **Occupation**: Business **Nationality:** Indian **DIN**: 02197443 **Term:** Liable to retire by rotation		**Indian Limited Liability Partnerships** • Careof Healthcare Services LLP
Name: Mr. Vivek Yogendra Kumar **Father's Name:** Mr. Yogendra Kumar **DOB:** August 3, 1976 **Age**: 45 Years **Qualification:** B.Sc Engineering (Chemical) and Post-Graduation in Master of Business Economics **Experience:** More than Two Decades **Designation**: Executive Director **Address**: E-16, Jalvayu Vihar, Sector 21, Gautam Buddha Nagar, Noida 201301, Uttar Pradesh, India **Occupation**: Business **Nationality:** Indian **DIN**: 02193081 **Term:** Liable to retire by rotation	Appointed as Additional Director on March 31, 2015 Re-designated as Executive Director on August 29, 2015	**Indian Public Limited Companies** • PlatinumOne Wealth Managers Limited **Indian Private Limited Companies** • Platinum Power Wealth Advisors Private Limited • PlatinumOne Learning Solutions Private Limited • PlatinumOne Distribution Services Private Limited • PlatinumOne Insurance Broking Private Limited • Purpleribbon Healthcare Services Private Limited **Indian Limited Liability Partnerships** • Careof Healthcare Services LLP
Name: Ms. Anupama Vaidya **Father's Name:** Chandrashekhar Rajaram Vaidya **Date of Birth:** October 30, 1971 **Age:** 49 years **Qualification:** Master's in Business Administration **Experience:** 26 years **Designation**: Independent Director **Address:** D/ 1405, Lake Pleasant Phase- 2, Lake Homes Complex, Near Powai Vihar Complex, Powai, Mumbai- 400076, Maharashtra, India	Appointed as Additional Independent Director of the Company on July 30, 2020 Re-appointed as Independent Director of the Company on August 08, 2020	***Indian Public Limited Companies*** • Nil ***Indian Private Limited Companies*** • Nil ***Indian Limited Liability Partnerships*** • Nil

Name, Father's/Husband's Name, Age, Designation, Address, Occupation, Nationality, DIN and Term	Date of Appointment/ Reappointment	Other Directorships/Designated Partners
Occupation: Businesswomen **Nationality:** Indian **DIN:**02713517 **Term:** Appointed as Independent Director for a period of three years w.e.f. July 30, 2020		
Name: Mr. Peshwa Acharya **Father's Name:** Srikumar Acharya **Date of Birth:** September 21, 1967 **Age:** 53 years **Qualification:** Post Graduate Diploma in Management, IIM, Calcutta; BTech (Hons) in Chemical Engg. from IIT Kharagpur **Experience:** 26 years plus of Corporate Experience **Designation**: Independent Director **Address:** Flat No. 7, 3rd Floor 14-B, Kumari Jethi T Sipahi Malani CHS, Mori Road. Mahim (W), Mumbai 400016, Maharashtra, India **Occupation:** Service **Nationality:** Indian **DIN:**06558712 **Term:** Appointed as Independent Director for a period of three years w.e.f. July 30, 2020	Appointed as Additional Independent Director of the Company on July 30, 2020 Re-appointed as Independent Director of the Company on August 08, 2020	***Indian Public Limited Companies*** • Brightcom Group Limited ***Indian Private Limited Companies*** • Nil ***Indian Limited Liability Partnerships*** • Nil
Name: Mr. Sunil Ramgopal Agrawal **Father's Name:** Ramgopal Shivdutt Agarwal **Date of Birth:** April 11, 1973 **Age:** 48 years **Qualification:** Chartered Accountant and Bachelor of Engineering **Experience:** 24 years **Designation**: Independent Director **Address:** C- 505/ 506, Indra Lok, Swami Samarth Nagar, Near HDFC Bank, Andheri West, Azad Nagar, Mumbai- 400053, Maharashtra, India	Appointed as Additional Independent Director of the Company on July 30, 2020 Re-appointed as Independent Director of the Company on August 08, 2020	***Indian Public Limited Companies*** • Nil ***Indian Private Limited Companies*** • Nil ***Indian Limited Liability Partnerships*** • Nil

Name, Father's/Husband's Name, Age, Designation, Address, Occupation, Nationality, DIN and Term	Date of Appointment/ Reappointment	Other Directorships/Designated Partners
Occupation: Professional **Nationality:** Indian **DIN:**07066046 **Term:** Appointed as Independent Director for a period of three years w.e.f. July 30, 2020		
Name: Mr. Vivek Singh **Father's Name:** Vijay Pal Singh **Date of Birth:** January 1, 1972 **Age:** 49 years **Qualification:** Post Graduate Programme in Management and Master's in Arts in Environment and Development **Experience:** 28 years **Designation**: Independent Director **Address:** E1-704, Jasminium, Magarpatta city, Hadapsar, Pune-411028 **Occupation:** Businessman **Nationality:** Indian **DIN:**07599420 **Term:** Appointed as Independent Director for a period of three years w.e.f. July 30, 2020	Appointed as Additional Independent Director of the Company on July 30, 2020 Re-appointed as Independent Director of the Company on August 08, 2020	***Indian Public Limited Companies*** • Nil ***Indian Private Limited Companies*** • Innovant International Private Limited • Saraswati Seva Foundation • IRADA Agri Business Consulting Foundation ***Indian Limited Liability Partnerships*** • Innovant Educational Tech Solutions LLP

BRIEF PROFILE OF OUR DIRECTORS

1. **Mr. Amey Narendra Saxena,** aged 48 years, is the Promoter and Managing Director of our Company. He is one of the founders of PlatinumOne Group. He has done his Bachelor of Engineering from University of Bombay in the year 1995 and Post Graduate Diploma in Computer Aided Management from Indian Institute of Management, Calcutta in the year 1997. He is also an IRDA Certified Broker and having Balanced Scorecard Professional, also is Certified Executive Coach. He has more than two decades of work experience including experience in Corporates and Entrepreneurship. Currently, he is responsible for the overall operations of the Company.

2. **Mr. Ratul Lahiri,** aged 43 years, is the Promoter, Executive Director of our Company. He is one of the founders of PlatinumOne Group. He has done his B.A. in Economics from Rabindra Bharati University, Calcutta in the year 1998 and Post Graduate Diploma with specialisation in Marketing from Amity Business School, Noida. He has 20 years of work experience. He has worked in corporate for 7 years and in 2008 ventured into entrepreneurship. A seasoned entrepreneur for the last 13 years with businesses spread across BPO, Insurance Broking and Sales consulting & training. Currently, he is responsible for the overall operations of the Company.

3. **Mr. Vivek Yogendra Kumar,** aged 45 years, is the Promoter, Executive Director and Chief Financial Officer of our Company. He is one of the founders of PlatinumOne Group. He has done his B.Sc Engineering (Chemical)from Aligarh Muslim University in the year 1998 and Post-Graduation in Master of Business Economics from Devi Ahilya Vishwavidyalaya, Indore in the year 2000. He has more than two decades of work experience in Sales Performance Improvement, Sales Strategy & Planning, Sales

Training & Sales Management. He has worked with sales professionals across diverse industries including Banking & Financial Services, Health Care, IT & ITES, e-Commerce, Telecom, Travel, Retail and Education.

4. **Ms. Anupama Vaidya,** aged 49 Years, is an Independent Director of our Company. She holds a bachelor's degree in Computer Science (B.C.S.) from Fergusson College, Pune in the year 1992 and Master's in Business Administration (MBA) degree in Personnel Management and Human Resource Development from Symbiosis Institute of Business Management, Pune affiliated to the University of Pune in the year 1994. She has more than 10 years of corporate experience across the industries which includes Conglomerates, Manufacturing/Engineering, Construction, Information Technology & Services. She has gained significant experience across her stints with Saint-Gobain (Grindwell Norton & HPM Sector), Lodha Group, Colgate Palmolive, Hinduja Group, Geometric Software. Further, she has more than 16 years of experience in Consultancy in Human Resources.

5. **Mr. Peshwa Acharya,** aged 53 Years, is the Independent Director of our Company. He has completed his B.Tech (Hons) from IIT Khargapur in 1989 & PGDM from IIM Calcutta, in 1991. He has 26 years plus of Senior Management Corporate experience across Consumer Products & Consumer Services: FMCG, Retail, Telecom, E-commerce, Hospitality, Education (Reliance Communications, Sterling Holidays etc). Presently, he is Senior management executive at Ampersand Group (which runs Vibgyor schools)

6. **Mr. Sunil Ramgopal Agrawal**, aged 48 Years, is the Independent Director of our Company. He holds a bachelor's degree in Engineering (Computer Science and Engineering) from Amravati University in the year 1995. He is a qualified Chartered Accountants from the Institute of Chartered Accountants of India (ICAI) in the year 1998, alongwith that holds the Certificate of Practice issued by the ICAI in the year 2004. He has qualified as Information Systems Audit (ISA) from ICAI in the year 2007. He is Certificate holder of Forensic Accounting & Fraud Detection by ICAI in the year 2019. He has more than two decades of post qualification experience in finance and is proficient in dealing with audits, taxation, finance, corporate governance, compliance, planning & strategy, operations, business development support & key IT projects.

7. **Mr. Vivek Singh**, aged 49 years, is the Independent Director of our Company. He has done his Post-Graduate Programme in Management from Indian School of Business, Hyderabad, India in the year 2003, two-year program in Development & Sustainability from University of Cambridge, United Kingdom in the year 2012-13 and Masters in Environment Management & Policy from Kings College, London in the year 2015. He also has Professional Qualification such as Professional certifications in Underwriting and Broking from Chartered Insurance Institute (CII), UK in the year 2011 and Professional certifications in Risk, Regulatory and Investment Administration from CISI (Chartered Institute of Securities & Investment), UK in the year 2008. He has more than 28 years of experience in Business Development, Large Program Management, Transformation & Change Management, Account Management & Delivery roles largely in Consulting and Business Operations spaces in Banking, IT, Automotive industries, Entrepreneurship / Advisory initiatives in Cutting Edge technology (AI, ML, IoT, Robotics, Data) space, Alternative Energy (Solar), and Social Impact.

CONFIRMATIONS

- None of the Directors of our Company are related to each other as per section 2(77) of the Companies Act, 2013.
- There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Directors were selected as a director or member of senior management.
- There are no service contracts entered into by the Directors with our Company providing for benefits upon termination of employment.
- None of our Directors are on the RBI List of willful defaulters as on date of this Prospectus.
- None of our Directors are a fugitive economic offender.
- None of our Director is or was a director of any listed Company during the last five years preceding the date of this Prospectus, whose shares have been or were suspended from being traded on the Stock Exchange(s), during the term of their directorship in such Company.
- None of our Director is or was a director of any listed Company which has been or was delisted from any stock exchange during the term of their directorship in such Company.
- None of the Promoter, Persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other Company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

REMUNERATION/ COMPENSATION TO OUR DIRECTORS

Our company has been incorporated pursuant to the provisions of the Companies Act, 1956 on July 30, 2008, hence remuneration paid to our directors in last fiscal year is not applicable. However, set forth below is the remuneration paid by our Company to our Directors during the period ended March 31, 2021:

(₹ in Lakh)

Sr. No.	Name of Director	Remuneration paid
1.	Mr. Amey Narendra Saxena	0.03
2.	Mr. Ratul Lahiri	NIL
3.	Mr. Vivek Yogendra Kumar	NIL
	Total	0.03

TERMS AND CONDITIONS OF EMPLOYMENT OF OUR DIRECTORS

Mr. Amey Narendra Saxena

Mr. Amey Narendra Saxena was appointed as Director of the Company on Incorporation, however he resigned from the Directorship of the Company with effect from July 07, 2018. Later, he has rejoined the Company by getting appointed as Additional Director with effect from July 30, 2020 and his appointment was regularised in the Extra-Ordinary General Meeting held on August 8, 2020 and was designated as Managing Director for a period of 5 (five) years commencing from August1, 2020. The significant terms of his employment are as below:

Remuneration	NIL
Bonus and Profit-sharing Ratio	Not Applicable.
Term	Appointed as Managing Director for a period of 5 (five) years commencing from August 1, 2020
Remuneration in the event of loss or inadequacy of profits	In the event of inadequacy or absence of profits in any financial years during his tenure, the Director will be paid minimum remuneration by way of salary, allowances and Perquisites.

SITTING FEES

Other Non-Executive Directors and Independent Directors of the Company may be paid sitting fees, commission and any other amounts as may be decided by our Board in accordance with the provisions of the Articles of Association, the Companies Act, 2013 and other applicable laws and regulations.

BORROWING POWERS OF OUR BOARD

Our Articles of Association, subject to applicable law, authorize our Board to raise or borrow money or secure the payment of any sum of money for the purposes of our Company. Pursuant to a resolution passed by our shareholders at their meeting held on May 30, 2020, our shareholders have authorized our Board to borrow any sum of money from time to time notwithstanding that the sum or sums so borrowed together with the monies, if any, already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the paid up capital and free reserves of the Company provided such amount does not exceed ₹ 200 crore in excess of its paid up capital and free reserves which may have not been set apart for any purpose.

SHAREHOLDING OF DIRECTORS IN OUR COMPANY

Our Articles of Association do not require our Directors to hold qualification shares. As on date of this Prospectus, our Directors hold the following number of Equity Shares of our Company:

Sr. No.	Name of Directors	No. of Equity Shares Held (Pre-Issue)	% of pre-Issue capital
1.	Mr. Amey Narendra Saxena	15 (As Nominee of Platinum Power Wealth Advisors Private Limited)	Negligible
2.	Mr. Ratul Lahiri	15 (As Nominee of Platinum Power Wealth Advisors Private Limited)	Negligible
3.	Mr. Vivek Yogendra Kumar	41 (As Nominee of Platinum Power Wealth Advisors Private Limited)	Negligible
	Total	**71**	**Negligible**

INTEREST OF OUR DIRECTORS

Interest in promotion of our Company

Our Directors, Mr. Amey Narendra Saxena, Ratul Lahiri and Vivek Yogendra Kumar may be deemed to be interested in the promotion of our company to the extent of the Equity Shares held by them as Nominee and also to the extent of any dividend payable to them and

other distributions in respect of the Equity Shares held by them, if any. For further details, refer to chapters titled *"**Our Promoters and Promoter Group**"* and *"**Related Party Transactions**"* beginning on page 119 and 130 of this Prospectus.

Interest in the property of our Company

Except as stated in the heading titled "***Land and Properties***" under the chapter titled "***Our Business***" beginning on page 77 and chapter titled "***Related Party Transaction***" on page 130 of the Prospectus, our Directors have not entered into any contract, agreement or arrangements within a period of 2 (two) years preceding the date of Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them. Further our Directors do not have any interest in any immovable property to be acquired by the Company except otherwise disclosed in the heading titled "***Land and Properties***" under the chapter titled "***Our Business***" beginning on page 77 of the Prospectus**.**

Interest as Member of our Company

As on date of this Prospectus, our Directors together holds 71 Equity Shares as Nominee of Our Holding Company naming Platinum Power Wealth Advisors Private Limited, the percent of the pre-issue paid up Equity Share Capital of our Company is very Negligible. Therefore, our Directors are interested to the extent of their respective shareholding and the dividend declared and other distributions, if any, by our Company, if any.

Interest as Creditor of our Company

As on the date of this Prospectus, except as stated in the chapter titled "***Statement of Financial Indebtedness***" and heading titled "***Related Party Transactions***" under chapter titled "***Financial Statements as Restated***", our Company has not availed loans from Directors of our Company.

Interest in the business of Our Company

Further, save and except as stated otherwise in "***Statement of Related Parties' Transactions***" in the chapter titled *"**Financial Statements as Restated**"* of this Prospectus, our Directors do not have any other interests in our Company as on the date of this Prospectus. Our Directors are not interested in the appointment of Underwriter, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

Interest as Directors of Our Company

Our Managing Director and Other Executive Directors may be interested to the extent of remuneration paid to them, respectively for services rendered as a Director of our Company and reimbursement of expenses payable to them. For details please refer "***Terms and conditions of employment of our Managing Director and Executive Directors***" above. Further, all our Non-Executive and Independent Directors may be interested to the extent of fees payable to them and/or the commission payable to them for attending meetings of the Board of Directors or a committee thereof. The Independent Directors are paid sitting fees for attending the meetings of the Board and committees of the Board and may be regarded as interested to the extent of such sitting fees and reimbursement of other expenses payable to them as per their terms of appointment.

Interest in transactions involving acquisition of land

Our Directors are not currently interested in any transaction with our Company involving acquisition of land. Except as stated/referred to under the heading titled "***Land and Properties***" under chapter titled "***Our Business***" beginning on page 77 of this Prospectus, our Directors have not entered into any contract, agreement or arrangements in relation to acquisition of property, since incorporation in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

Other Interests

Except as stated above, none of the beneficiaries of loans, advances and sundry debtors are related to the Directors of our Company.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested as a member by any person either to induce him to become, or to help him qualify as a Director, or otherwise for services rendered by him or by the firm or company in which he is interested, in connection with the promotion or formation of our Company.

Further, our Directors may be directors on the board, or are members, or are partners, or are trustees of certain Group Entities and may be deemed to be interested to the extent of the payments made by our Company, if any, to such Group Entities. For the payments that are made by our Company to certain Group Entities, please refer "***Financial Statements as Restated***" on page 132 of this Prospectus.

PAYMENT OF BENEFITS

Except to the extent of remuneration payable to the Managing Director and Other Executive Directors for services rendered to our Company and to the extent of other reimbursement of expenses payable to them as per their terms of appointment, our Company has not paid in the last two years preceding the date of this Prospectus, and does not intend to pay, any amount or benefits to our Directors.

APPOINTMENT OF RELATIVES OF DIRECTORS TO ANY OFFICE OR PLACE OF PROFIT

Except as disclosed in this Prospectus, none of the relatives of our Directors currently hold any office or place of profit in our Company.

BONUS OR PROFIT-SHARING PLAN FOR OUR DIRECTORS

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

POLICIES ADOPTED BY OUR COMPANY

Our Company has adopted the following policies:

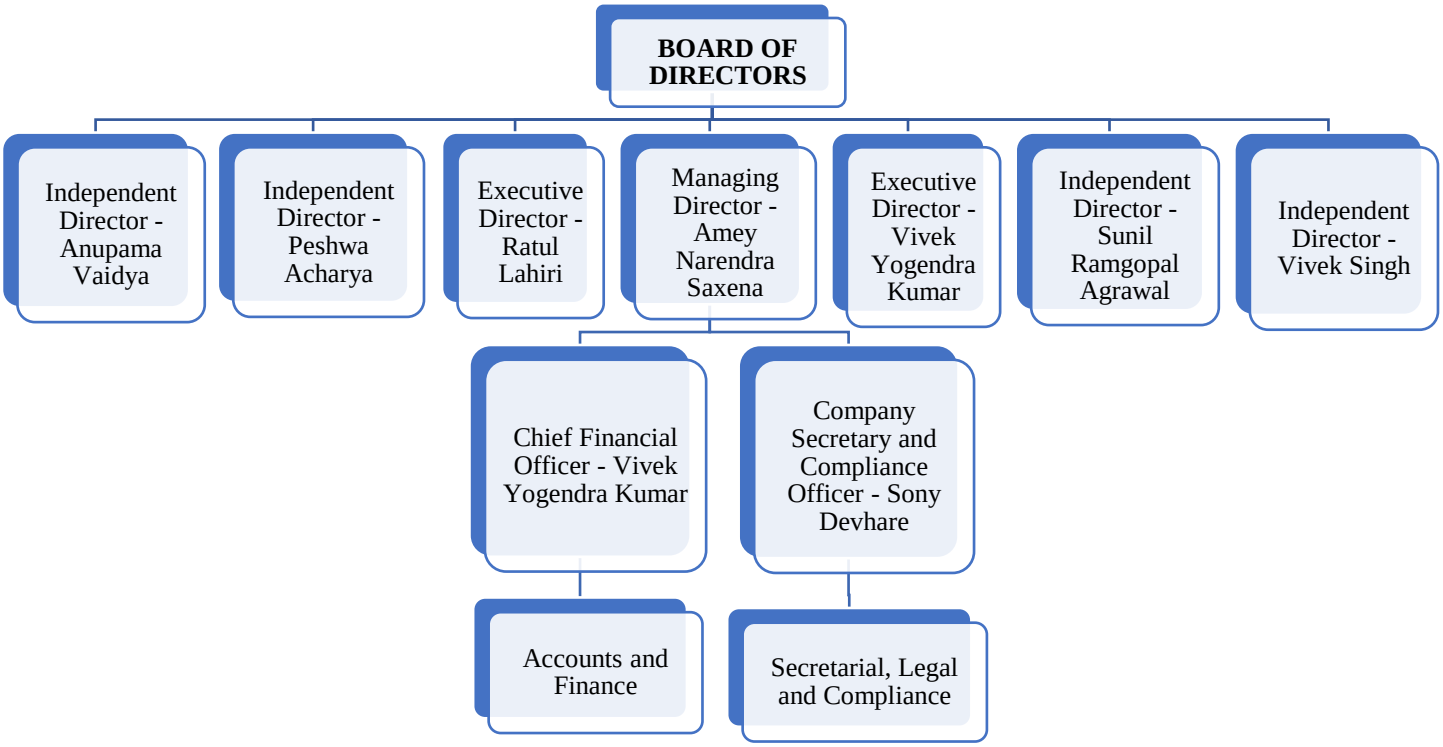
- Code of Conduct
- Code of Conduct for Independent Directors
- Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information
- Code of Fair Disclosure (Prohibition of Insider Trading)
- Whistle Blower Policy & Vigil Mechanism
- Related Party Transaction (RPT) Policy
- Policy for Preservation of Documents & Archival of Documents
- Policy for Prevention of Sexual Harassment
- Policy on Determination of Materiality of Events
- Policy on Familiarization of Independent Director
- Stakeholder Relationship Policy
- Nomination and Remuneration Policy

CHANGES IN OUR BOARD DURING THE LAST THREE YEARS

Except as disclosed below, there have been no changes in our Board during the last three years.

Sr. No.	Name	Date of Event	Nature of Event	Reason
1.	Mr. Ratul Lahiri	May 25, 2020	Appointment	Appointment as Additional Director
2.	Mr. Amey Narendra Saxena	July 30, 2020	Appointment	Appointment as Additional Director
3.	Ms. Anupama Vaidya	July 30, 2020	Appointment	Appointment as Additional Independent Director
4.	Mr. Peshwa Acharya	July 30, 2020	Appointment	Appointment as Additional Independent Director
5.	Mr. Sunil Ramgopal Agrawal	July 30, 2020	Appointment	Appointment as Additional Independent Director
6.	Mr. Ratul Lahiri	August 8, 2020	Regularisation	Appointment as Director
7.	Mr. Vivek Yogendra Kumar	August 8, 2020	Regularisation	Appointment as Director
8.	Mr. Amey Narendra Saxena	August 8, 2020	Regularisation	Appointment as Managing Director
9.	Ms. Anupama Vaidya	August 8, 2020	Regularisation	Appointment as Independent Director
10.	Mr. Peshwa Acharya	August 8, 2020	Regularisation	Appointment as Independent Director
11.	Mr. Sunil Ramgopal Agrawal	August 8, 2020	Regularisation	Appointment as Independent Director
12.	Mr. Vivek Singh	August 8, 2020	Regularisation	Appointment as Independent Director

ORGANISATION STRUCTURE



CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act, 2013 with respect to Corporate Governance, provisions of the SEBI (LODR) Regulation will also be complied with the extent applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchange.

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, including Regulations, in respect of corporate governance including constitution of the Board and Committees thereof. The Corporate governance framework is based on an effective Independent Board, the Board's Supervisory role from the executive management team and constitution of the Board Committees, as required under law.

The Board functions either as a full board or through the various committees constituted to oversee specific operational areas.

As on the date of this Prospectus, there are 7 (Seven) Directors on our Board out of which more than one third are Independent Directors. Our Company is in compliance with the corporate governance norms prescribed under the Companies Act, 2013, particularly, in relation to appointment of Independent Directors to our Board and constitution of Board-level committees.

Our Company undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI (LODR) Regulation and the Companies Act, 2013.

COMMITTEES OF OUR BOARD

The following committees have been constituted in terms of SEBI Listing Regulations and the Companies Act, 2013

a. Audit Committee

b. Stakeholders' Relationship Committee

c. Nomination and Remuneration Committee

d. Internal Complaints Committee

e. Initial Public Offering Committee

Audit Committee

Our Company has constituted an audit committee ***("Audit Committee")***, as per section 177 of the Companies Act 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; vide resolution passed at the meeting of the Board of Directors held on Monday, August 3, 2020.

The terms of reference of Audit Committee adheres to the requirements of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, proposed to be entered into with the Stock Exchange in due course.

The committee presently comprises the following Five (5) directors:

Sr. No.	Name of Director	Status in Committee	Nature of Directorship
1.	Mr. Sunil Ramgopal Agrawal	Chairman	Independent Director
2.	Mr. Vivek Singh	Member	Independent Director
3.	Mr. Peshwa Acharya	Member	Independent Director
4.	Mr. Amey Narendra Saxena	Member	Managing Director
5.	Mr. Ratul Lahiri	Member	Executive Director

The Company Secretary & Compliance Officer of the Company shall act as the Secretary of the Audit Committee.

Set forth below are the scope, functions and the terms of reference of our Audit Committee, in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations.

Powers of Audit Committee

The Audit Committee shall have powers, including the following:

- To investigate any activity within its terms of reference;
- To seek information from any employee;
- To obtain outside legal or other professional advice; and
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of Audit Committee

The role of the Audit Committee shall include the following:

- oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
- matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
- changes, if any, in accounting policies and practices and reasons for the same;
- major accounting entries involving estimates based on the exercise of judgment by management;
- significant adjustments made in the financial statements arising out of audit findings;
- compliance with listing and other legal requirements relating to financial statements;
- disclosure of any related party transactions;

- modified opinion(s) in the draft audit report;
- reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- 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;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- approval or any subsequent modification of transactions of the listed entity with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the listed entity, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 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;
- discussion with internal auditors of any significant findings and follow up there on;
- 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;
- 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;
- to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- to review the functioning of the whistle blower mechanism;
- approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- carrying out any other function as is mentioned in the terms of reference of the audit committee.

Further, the Audit Committee shall mandatorily review the following information:

- management discussion and analysis of financial condition and results of operations;
- statement of significant related party transactions (as defined by the audit committee), submitted by management;
- management letters / letters of internal control weaknesses issued by the statutory auditors;
- internal audit reports relating to internal control weaknesses; and
- the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- statement of deviations: (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1); (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

As required under Regulation 18 of the SEBI (LODR) Regulations, the Audit Committee shall meet at least four times in a year, and not more than 120 days shall elapse between two meetings. The quorum shall be two members present, or one-third of the members, whichever is greater, provided that there should be a minimum of two independent members present.

Stakeholders' Relationship Committee

Our Company has constituted a shareholder/investors grievance committee *"Stakeholders' Relationship Committee"* to redress complaints of the shareholders. The Stakeholders' Relationship Committee was constituted vide resolution passed at the meeting of the Board of Directors held on Monday, August 3, 2020.

The Stakeholders' Relationship Committee comprises:

Sr. No.	Name of Director	Status in Committee	Nature of Directorship
1.	Mr. Peshwa Acharya	Chairman	Independent Director
2.	Mr. Vivek Singh	Member	Independent Director
3.	Mrs. Anupama Vaidya	Member	Independent Director
4.	Mr. Amey Narendra Saxena	Member	Managing Director
5.	Mr. Ratul Lahiri	Member	Executive Director

The Company Secretary & Compliance Officer of the Company shall act as the Secretary of the Stakeholders' Relationship Committee.

The Stakeholders Relationship Committee shall oversee all matters pertaining to investors of our Company. The scope and function of the Stakeholders' Relationship Committee and its terms of reference shall include the following:

Tenure

The Stakeholder's Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholder's Relationship Committee as approved by the Board.

Meetings

The Stakeholder's Relationship Committee shall meet at least one time in a year. The Chairperson of the Stakeholders Relationship Committee shall be present at the annual general meetings to answer queries of the security holders.

Role of the Stakeholders' Relationship Committee

The Committee shall consider and resolve grievances of security holders, including but not limited to:

- Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the cages in the reverse for recording transfers have been fully utilized

- Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.; and

- Review the process and mechanism of redressal of Shareholders /Investors grievance and suggest measures of improving the system of redressal of Shareholders /Investors grievances.

- Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.

- Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.

- Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

- Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting.

- Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

Nomination and Remuneration Committee

Our Company has constituted a Nomination and Remuneration Committee in accordance Section 178 of Companies Act 2013. The constitution of the Nomination and Remuneration Committee was approved by a Meeting of the Board of Directors held on Monday, August 3, 2020. The said committee is comprised as under:

The Nomination and Remuneration Committee comprises the following Directors:

Sr. No.	Name of Director	Status in Committee	Nature of Directorship
1.	Mr. Vivek Singh	Chairman	Independent Director
2.	Mr. Sunil Ramgopal Agrawal	Member	Independent Director
3.	Mr. Peshwa Acharya	Member	Independent Director
4.	Mr. Amey Narendra Saxena	Member	Managing Director
5.	Mr. Ratul Lahiri	Member	Executive Director

The Company Secretary & Compliance Officer of the Company shall act as the Secretary of the Nomination and Remuneration Committee.

The scope and function of the Committee and its terms of reference shall include the following:

Tenure

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

Meetings

The committee shall meet as and when the need arises for review of Managerial Remuneration. The quorum for a meeting of the nomination and remuneration committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance.

Role of the Nomination and Remuneration Committee not limited to but includes:

- Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to, the remuneration for directors, KMPs and other employees.
- Identifying persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal
- Formulation of criteria for evaluation of performance of independent directors and Board of Directors
- Devising a policy on diversity of board of directors
- Deciding on, whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
- Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
- Decide the amount of Commission payable to the Whole time Director / Managing Directors.
- Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.
- To formulate and administer the Employee Stock Option Scheme

Internal Complaints Committee

The Company has formed an Internal Complaints Committee pursuant to resolution of the Board of Directors dated August 3, 2020. The scope of the Internal Compliants Committee is enclosed as [Annexure E]. The Internal Complaints consists of the following members.

Sr. No.	Name of the Members	Designation
1.	Shilpa Amey Saxena	President
2.	Shikha Singh	Member
3.	Manoj Saxena	Employee
4.	Giridhar Adepu	Employee
5.	Prachi Tawde	Employee
6.	Shama Ansari	Employee

Ms. Sony Devhare, Company Secretary & Compliance Officer of our Company shall act as the secretary to the Internal Complaints Committee

1. SCOPE

This policy is applicable to employees, workers, volunteers, probationer and trainees including those on deputation, part time, contract, working as consultants or otherwise (whether in the office premises or outside while on assignment). This policy shall be considered to be a part of the employment contract or terms of engagement of the persons in the above categories.

Where the alleged incident occurs to our employee by a third party while on a duty outside our premises, the Company shall perform all reasonable and necessary steps to support our employee.

2. WHAT CONSTITUTES SEXUAL HARASSMENT?

Sexual Harassment means such unwelcome sexually determined behaviour (directly or through implication), like physical contact and advances by the employee(s) including:

A. A demand or request for sexual favours, sexually coloured remarks, showing pornography, any other unwelcome physical conduct of sexual nature, lurid stares, physical contact or molestation, stalking, sounds, display of pictures, signs;

B. Eve teasing, innuendos and taunts, physical confinement against one's will;

C. A demand or request for sexual favours, whether verbally or non-verbally, where the submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment or promotion/evaluation of work thereby denying an individual equal opportunity at employment;

D. An act or conduct by a person in authority which makes the environment at workplace hostile or intimidating to a person or unreasonably interferes with the individual's privacy and productivity at work;

E. Verbal harassment of a sexual nature, such as lewd comments, sexual jokes or references, and offensive personal references; demeaning, insulting, intimidating, or sexually suggestive comments (oral or written) about an individual's personal appearance or electronically transmitted messages (Jokes, remarks, letters, phone calls);

F. Any other behaviour which an individual perceives as having sexual overtones.

3. Redressal system

3.1 If you are working for our Company and in the course of your work, you have been sexually harassed by anyone through means which are mentioned in Section 3.0, we urge you to come forward with a written complaint as early as you can. Your complaint will be taken seriously and confidentiality would be maintained by us in the matter. We will have zero tolerance towards such practices once they are proven.

A complaint with respect to sexual harassment may be made by a written or electronic application addressed to the Internal Complaints Committee, through the President / or to any member of the Internal Complaints Committee. The Company may prescribe a format for filing complaints, which may be used by employees to make the process more efficient.

The Internal Complaints Committee may administer a declaration form to verify that the contents of the complaint are true and genuine, before it proceeds further with the complaint. Where necessary (for example, when the complaint is incomplete), the complainant may be contacted to provide further details in relation to the complaint to enable the Internal Complaints Committee to appreciate the situation more comprehensively.

The complaint must be given to the persons specified above within 3 months of the occurrence (the complaint can be made within 6 months if the person is able to prove that there were some exceptional circumstances due to which complaint could not be made earlier) and we advise you to be vigilant and keep any document with you which can be used to substantiate an allegation. The redressal system will work based on other evidence if you cannot produce any documentary evidence.

If the complainant cannot make a written complaint because of physical or mental incapacity or death, the legal heirs can make the complaint on her behalf.

3.2An **Internal Complaints Committee** is constituted for our company by the management to look into the matters concerning sexual harassment. The Committee consists of following persons:

I. Ms. Shilpa Amey Saxena, President[1]

II. Ms. Shikha Singh, Member[2]

III. Mr. Manoj Saxena, Member [2]

IV. Mr. Giridhar Adepu, Member

V. Ms. Prachi Tawde, Member

VI. Ms. Shama Ansari, Member

[***Note:*** *At least half of the nominated members should be females.*]

A complainant can approach any member of the committee with her written complaint.

3.2 The President and other members of the committee shall hold office for such period, not exceeding three years, from the date of their nomination as may be specified by the employer.

3.3 **Redressal Mechanism:**

Once the complaint is received by the Committee:

i. The person who is accused by the complainant will be informed that a complaint has been filed against him (he will be made aware of the details of the allegation and also the name of the complainant as it would be necessary for proper inquiry) and no unfair acts of retaliation or unethical action will be tolerated.

ii. The complainant has the opportunity to ask for conciliation proceedings by having communication with the accused in the presence of the Committee. Please note that in such conciliation the complainant cannot demand monetary compensation.

iii. The Committee shall provide the copies of the settlement as recorded during conciliation to the aggrieved employee and the respondent.

iv. If the matter has been settled by conciliation but the respondent is not complying with the terms and conditions, the aggrieved party can approach the Committee for Redressal.

v. The Committee will question both the complainant and the alleged accused separately. If required, the person who has been named as a witness will need to provide the necessary information to assist in resolving the matter satisfactorily.

vi. The Committee shall call upon all witnesses mentioned by both the parties.

vii. The Committee can ask for specific documents from a person if it feels that they are important for the purpose of investigation.

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[1] According to section 4(2) (a) of The Sexual Harassment of Women at Workplace Act, The President of such committee shall be nominated by the employer and must be a woman employed at a senior level at workplace or administrative unit or office of the employer.

[2] According to section 4(2) (b), at least two members must be nominated who preferably have worked for the cause of women or have basic legal knowledge.

viii. The complainant has the option to seek transfer or leave so that the inquiry process can continue smoothly and to prevent recurrence of similar situations or discomfort to the complainant. The leave can extend for a maximum period of 3 months. Leave granted under this provision will be paid leave and will not be counted in the number of leaves that the complainant is statutorily entitled to. The complainant may be required to work from home, if it is practicable, keeping in mind the nature of work of the complainant, health and mental condition. However, the complainant is under a good faith obligation and shall not abuse the process to request unjustifiably long periods of leave, keeping in mind the economic effects of the leave to the organization. The Committee shall have the discretion to grant leave of an appropriate duration, depending on the facts and circumstances of the case, or grant an alternate measure such as transferring the employee or the accused, as it deems fit.

Where leave is granted to the complainant, the Committee shall make best attempts to ensure speedy completion of the inquiry process and to minimize adverse economic consequences to the Company arising out of the absence of the complainant from the workplace.

ix. The complainant and the accused shall be informed of the outcome of the investigation. The investigation shall be completed within 3 months of the receipt of the complaint. If the investigation reveals that the complainant has been sexually harassed as claimed, the accused will be subjected to disciplinary action accordingly.

a. The report of the investigation shall be supplied to the employer (or the District Officer), the accused and the complainant within 10 days of completion of the investigation.

b. The employer or the District Officer will act on the recommendations of the Committee within 60 days of the receipt of the report.

x. The contents of the complaint made, the identity and addresses of the aggrieved employee, respondent and witnesses, any information relating to conciliation and inquiry proceedings, recommendations of the Internal Committee and the action taken by the employer shall not be published, communicated or made known to the public, press and media in any manner

Any party aggrieved by the report can prefer an appeal in the appropriate Court or Tribunal in accordance with the service rules within 90 days of the recommendation been given to the employer/ District Officer.

4. Disciplinary Action:

4.1 Where any misconduct is found by the Committee, appropriate disciplinary action shall be taken against the accused. Disciplinary action may include transfer, withholding promotion, suspension or even dismissal. This action shall be in addition to any legal recourse sought by the complainant.

If it is found out through evidence by the Committee that the complainant has maliciously given false complaint against the accused, disciplinary action shall be taken against the complainant as well.

Regardless of the outcome of the complaint made in good faith, the employee lodging the complaint and any person providing information or any witness, will be protected from any form of retaliation. While dealing with complaints of sexual harassment, the Committee shall ensure that the complainant or the witness are not victimized or discriminated against by the accused. Any unwarranted pressures, retaliatory or any other type of unethical behavior by the accused against the complainant while the investigation is in progress should be reported by the complainant to the Complaints Committee as soon as possible. Disciplinary action will be taken by the Committee against any such complaints which are found genuine.

4.2 This policy shall be disseminated to each employee of the company as well as new recruits who will have to acknowledge that they have read and understood the policy and that they shall abide by the policy.

Initial Public Offering Committee

For the Initial Public Offering of the Company, the Company has constituted an Initial Public Offering Committee pursuant to the resolution of the Board of Directors dated September 10, 2020.

Sr. No.	Name of Directors	Designation
1.	Mr. Amey Narendra Saxena	Chairman
2.	Mr. Vivek Yogendra Kumar	Member
3.	Mr. Ratul Lahiri	Member

Ms. Sony Devhare, Company Secretary & Compliance Officer of our Company shall act as the secretary to the Initial Public Offering Committee

Scope and functions of the Initial Public Offering Committee

1. To issue, transfer, offer and allotment of Equity Shares, and deciding on other matters in connection with or incidental to the Issue, including the pricing and terms of the Equity Shares, the Issue price, the size and all other terms and conditions of the Issue including the number of Equity Shares to be offered in the Issue, the Issue opening and Issue closing date, in consultation with the Lead Manager and in accordance with the ICDR Regulations;

2. To make applications, seek clarifications, obtain approvals and seek exemptions from, where necessary, BSE,SEBI, the relevant registrar of companies and any other governmental or statutory authorities as may be required in connection with the Issue and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required and wherever necessary, incorporate such modifications / amendments as may be required in the draft prospectus and the prospectus as applicable;

3. To finalize, settle, approve, adopt and file in consultation with the Lead Manager where applicable, the draft prospectus, the prospectus, the application forms and any amendments, supplements, notices, addenda or corrigenda thereto, and take all such actions as may be necessary for the submission and filing of these documents including incorporating such alterations/corrections/ modifications as may be required by BSE,SEBI, the RoC or any other relevant governmental and statutory authorities or in accordance with Applicable Laws;

4. To decide in consultation with the Lead Manager on the actual Issue size including any, timing, pricing and all the terms and conditions of the Issue, including the Issue price, Issue period, and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Issue including to make any amendments, modifications, variations or alterations in relation to the Issue;

5. To appoint and enter into and terminate arrangements with the Lead Manager, Underwriter to the Issue, syndicate members to the Issue, brokers to the Issue, refund bankers to the Issue, registrars, legal advisors, auditors, and any other agencies or persons or intermediaries to the Issue and to negotiate, finalise and amend the terms of their appointment, including but not limited to the execution of the mandate letter with the Lead Manager and negotiation, finalization, execution and, if required, amendment of the issue agreement with the Lead Manager;

6. To negotiate, finalise and settle and to execute and deliver of the Draft Prospectus, the Prospectus, issue agreement, underwriting agreement, sponsor bank agreement, agreements with the registrar to the issue and all other documents, deeds, agreements and instruments whatsoever with the registrar to the Issue, legal advisors, auditors, stock exchange(s), Lead Managers and any other agencies/ intermediaries in connection with the Issue with the power to authorize one or more Directors of our Company to execute all or any of the aforesaid documents or any amendments thereto as may be required or desirable in relation to the Issue;

7. To seek, if required, the consent and/or waiver of the lenders of our Company, customers, parties with whom our Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents and/or waivers that may be required in relation to the Issue or any actions connected therewith;

8. To open and operate bank accounts of our Company in terms of Section 40(3) of the Companies Act, 2013, as amended, and to authorize one or more Directors of our Company to execute all documents/deeds as may be necessary in this regard;

9. To authorize and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue;

10. To accept and appropriate the proceeds of the Issue in accordance with the Applicable Laws;

11. To approve code of conduct as may be considered necessary by the IPO Committee as required under applicable laws, regulations or guidelines for the Board, Directors of our Company and other employees of our Company;

12. To approve the implementation of any corporate governance requirements that may be considered necessary by the Board or the IPO Committee as may be required under the applicable laws or the SEBI (LODR) Regulations, 2015, as amended and listing agreements to be entered into by our Company with the Designated Stock Exchange, to the extent allowed under law;

13. To issue receipts/ allotment letters/ confirmation of allotment notes either in physical or electronic mode representing the underlying Equity Shares in the capital of our Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchange(s), with power to authorize one or more Directors of our Company to sign all or any of the aforestated documents;

14. To authorize and approve notices, advertisements in relation to the Issue in consultation with the relevant intermediaries appointed for the Issue;

15. To do all such acts, deeds, matters and things and execute all such other documents, etc., as may be deemed necessary or desirable for such purpose, including without limitation, to finalise the basis of allotment and to allot the shares to the successful allottees as permissible in law, issue of allotment letters/ confirmation of allotment notes, in consultation with the Lead Manager;

16. To do all such acts, deeds and things as may be required to dematerialise the Equity Shares and to sign and / or modify, as the case maybe, agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, authorities or bodies as may be required in this connection and to authorize one or more Directors of our Company to execute all or any of the afore stated documents;

17. To make applications for listing of the Equity Shares in one or more stock exchange(s) for listing of the Equity Shares and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchange(s) in connection with obtaining such listing including without limitation, entering into listing agreements and affixing the common seal of our Company where necessary;

18. To settle all questions, difficulties or doubts that may arise in regard to the Issue, including such issues or allotment, terms of the IPO, utilisation of the IPO proceeds and matters incidental thereto as it may deem fit;

19. To submit undertaking/ certificates or provide clarifications to the SEBI, Registrar of Companies, Mumbai and the relevant stock exchange(s) where the Equity Shares are to be listed;

20. To negotiate, finalize, settle, execute and deliver any and all other documents or instruments and to do or cause to be done any and all acts or things as the IPO Committee may deem necessary, appropriate or advisable in order to carry out the purposes and intent of this resolution or in connection with the Issue and any documents or instruments so executed and delivered or acts and things done or caused to be done by the IPO Committee shall be conclusive evidence of the authority of the IPO Committee in so doing;

21. To delegate any of its powers set out hereinabove, as may be deemed necessary and permissible under applicable laws to the Directors of our Company;

22. To approve suitable policies on insider trading and any other policies as may be required under the Listing Regulations or any other Applicable Laws;

23. To approve the list of 'group of companies' of our Company, identified pursuant to the materiality policy adopted by the Board, for the purposes of disclosure in the Draft Prospectus and Prospectus;

24. To withdraw the Draft Prospectus or to decide not to proceed with the Issue at any stage in accordance with Applicable Laws and in consultation with the Lead Manager;

POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING

The provisions of Regulation 9 (1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("SEBI PIT Regulations") will be applicable to our Company immediately upon the listing of its Equity Shares on the SME Platform of BSE. We shall comply with the requirements of the SEBI (PIT) Regulations on listing of Equity Shares on stock exchanges. Further, Board of Directors have formulated and adopted the code of conduct to regulate, monitor and report trading by its employees and other connected persons.

Ms. Sony Devhare, Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the board**.**

OUR KEY MANAGERIAL PERSONNEL

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who are permanent employees of our Company. Given below are the details of the Key Managerial Personnel of our Company as prescribed under the Companies Act, 2013:

Mr. Amey Narendra Saxena– Managing Director

Mr. Amey Narendra Saxena, aged 48 years, is the Promoter and Managing Director of our Company. He was appointed as Director of the Company on Incorporation, however he resigned from the Directorship of the Company with effect from July 07, 2018. Later, he has re-joined the Company by getting appointed as Additional Director with effect from July 30, 2020 and his appointment was regularised in the Extra-Ordinary General Meeting held on August 8, 2020 and was designated as Managing Director. He has done his Bachelor of Engineering from University of Bombay in the year 1995 and Post Graduate Diploma in Computer Aided Management from Indian Institute of Management, Calcutta in the year 1997. He is also an IRDA Certified Broker and having Balanced Scorecard Professional, also is Certified Executive Coach. He has more than two decades of work experience including experience in Corporates

and Entrepreneurship. He is one of the Founder of PlatinumOne Group. Currently, he is responsible for the overall operations of the Company.

Term of Office with expiration Date: Appointed as Managing Director for a period of 5 (five) years commencing from August 1, 2020
Details of service contract: Not Applicable
Details of previous appointment: Appointed as Director w.e.f. July 30, 2020
Function and areas of experience: Overall Operations of the Company

Mr. Vivek Yogendra Kumar - Chief Financial Officer

Mr. Vivek Yogendra Kumar, aged 45 years, is the Executive Director and Chief Financial Officer of our Company. He was appointed as Additional Director of our Company with effect from March 31, 2015 and his appointment was regularised in the Annual General Meeting held on August 29, 2015 and was designated as Executive Director. He is been appointed as Chief Financial Officer of our Company with effect from July 08, 2020. He has done his Bachelor of Science in Chemical Engineering from Aligarh Muslim University in the year 1998 and Post-Graduation in Master of Business Economics from Devi Ahilya Vishwavidyalaya, Indore in the year 2000. He has more than two decades of work experience in Sales Performance Improvement, Sales Strategy & Planning, Sales Training & Sales Management. He is one of the Founder of PlatinumOne Group. He has worked with sales professionals across diverse industries including Banking & Financial Services, Health Care, IT & ITES, e-Commerce, Telecom, Travel, Retail and Education

Term of Office with expiration Date: Appointed as Chief Financial Officer w.e.f. March 13, 2020
Details of service contract: Not Applicable
Details of previous appointment: Not Applicable
Function and areas of experience: Overall Operations of the Company

Ms. Sony Devhare- Company Secretary & Compliance Officer

Ms. Sony Devhare, aged 34 years, is the Company Secretary & Compliance Officer of our Company. She has passed M.M.S.(Finance) from IBSAR Institute of Management Studies, Mumbai University. She is a Company Secretary i.e. Member of Institute of Company Secretaries of India. She has more than 6 years of Experience in the field of Secretarial Department and Compliances of the Company.

Term of Office with expiration Date: Appointed as Company Secretary & Compliance Officer w.e.f. July 7, 2020
Details of service contract: Not Applicable
Details of previous appointment: Not Applicable
Function and areas of experience: Secretarial Department and Compliances

STATUS OF KEY MANAGERIAL PERSONNEL

All our Key Managerial Personnel are permanent employees of our Company.

RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL (KMPs)

Except as stated below, none of the above-mentioned key managerial personnel are related to each other and neither are they related to our Promoter or Directors. There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Key Managerial Personnel were selected as members of our senior management.

Sr. No	Name of the KMPs	Director	Relationship
1.	*NIL*	*NIL*	*NIL*

RELATIONSHIP OF DIRECTORS / PROMOTERS WITH KEY MANAGERIAL PERSONNEL (KMPs)

Except as stated below, none of the above-mentioned key managerial personnel are related to each other and neither are they related to our Promoter or Directors. There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Key Managerial Personnel were selected as members of our senior management.

Sr. No	Name of Directors	Other KMPs	Relationship
1.	*NIL*	*NIL*	*NIL*

SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

As on date of this Prospectus, except as stated below, our Key Managerial Personnel do not hold any number of Equity Shares of our Company

Sr. No.	Name of KMPs	No. of Equity Shares Held (Pre-Issue)	% of pre-Issue capital
1.	Mr. Amey Narendra Saxena	15 (As Nominee of Platinum Power Wealth Advisors Private Limited)	Negligible
2.	Mr. Vivek Yogendra Kumar	41 (As Nominee of Platinum Power Wealth Advisors Private Limited)	0
3.	Ms. Sony Devhare	0	0
	Total	**15**	**Negligible**

REMUNERATION/ COMPENSATION TO OUR KMPs

Our company has been incorporated pursuant to the provisions under Part XXI of the Companies Act, 2013 on July 30, 2008, hence remuneration paid to our KMPs in last fiscal year is not applicable. However, set forth below is the remuneration paid by our Company to our KMPs during the period ended March 31, 2021:

(₹ in Lakh)

Sr. No.	Name of KMPs	Remuneration paid
1.	Mr. Amey Narendra Saxena	0.03
2.	Mr. Vivek Yogendra Kumar	NIL
3.	Ms. Sony Devhare	1.92
	Total	**1.95**

BONUS OR PROFIT-SHARING PLAN FOR OUR KEY MANAGERIAL PERSONNEL

As on the date of this Prospectus, our Company does not have any performance linked bonus or profit-sharing plan with any of our Key Managerial Personnel.

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO KEY MANAGERIAL PERSONNEL

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation as on date of this Prospectus.

LOANS TO KEY MANAGERIAL PERSONNEL

There is no loan outstanding against Key Managerial Personnel as on date of this Prospectus.

INTEREST OF KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel of our Company have interest in our Company to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business and to the extent of Equity Shares held by them in our Company, if any and dividends payable thereon, if any. Except as disclosed in this Prospectus, none of our key managerial personnel have been paid any consideration of any nature from our Company, other than their remuneration. Except as stated in the heading titled "***Related Party Transactions***" under the Section titled "***Financial Statements as Restated***" beginning on page 132 of this Prospectus and described herein above, our key managerial personnel do not have any other interest in the business of our Company.

CHANGES IN KEY MANAGERIAL PERSONNEL IN THE LAST THREE YEARS

For details of changes in our Managing Director during the last three years, see "***Our Management***" page 98 of this Prospectus.

Set forth below are the changes in our Key Managerial Personnel in the last three years immediately preceding the date of this Prospectus:

Sr. No.	Name	Date of Event	Reason
1.	Mr. Vivek Yogendra Kumar	July 8, 2020	Appointed as Chief Financial Officer
2.	Ms. Sony Devhare	July 7, 2020	Appointed as Company Secretary & Compliance Officer

EMPLOYEES STOCK OPTION SCHEME

Our Company does not have any Employee Stock Option Scheme/ Employee Stock Purchase Scheme as on the date of filing of this Prospectus.

PAYMENT OR BENEFIT TO OFFICERS OF OUR COMPANY

Except as stated in this Prospectus and any statutory payments made by our Company, no non-salary amount or benefit has been paid, in two preceding years, or given or is intended to be paid or given to any of our Company's officers except remuneration of services rendered as Directors, officers or employees of our Company.

Except as stated in the chapter titled "***Financial Statements as Restated***" on page 132 of this Prospectus, none of the beneficiaries of loans and advances and sundry debtors are related to our Company, our Directors, Our Key Managerial Personnel or our Promoter.

ARRANGEMENTS AND UNDERSTANDING WITH MAJOR SHAREHOLDERS

None of our Key Managerial Personnel or Directors has been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others. For more information, please refer chapter titled "***Our History and Certain Other Corporate Matters***" on page 94 of this Prospectus.

OUR PROMOTERS AND PROMOTER GROUP

OUR PROMOTER

The Promoters of our Company are (i) Platinum Power Wealth Advisors Private Limited ("PPWA"), (ii) Mr. Amey Narendra Saxena, (iii) Mr. Ratul Lahiri and (iv) Mr. Vivek Yogendra Kumar. As on the date of this Prospectus, PPWA holds an aggregate of 11,60,000 Equity Shares (which includes 116 Equity Shares held by Nominees on behalf of PPWA), representing 100% of the pre-Issue issued, subscribed and paid-up Equity Share capital of our Company.

For details of the build-up of our Promoters' shareholding in our Company, see the section titled "***Capital Structure***" beginning on page 48 of this Prospectus.

BRIEF PROFILE OF OUR INDIVIDUAL PROMOTERS

MR. AMEY NARENDRA SAXENA

Mr. Amey Narendra Saxena, aged 48 years, is the Promoter of our Company. He has overall work experience of more than two decades including experience in Corporates and Entrepreneurship. He is one of the Founder of PlatinumOne Group. Currently, he is responsible for the overall operations of the Company. He is an IRDA Certified Broker and having Balanced Scorecard Professional and also Certified Executive Coach.

Date of Birth: May 20, 1973

Education Qualification: Bachelor of Engineering from University of Bombay and Post Graduate Diploma in Computer Aided Management from Indian Institute of Management, Calcutta

Nationality: Indian

DIN: 02194001

PAN: ANRPS0206Q

Passport No: Z3055832

Aadhaar Card Number: 2621 4616 2657

Driving License: MH03 20170042312

Occupation: Business

Residential Address: Flat 1001, Wing B, Rustomjee Seasons, Gandhi Nagar, Bandra East, Guru Nanak Hospital, Mumbai – 400051, Maharashtra, India

Name of Bank & Bank Account No.: ICICI Bank & 003201035536

Positions/ posts held in the past: Director

Other Interest:

Directorships Held:

Indian private/ public limited companies

- PlatinumOne Insurance Broking Private Limited
- Purpleribbon Healthcare Services Private Limited

Indian Limited Liability Partnerships

- Careof Healthcare Services LLP

	Other ventures promoted by him: NIL

MR. RATUL LAHIRI

Mr. Ratul Lahiri, aged 43 years, is the Promoter and the Director of our Company. He has more than two decades of work experience. He has worked in corporate for 7 years and in 2008 ventured into entrepreneurship with 2 other colleagues. A seasoned entrepreneur for last 11 years with businesses spread across BPO, Insurance Broking and Sales consulting & training with an employee strength of 600+ and combined annual turnover of 25 Crores per annum. Currently, he is responsible for the overall operations of the Company.

Date of Birth: February 14, 1978

Education Qualification: B.A. in Economics from Rabindra Bharati University, Calcutta.

Nationality: Indian

DIN: 02197443

PAN: ABGPL8078A

Passport No: K3518078

Aadhaar Card Number: 2493 8055 4164

Driving License: NA

Occupation: Business

Residential Address: Flat No. 2201 & 2202, Canary CHS Ltd, Hiranandani Estate, G. B. Road, Thane- 400607, Maharashtra, India

Name of Bank & Bank Account No.: Kotak Mahindra Bank, 06640040000013

Positions / posts held in the past: NIL

Other Interest:

Directorships Held:

Indian private/ public limited companies

- PlatinumOne Wealth Managers Limited
- Platinum Power Wealth Advisors Private Limited
- PlatinumOne Insurance Broking Private Limited
- Purpleribbon Healthcare Services Private Limited
- Motoring Ahead Private Limited

Indian Limited Liability Partnerships

- Careof Healthcare Services LLP

Other ventures promoted by him: NIL

MR. VIVEK YOGENDRA KUMAR

Mr. Vivek Yogendra Kumar, aged 45 years, is the Promoter, the Director and Chief Financial Officer of our Company. He has more than two decades of work experience. He has more than two decades of work experience in Sales Performance Improvement, Sales Strategy & Planning, Sales Training & Sales Management. He is one of the Founder of PlatinumOne Group. He has worked with sales professionals across diverse industries including Banking & Financial Services, Health Care, IT & ITES, e-Commerce, Telecom, Travel, Retail and Education.

Date of Birth: August 03, 1976

Education Qualification: B.Sc. Engineering (Chemical) from the Aligarh Muslim University in the year 1998 and Post-Graduation in Master of Business Economics (Marketing) from Devi Ahilya Vishwavidyalaya, Indore

Nationality: Indian

DIN: 02193081

PAN: AHXPK0460G

Passport No: J5874901

Aadhaar Card Number: 9144 7722 2051

Driving License: UP81 19950001466

Occupation: Business

Residential Address: E-16, Jalvayu Vihar, Sector 21, Gautam Buddha Nagar, Noida 201301, Uttar Pradesh, India

Name of Bank & Bank Account No.: ICICI Bank, 001101015263

Positions / posts held in the past: NIL

Indian private/ public limited companies

- PlatinumOne Wealth Managers Limited
- Platinum Power Wealth Advisors Private Limited
- PlatinumOne Learning Solutions Private Limited
- PlatinumOne Distribution Services Private Limited
- PlatinumOne Insurance Broking Private Limited
- Purpleribbon Healthcare Services Private Limited

Indian Limited Liability Partnerships

- Careof Healthcare Services LLP

Other ventures promoted by him: NIL

BRIEF PROFILE OF OUR CORPORATE PROMOTER

M/s. Platinum Power Wealth Advisors Private Limited, is the Body Corporate promoter and holding company of our company who holds approx. 100% shareholding in our company. The details of holding company are as under:

(a) Brief History of Platinum Power Wealth Advisors Private Limited ("PPWA")

PPWA was incorporated on June 25, 2008, as a private limited company under the Companies Act, 1956 at Registrar of Companies, Mumbai, Maharashtra. As on the date of this Prospectus, PPWA holds 11,60,000 Equity Shares (which includes 116 Equity Shares held by Nominees on behalf of PPWA), representing 100% of the pre-Issue issued, subscribed and paid-up Equity Share capital of our Company. The registered office of PPWA is situated at Unit No.0907 & 0908, Lodha Supremus II, Plot No. F-4, F-4/1, Rd No.22, Wagle Estate, Thane – 400604, Maharashtra, India.

The main objects of PPWA are:

"1. To carry on in India and abroad the business of wealth advisors, comprehensive wealth-management service providers, distribution of financial products and to act as insurance consultants, financial consultants, Investment consultants.

2. To provide consultancy in the field of distribution of financial products including insurance products and investment vehicles and risk management."

Change in Activity:

There has been no change in the business of PPWA since its incorporation.

(b) Board of directors of PPWA

The board of directors of PPWA comprises of:

Sl. No.	Name of Directors	DIN
1.	Mr. Vivek Yogendra Kumar	02193081
2.	Mr. Ratul Lahiri	02197443
3.	Ms. Shilpa Amey Saxena	08174891

(c) Capital structure of PPWA

The authorised share capital of PPWA as on date of Prospectus is ₹52.00 Lakh divided into 5,20,000 equity shares of face value of ₹10.00 each.

Issued, subscribed and paid-up share capital of PPWA as on date of Prospectus is ₹1.75Lakh divided into 17,524 equity shares of face value ₹10.00 each.

(d) Promoter/ Promoter Group Holding of PPWA

The Promoters and Promoter Group holding of PPWA as on the date of filing of this Prospectus are as follows:

Sl. No.	Name of the Promoters and Promoter Group	No. of equity shares	Percentage (%)
1.	Mr. Amey Narendra Saxena	7,591	43.32
2.	Mr. Vivek Yogendra Kumar	3,161	18.04
3.	Mr. Ratul Lahiri	1,300	7.42
4.	PlatinumOne Wealth Managers Limited	5,472	31.23
Total		**17,524**	**100.00**

Details of Corporate Promoter of PPWA

The Corporate Promoter of PPWA is PlatinumOne Wealth Managers Limited holding 31.23% of Equity Share Capital of PPWA.

The Shareholding Pattern of PlatinumOne Wealth Managers Limited as on August 16, 2021 is as follows:

Sl. No.	Name of the Promoters and Promoter Group	No. of equity shares	Percentage (%)
1.	Platinum Power Wealth Advisors Private Limited	73,492	48.99
2.	Mr. Amey Saxena (As a nominee of Platinum Power Wealth Advisors Private Limited)	1	0.00
3.	Mr. Vivek Yogendra Kumar (As a nominee of Platinum Power Wealth Advisors Private Limited)	1	0.00
4.	Mr. Ratul Lahiri (As a nominee of Platinum Power Wealth Advisors Private Limited)	1	0.00

5.	Mr. Ajit Sanap (As a nominee of Platinum Power Wealth Advisors Private Limited)	1	0.00
6.	Mr. Vinod Sudhindra (As a nominee of Platinum Power Wealth Advisors Private Limited)	1	0.00
7.	Mr. Jitesh Khotari (As a nominee of Platinum Power Wealth Advisors Private Limited)	1	0.00
8.	Mr. Vivek Yogendra Kumar	25,238	16.82
9.	Mr. Ratul Lahiri	51,264	34.18
Total		**1,50,000**	**100.00**

The board of directors of PlatinumOne Wealth Managers Limited comprises of:

Sl. No.	Name of Directors	DIN
1.	Mr. Vivek Yogendra Kumar	02193081
2.	Mr. Ratul Lahiri	02197443
3.	Ms. Shilpa Amey Saxena	08174891

(e) Change in control of PPWA

There has been no change in the control of PPWA during the last 3 years preceding the date of this Prospectus.

DECLARATION

We declare and confirm that the details of the permanent account number, passport number and bank account number of our Promoters will be submitted to the Stock Exchange where the Equity Shares are proposed to be listed at the time of filing this Prospectus.

INTEREST OF OUR PROMOTER

Interest in promotion of our Company

Our Promoters are interested in our Company to the extent that they have promoted our Company, to the extent of their respective equity shareholding and the shareholding of their relatives in our Company, for which they are entitled to receive the declared dividend, and other distribution in respect of the Equity Shares held by them or their relatives that may be made by our Company in the future, to the extent of being subscribers to the Memorandum of Association of our Company, to the extent that our Company or Subsidiary have undertaken transactions or business arrangements with our Promoters, or their relatives or entities in which our Promoters hold shares or entities in which our Promoters are members of the board of directors or firms in which relatives of our Promoters hold interest; or to the extent that their relatives are employees of our Company and are paid remuneration by our Company and to the extent reimbursement of expenses payable by our Company. For details pertaining to our Promoters' shareholding, please refer '***Capital Structure***' and '***Our Management***' beginning on page 48 and 98, respectively of this Prospectus.

Interest in the property, land, construction of building, supply of machinery, etc.

Except as mentioned in the chapter titled '***Our Business***' beginning on page 77 of this Prospectus, our Promoters do not have any other interest in any property acquired or proposed to be acquired by our Company in a period of 3 years before filing of this Prospectus or in any transaction by our Company for acquisition of land, construction of building or supply of machinery or any other contract, agreement or arrangement entered into by our Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

Payment or Benefit to the Promoters or Promoter Group in the last 2 years

Except as stated above in "***Our Management***" and "***Financial Statements as Restated***" beginning on pages 98 and 132 respectively of this Prospectus, there has been no amount or benefit paid or given during the preceding two years of filing Prospectus or intended to be paid or given to any Promoter or member of our Promoter Group and no consideration for payment of giving of the benefit.

MATERIAL GUARANTEES GIVEN TO THIRD PARTIES

None of our Promoters have given material guarantees to the third party(ies) with respect to the specified securities of our Company.

LITIGATION INVOLVING OUR PROMOTER

For details relating to legal proceedings involving the Promoter, please refer "***Outstanding Litigation and Material Developments***" beginning on page 174 of this Prospectus.

COMMON PURSUITS

Other than as disclosed in the chapter titled "***Our Group Entities***" beginning on page 126 of this Prospectus, our Promoter does not have any interest in any venture that is involved in any activities similar to those conducted by our Company.

CONFIRMATIONS

- Our Company, our individual Promoter and members of the promoter group are not Willful Defaulters and there are no violations of securities laws committed by our Promoter in the past and no proceedings for violation of securities laws are pending against them.
- None of our Promoters are a Fugitive Economic Offender.
- Our Promoter and members of the Promoter Group have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.
- Our Promoter is not and has never been Promoter, directors or persons 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.
- Except as disclosed in "***Outstanding Litigation and Material Developments***" beginning on page 174 of this Prospectus there is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority during the last five years preceding the date of the Issue against our Promoters.
- Except as disclosed in *"**Financial Statements as Restated**"* beginning on page 132 of this Prospectus, our Promoter is not related to any of the sundry debtors or is not beneficiary of Loans and Advances given by/to our Company.

RELATIONSHIP OF OUR PROMOTERS WITH OUR DIRECTORS

As on the date of the Prospectus, none of our Promoter(s) are related to any of our Company's Directors within the meaning of Section 2 (77) of the Companies Act, 2013.

COMPANIES WITH WHICH OUR PROMOTERS HAVE DISASSOCIATED IN THE PRECEDING THREE YEARS

Except as stated below, as on the date of the Prospectus, none of our Promoter(s) have disassociated with any Companies in the preceding three years.

Sl. No.	Promoter	Name of entity from which disassociated.	Date of disassociation	Reason/ circumstances and terms of disassociation
1.	Mr. Amey Narendra Saxena	NIL	NIL	NIL
2.	Mr. Ratul Lahiri	JLPN Marketing Services Private Limited	March 2, 2020	Resignation
3.	Mr. Vivek Yogendra Kumar	NIL	NIL	NIL

OUR PROMOTER GROUP

Our Promoter Group in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 is as under:

A. ***Natural Persons who form part of our Promoter Group:***

Name of the Promoter	Name of the relative	Relationship with the Promoter
Mr. Amey Narendra Saxena	Ms. Shilpa Saxena	Spouse
	Ms. S L Saxena	Mother
	Mr. Narendra Saxena	Father
	--	Brother(s)
	--	Sister(s)
	--	Son(s)
	Ms. Piya Saxena	Daughter(s)
	Ms. Ruta Jaiprakash Patil	Spouse's Mother
	Mr. Jaiprakash Shripad Patil	Spouse's Father
	--	Spouse's Sister(s)

Name of the Promoter	Name of the relative	Relationship with the Promoter
	Mr. Shailesh Jaiprakash Patil	Spouse's Brother(s)
Mr. Ratul Lahiri	Ms. Trisha Lahiri	Spouse
	Ms. Sipra Lahiri	Mother
	Mr. Sajal Lahiri	Father
	Mr. Sandeep Lahiri	Brother(s)
	--	Sister(s)
	--	Son
	--	Daughter(s)
	Ms. Anjali Mishra	Spouse's Mother
	Mr. Indra Mohan Mishra	Spouse's Father
	Ms. Esha Samanta	Spouse's Sister(s)
	--	Spouse's Brother(s)
Mr. Vivek Yogendra Kumar	Ms. Gargi Kumar	Spouse
	Ms. Neelam Kumar	Mother
	Mr. Yogendra Kumar	Father
	--	Brother(s)
	Ms. Prerna Kumar	Sister(s)
	Mr. Aarush Kumar	Son
	--	Daughter(s)
	Ms. Geeta Pandey	Spouse's Mother
	Mr. Krishna Saran Pandey	Spouse's Father
	--	Spouse's Sister(s)
	Mr. Sheshadri Pandey	Spouse's Brother(s)

B. ***Corporate Entities or Firms forming part of the Promoter Group rate:***

As per Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018, the following entities would form part of our Promoter Group:

Nature of Relationship	Name of the Promoter Entities/ Company
Any Body Corporate in which twenty per cent. or more of the equity share capital is held by the promoter or an immediate relative of the promoter or a firm or Hindu Undivided Family in which the promoter or any one or more of their relative is a member	1. PlatinumOne Wealth Managers Limited 2. HEBENKRAFT 3. Careof Health Care Services 4. Purpleribbon Healthcare Services Private Limited
Any Body corporate in which a body corporate as provided above holds twenty percent or more of the equity share capital.	NIL
Any HUF or firm in which the aggregate shareholding of the promoter and his immediate relatives is equal to or more than twenty percent of the total Capital.	NIL

OUR GROUP ENTITIES

In accordance with the provisions of the SEBI (ICDR) Regulations, for the purpose of identification of "***Group Companies***", our Company has considered those companies as our Group Company with which there were related party transactions as covered under the applicable accounting standards, i.e. Accounting Standard 18 issued by the Institute of Chartered Accountants of India in the Restated Financial Statements of our Company in any of the last three financial years & stub period and such other companies as considered material by our Board. Further, pursuant to a resolution passed by our Board of Directors dated August 03, 2020 for the purpose of disclosure in relation to Group Company in connection with the Issue, there are no other companies, which are considered material by board for which disclosure is required under SEBI (ICDR) Regulation, 2018.

Further, companies which are no longer associated with our Company have not be disclosed as Group Companies.

DETAILS OF THE GROUP COMPANIES

PLATINUMONE DISTRIBUTION SERVICES PRIVATE LIMITED

Name of the Company	PlatinumOne Distribution Services Private Limited
Type of Company	Private Limited Company
Date of Incorporation of the Company	October 16, 2008
CIN of the Company	U74999MH2008PTC187613
Registered Office of the Company	Unit No. 0907 & 0908, Lodha Supremus II, Plot No. F-4 & F-4/1. Rd No. 22, Wagle Estate, Thane- 400604, Maharashtra
Registrar of Companies	RoC, Mumbai, Maharashtra
Nature of Business	Business of distribution of various financial products

Board of Directors of the Company

Sr. No.	Name of the Director	DIN
1.	Mr. Vivek Yogendra Kumar	02193081
2.	Ms. Shilpa Amey Saxena	08174891

Brief details of Audited Financials of PlatinumOne Distribution Services Private Limited

(₹ in Lakh)

Particulars	As on March 31		
	2021	2020	2019
Equity Share Capital	1.00	1.00	1.00
Reserves (excluding revaluation reserve)	113.95	105.74	100.49
Net worth	114.95	106.74	101.49
Sales	1.14	--	--
Other Income	9.12	8.49	8.33
Profit / (loss) after tax	8.21	5.25	4.72
Earnings per share (in ₹)	82.10	52.53	47.23
Diluted Earnings per share (in ₹)	82.10	52.53	47.23
Net Asset Value per share (in ₹)	1149.51	1067.41	1014.87

PLATINUMONE INSURANCE BROKING PRIVATE LIMITED

Name of the Company	PlatinumOne Insurance Broking Private Limited
Type of Company	Private Limited Company
Date of Incorporation of the Company	July 7, 2011
CIN of the Company	U66000MH2011PTC219533
Registered Office of the Company	Unit No. 907, Lodha Supremus II, Road No.22, Wagle Estate, Thane-400604, Mumbai, Maharashtra
Registrar of Companies	RoC, Mumbai, Maharashtra
Nature of Business	Business of Insurance Broking, Risk Managers and Agents

Board of Directors of the Company

Sr. No.	Name of the Directors	DIN
1.	Vivek Yogendra Kumar	02193081
2.	Amey Narendra Saxena	02194001
3.	Ratul Lahiri	02197443

Brief details of Audited Financials of PlatinumOne Insurance Broking Private Limited

(₹ in Lakh)

Particulars	As on March 31		
	2021	2020	2019
Equity Share Capital	184.50	184.50	184.50
Reserves (excluding revaluation reserve)	(102.09)	(114.51)	(125.73)
Net worth	82.41	69.99	58.77
Sales	70.55	52.12	41.94
Other Income	3.14	2.81	1.46
Profit / (loss) after tax	12.42	11.22	3.60
Earnings per share (in ₹)	0.67	0.61	0.20
Diluted Earnings per share (in ₹)	0.67	0.61	0.20
Net Asset Value per share (in ₹)	4.47	3.79	3.18

PLATINUMONE WEALTH MANAGERS LIMITED

Name of the Company	PlatinumOne Wealth Managers Limited
Type of Company	Public Limited Company
Date of Incorporation of the Company	July 31, 2008
CIN of the Company	U74140MH2008PLC185289
Registered Office of the Company	Unit No. 0907 & 0908, Lodha Supremus II, Plot No. F-4 & F-4/1. Rd No. 22, Wagle Estate, Thane- 400604, Maharashtra
Registrar of Companies	Mumbai, Maharashtra
Nature of Business	Business of Managing Wealth and providing risk minimization measures

Board of Directors of the Company

Sr. No.	Name of the Directors	DIN
1.	Mr. Vivek Yogendra Kumar	02193081
2.	Mr. Ratul Lahiri	02197443
3.	Ms. Shilpa Amey Saxena	08174891

Brief details of Audited Financials of PlatinumOne Wealth Managers Limited

(₹ in Lakh)

Particulars	As on March 31		
	2021	2020	2019
Equity Share Capital	15.00	15.00	15.00
Reserves (excluding revaluation reserve)	21.93	23.56	25.11
Net worth	36.93	38.56	40.11
Sales	--	--	--
Other Income	--	0.012	0.019
Profit / (loss) after tax	(1.63)	(1.55)	(1.27)
Earnings per share (in ₹)	(1.09)	(1.03)	(0.84)
Diluted Earnings per share (in ₹)	(1.09)	(1.03)	(0.84)
Net Asset Value per share (in ₹)	24.62	25.71	26.74

PLATINUMONE LEARNING SOLUTIONS PRIVATE LIMITED

Name of the Company	PlatinumOne Learning Solutions Private Limited
Type of Company	Private Limited Company
Date of Incorporation of the Company	July 25, 2008
CIN of the Company	U74140MH2008PTC185096

Registered Office of the Company	Unit No. 0907 & 0908, Lodha Supremus II, Plot No. F-4 & F-4/1. Rd No. 22, Wagle Estate, Thane- 400604, Maharashtra
Registrar of Companies	RoC, Mumbai, Maharashtra
Nature of Business	Business of providing management, consultancy services to Corporates

Board of Directors of the Company

Sr. No.	Name of the Director	DIN
1.	Mr. Vivek Yogendra Kumar	02193081
2.	Ms. Shilpa Amey Saxena	08174891

Brief details of Audited Financials of PlatinumOne Learning Solutions Private Limited

Particulars	As on March 31		
	2021	2020	2019
Equity Share Capital	1.00	1.00	1.00
Reserves (excluding revaluation reserve)	50.11	50.65	50.09
Net worth	51.11	51.65	51.09
Sales	87.65	132.83	186.69
Other Income	2.51	5.28	5.86
Profit / (loss) after tax	(0.54)	0.56	8.11
Earnings per share (in ₹)	(5.42)	5.61	81.13
Diluted Earnings per share (in ₹)	(5.42)	5.61	81.13
Net Asset Value per share (in ₹)	511.07	516.49	510.88

PURPLERIBBON HEALTHCARE SERVICES PRIVATE LIMITED

Name of the Company	Purpleribbon Healthcare Services Private Limited
Type of Company	Private Limited Company
Date of Incorporation of the Company	April 04, 2020
CIN of the Company	U85300MH2020PTC339222
Registered Office of the Company	Office No. 907-908, Lodha Supremus II, Road No. 22, Wagle Estate, Thane- 400604, Maharashtra, India
Registrar of Companies	RoC, Mumbai, Maharashtra
Nature of Business	Business of providing Healthcare and Medical Facilities

Board of Directors of the Company

Sr. No.	Name of the Director	DIN
1.	Mr. Amey Narendra Saxena	02194001
2.	Mr. Vivek Yogendra Kumar	02193081
3.	Mr. Ratul Lahiri	02197443

Brief details of Audited Financials of Purpleribbon Healthcare Services Private Limited

The Company Purpleribbon Healthcare Services Private Limited is incorporated on April 04, 2020, hence the financials of the Company are not available.

Litigations involving group companies

Except as stated in the chapter "***Outstanding Litigation and Material Developments***" on page 174, there are no litigation involving our group companies.

Information regarding significant adverse factors related to the group companies and in particular regarding

- Whether the Company has become a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1995 or is under winding up/insolvency proceedings: None of our Group Companies has become sick or is under winding up/insolvency proceedings

- whether the company has made a loss in the immediately preceding year and if so, the profit or loss figures for the immediately preceding three years: Except as stated in the chapter "***Our Group Entities***" on page 126, none of our group companies has made any loss in the immediately preceding year.

DEFUNCT Companies

None of the group companies had remained defunct and for which application was made to the Registrar of Companies for striking off the name of the company, during the five years preceding the date of filing draft offer document.

Nature and Extent of Interest of Group Companies

a. In Promotion of our Company

   Except as stated in the chapter "***Financial Statements as Restated***" on beginning on page 132 of this Prospectus, none of our group companies any interest in the promotion of our Company.

b. In the properties acquired or proposed to be acquired by our Company in the past three years prior to filing this Prospectus

   Except as stated in the chapter "***Financial Statements as Restated***" on beginning on page 132 of this Prospectus, none of our group companies are interested in the properties acquired or proposed to be acquired by our Company in the past three years prior to filing this Prospectus.

c. In transactions for acquisition of land, construction of building and supply of machinery

   Except as stated in the chapter "***Financial Statements as Restated***" on beginning on page 132 of this Prospectus, none of our group companies are interested in any transaction for the acquisition of land, construction of building and supply of machinery.

Common Pursuits between our Group Companies and our Company

Our Group Companies have common promoter(s) / management.

Related business transactions within the Group Companies and significance on the financial performance of our Company

For more details on Related Business Transaction within the Group Companies and significance on the financial performance of our Company, please refer chapter titled "***Financial Statements as Restated***" on beginning on page 132 of this Prospectus.

Business Interests amongst our Company and Group Company/Associate Company

Other than the transactions discussed in chapter titled "***Financial Statements as Restated***" on beginning on page 132 of this Prospectus, there are no other related business transactions between the Company and Group Company.

Other Confirmations

- None of the securities of our Group Companies are listed on any stock exchange and none of our Group Companies have made any public or right issue of securities in the preceding three years.

- None of the Group Company have been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

- None of the Group Companies/ Entities are a Wilful Defaulter

RELATED PARTY TRANSACTIONS

For details on Related Party Transactions of our Company, please refer to *Annexure- XXVI – Statement of Related Party transactions* as restated of chapter titled "***Financial Statements as Restated***" beginning on page 132 of this Prospectus.

DIVIDEND POLICY

Under the Companies Act, 2013 a company can pay dividends upon a recommendation by our Board of Directors and approval by the shareholders at the general meeting of our Company. The AoA of our Company give our shareholders, the right to decrease, and not to increase, the amount of dividend recommended by our Board of Directors.

The AoA of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. No dividend shall be payable for any financial except out of profits of our Company for that year or that of any previous Financial Year or years, which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013.

Dividends are payable within 30 days of approval by the Equity Shareholders at the annual general meeting of our Company. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the "record date" are entitled to be paid the dividend declared by our Company. Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

Our Company does not have any formal dividend policy for declaration of dividend in respect of the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and may depend on a number of factors, including the results of operations, earnings, Company's future expansion plans, capital requirements and surplus, general financial condition, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Our Company has not declared and/or paid any dividend on Equity Shares since its incorporation.

SECTION IX: FINANCIAL INFORMATION

FINANCIAL STATEMENTS AS RESTATED

Independent Auditor's Report for the Restated Financial Statements of PLATINUMONE BUSINESS SERVICES LIMITED (Formerly PLATINUMONE BUSINESS SERVICES PRIVATE LIMITED)

Auditor's Report on the Restated Statement of Assets and Liabilities as at March 31, 2021, 2020 and 2019, Profit and Loss and Cash Flows for each of the years ended on March 31, 2021, 2020 and 2019 of PlatinumOne Business Services Limited (Formerly PlatinumOne Business Services Pvt. Ltd)(collectively, the "Restated Summary Statements")

The Board of Directors
PlatinumOne Business Services Limited
(Formerly PlatinumOne Business Services Pvt. Ltd)
Unit No.S 907 & 908, Lodha Supremus II
Plot No.F-4 & F-4/1, Rd No.22,
Wagle Estate, Thane
Maharashtra - 400 604
India

Dear Sir,

1. We have examined the attached Restated Financial Information of PlatinumOne Business Services Limited (Formerly PlatinumOne Business Services Pvt. Ltd) (the "Company") which comprises of Restated Summary Statements of Assets and Liabilities as at March 31, 2021, 2020 and 2019(Annexure I), the Restated Summary Statement of Profit and Loss (Annexure II) and the Restated Summary Statement of Cash Flow (Annexure III) for the years ended along with Restated Significant Accounting Policies (Annexure IV) and related notes annexed to this report and prepared by the Company in terms of the Indian GAAP for the purpose of inclusion in the Offer Document (collectively the **"Restated Summary Statements"** or **"Restated Financial Statements")**.These Restated Summary Statements have been prepared by the company and approved by the Board of Directors of the company at their meeting held on August 12, 2021 for the purpose of inclusion in the Prospectus (P) prepared by the Company in connection with the its proposed Initial Public Offering ("IPO") on the SME Platform of BSE Limited prepare in terms of

   a. Section 26 of Part I of Chapter III to the Companies Act, 2013 ("the Act") read with Companies (Prospectus and Allotment of Securities) Rules 2014;
   b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 as amended ("**ICDR Regulations**")
   c. The Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI) as amended from time to time ("Guidance Note").

2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Statement for the purpose of inclusion in the DP to be filed with Securities and Exchange Board of India in connection with the proposed IPO. The Board of Directors of the Company responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Statement. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

3. We have examined such Restated [Standalone] Financial Information taking into consideration:

   a. The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated April 26, 2021 in connection with the proposed IPO of equity shares of the Company;
   b. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
   c. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Statement; and
   d. The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO

4. These Restated Financial Statement have been complied by the management from the Audited Financial Statement as at March 31, 2021, 2020 and 2019 prepared in accordance with accounting principles generally accepted in India and which have been approved by the Board of Directors at their respective meetings held on August 05, 2021, September 04, 2020, and September 24, 2019 respectively

5. For the purpose of our examination, we have relied on the Auditor's Report issued by us dated August 05, 2021, September 04, 2020, and September 24, 2019on the Financial Statement as at and for the years ended March 31, 2021, 2020 and 2019 respectively

6. The Restated Financial Statements have been made after incorporating adjustments for :
   i. The changes, if any, in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all the reporting period /years.
   ii. Prior period and other material amount in the respective financial years to which they relate.
   iii. Such Financial statements do not require any corrective adjustments on account of :
      a. Other remarks/comments in the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub - section (4A) of section 227 of the act, on financial statements of the company as at and for the year ended March 31, 2021.
      b. Extra-ordinary items that need to be disclosed separately in the accounts requiring adjustments.
      c. There are no Auditor's Qualifications for the financial year ended March 31, 2021, 2020 and 2019 which would require adjustments in the Restated Financial Statements of the Company.

7. At the Company's request we have also examined the following Financial Information relating to the Company, which is based on the Restated Financial Statements and approved by the Board of Directors of the Company and annexed to this report, is proposed to be included in the Offer Document. We have also examined the following financial information ("Other Financial Information") proposed to be included in the offer document prepared by the management and approved by the board of directors of the company and annexed to this report:

   - Statement of Share Capital, as restated (Annexure - V)
   - Statement of Reserves & Surplus, as restated (Annexure - VI)
   - Statement of Long Term Borrowings, as restated (Annexure- VII)
   - Statement of Long Term Provision, as restated (Annexure- VIII)
   - Statement of Short Term Borrowings, as restated (Annexure- IX)
   - Statement of Trade Payables, as restated (Annexure- X)
   - Statement of Other Current Liabilities, as restated (Annexure- XI)
   - Statement of Deferred Tax Assets/Liability, as restated (Annexure- XII)
   - Statement of Fixed Assets, as restated (Annexure- XIII)
   - Statement of Long Term Loans & Advances, as restated (Annexure- XIV)
   - Statement of Current Investment, as restated (Annexure- XV)
   - Statement of Trade Receivables, as restated (Annexure- XVI)
   - Statement of Cash and Cash Equivalents, as restated (Annexure – XVII)
   - Statement of Short Term Loans and Advances, as restated (Annexure - XVIII)
   - Statement of Other Current Assets, as restated (Annexure - XIX)
   - Statement of Revenue from Operations, as restated (Annexure – XX)
   - Statement of Other Income, as restated (Annexure – XXI)
   - Statement of Employee Benefit Expenses, as restated (Annexure – XXII)
   - Statement of Finance Cost, as restated (Annexure – XXIII)
   - Statement of Depreciation and Amortization Expense, as restated (Annexure XXIV)
   - Statement of Other Expense, as restated (Annexure – XXV)
   - Statement of Related Party Transactions, as restated (Annexure – XXVI)
   - Statement of Capitalisation, as restated (Annexure – XXVII)
   - Statement of Tax Shelter, as restated (Annexure – XXVIII)
   - Statement of Other Financial Information, as restated (Annexure – XXIX)
   - Statement of Contingent Liabilities, as restated (Annexure – XXX)
   - Statement of Restated Earnings Per Share (Annexure – XXXI)
   - Statement of Reconciliation of Profit After Tax (PAT) as per Audited Financials and Restated Accounts (Annexure – XXXII)
   - Statement of Reconciliation of Equity + Reserve as per Audited Financials and Restated Accounts (Annexure – XXXIII)

8. In our opinion, the RestatedFinancial Statements and the other Financial Information set forth in Annexure I to XXXIII read with the significant accounting policies and notes to the Restated Financial Statements have been prepared in accordance with section 26 of Companies Act, 2013 and the SEBI Regulations and the Guidance Note on the reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI).

9. Consequently, the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As a result of these regrouping and adjustments, the amount reported in the

financial information may not necessarily be the same as those appearing in the respective audited financial statements for the relevant years.

10. This report should not in any way construed as a reissuance or redrafting of any of the previous audit report issued by us nor should this report be construed as new opinion on any of the financial statement referred to therein.

11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

12. This report is intended solely for your information and for inclusion in the Offer document in connection with the Company's proposed IPO of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For Vatsaraj & Co.
Chartered Accountants
Firm's Registration No. 111327W

CA Jwalant Buch
Partner
Membership No. 039033
UDIN:
Mumbai,12th August, 2021

ANNEXURE - I

RESTATED SUMMARY STATEMENT OF ASSET AND LIABILITIES

(Fig. ₹ in Lakhs.)

Particulars	**As at March 31, 2021**	**As at March 31, 2020**	**As at March 31, 2019**
I. EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	116.00	1.00	1.00
Reserve and Surplus (excluding Revaluation Reserves, if any)	539.55	547.00	342.68
Money received against share warrants	-	-	-
Share Application Money Pending Allotment	-	-	-
Non-Current Liabilities			
Long-term Borrowings	37.86	52.87	37.78
Deferred tax Liabilities (Net)	9.90	9.23	11.09
Other Long-term Liabilities	-	-	-
Long-term Provisions	25.24	20.75	13.56
Current Liabilities			
Short-term Borrowings	411.06	444.28	438.84
Trade Payables	60.84	52.78	69.39
Other Current Liabilities	198.69	281.15	240.55
Short-term Provisions	-	-	-
Total	**1,399.13**	**1,409.06**	**1,154.90**
II. Asset			
Non-Current Asset			
Fixed Asset			
(i) Tangible Asset	320.83	337.10	354.39
(ii) Intangible Asset	12.42	34.47	48.19
(iii) Capital Work-In-Progress	-	-	-
(iv) Intangible Asset Under Development	-	-	-
Non-Current Investment	-	-	-
Deferred tax Asset (Net)	-	-	-
Long-term Loan and Advances	214.48	208.55	174.03
Other Non-Current Asset	-	-	-
Current Asset			
Current Investment	-	0.06	0.06
Trade Receivables	809.09	783.55	436.19
Cash and Cash Equivalents	16.22	9.44	129.77
Short-term Loan and Advances	12.34	35.49	11.35
Other Current Asset	13.74	0.41	0.92
Total	**1,399.13**	**1,409.06**	**1,154.90**

Note: - The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure I, II and III.

For Vatsaraj& Co
Chartered Accountants
FRN : 111327W

For and on behalf of the Board of Directors

Amey Saxena
Managing Director
DIN : 0002194001

Ratul Lahiri
Executive Director
DIN : 0002197443

CA Jwalant Buch
Partner

Membership No. 039033

Vivek Kumar
CFO
DIN : 002193081

Sony Hrishikesh Devhare
Company Secretary

Place :Mumbai
Date: 12-08-2021

ANNEXURE - II

RESTATED SUMMARY STATEMENT OF PROFIT AND LOSS			(Fig. ₹ in Lakhs.)
Particulars	**For the year ending on 31.03.2021**	**For the year ending on 31.03.2020**	**For the year ending on 31.03.2019**
Revenue from Operations	2,014.16	2,608.54	1,836.75
Other Income	6.65	9.46	2.49
Total Revenue	**2,020.80**	**2,618.00**	**1839.24**
Expenses:			
Employee benefits expenses	1,044.73	1,464.32	1,036.92
Finance Costs	61.21	78.98	45.13
Depreciation and amortization expense	47.78	56.03	52.43
Other expenses	714.67	736.66	454.80
Total Expenses	**1,868.39**	**2,335.99**	**1,589.27**
Profit before exceptional and extraordinary items and tax (A-B)	**152.42**	**282.01**	**249.97**
Exceptional/Prior Period items	-	-	-
Profit before extraordinary items and tax	152.42	282.01	249.97
Extraordinary items	-	-	-
Profit Before Tax	**152.42**	**282.01**	**249.97**
Provision for Tax			
- Current Tax	44.21	79.55	71.81
- Deferred Tax Liability / (Asset)	0.67	(1.86)	2.49
Short/(Excess) Tax adjustment of prior years	-	-	
Restated profit after tax for the period from continuing operations	**107.55**	**204.32**	**175.66**
Profit/(Loss) from Discontinuing operations	-	-	-
Tax expenses of discontinuing operations	-	-	-
Restated profit for the period	**107.55**	**204.32**	**175.66**

Note: - The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure I, II and III.

For Vatsaraj& Co
Chartered Accountants
FRN : 111327W

CA Jwalant Buch
Partner

Membership No. 039033
Place :Mumbai
Date: 12-08-2021

For and on behalf of the Board of Directors

Amey Saxena
Managing Director
DIN : 0002194001

Ratul Lahiri
Executive Director
DIN : 0002197443

Vivek Kumar
CFO
DIN : 002193081

Sony Hrishikesh Devhare
Company Secretary

ANNEXURE -III

RESTATED SUMMARY STATEMENT OF CASH FLOW

(Fig. ₹ in Lakhs.)

Particulars	For the Year Ended on		
	31.03.2021	**31.03.2020**	**31.03.2019**
CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before tax	152.42	282.01	249.97
Adjustment for:			
Depreciation and amortization expenses	47.78	56.03	52.43
Interest Income		(0.10)	(0.41)
Profit on Sale of Asset	(0.15)	-	-
Finance Costs	58.23	77.31	33.63
Profit/ Loss on sale of Investments	-	-	(0.69)
Sundry Balances written back	-	-	(0.04)
Operating profit before working capital changes	**258.28**	**415.25**	**334.88**
Adjustment for:			
(Increase)/Decrease in Other Current Asset	(13.33)	0.51	(0.88)
Increase/(Decrease) in Trade Payables	8.06	(16.61)	25.72
Increase/(Decrease) in Other Liabilities	(82.46)	40.60	179.97
(Increase)/Decrease in Short-term Loan and Advances	23.15	(24.13)	3.05
Increase/(Decrease) in Long term provision	4.49	7.19	13.56
(Increase)/Decrease in Trade Receivable	(25.54)	(347.36)	(194.83)
Net Adjustments	**(85.63)**	**(339.81)**	**26.58**
Cash generated from / (used in) operations	172.65	75.44	361.46
Income Tax Paid (Net)	(50.04)	(115.56)	(107.58)
Net cash generated from / (used in) operating activities - (A)	**122.61**	**(40.12)**	**253.88**
CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of tangible fixed assets	(10.26)	(25.02)	(76.82)
Purchase/ (Sale) of Investment	0.06	-	7.30
Movement in Loans & Advances (Asset)	(0.10)	1.48	(11.37)
Sale of Fixed Assets	0.95	-	-
Interest Income	-	0.10	0.41
Net cash (used in) Investing Activities - (B)	**(9.36)**	**(23.44)**	**(80.47)**
CASH FLOW FROM FINANCING ACTIVITIES			
Movement in Long Term Borrowings/ Short Term Loan	(48.23)	20.53	(70.80)
Interest Paid	(58.23)	(77.31)	(33.63)
Net cash (used in) / from financing activities- (C)	**(106.46)**	**(56.78)**	**(104.43)**
Net Increase /(decrease) in Cash & Cash Equivalents (A+B+C)	**6.79**	**(120.33)**	**68.98**
Cash and cash equivalents at the beginning of the year	**9.44**	**129.77**	**60.79**
Cash and cash equivalents at the end of the year	**16.22**	**9.44**	**129.77**

Note: - 1.
Components of cash and cash equivalents:

Particulars	**31.03.2021**	**31.03.2020**	**31.03.2019**
Cash on hands	0.66	0.66	0.66
Balances with Banks			
(i) In current accounts	15.57	8.78	4.91
(ii) In fixed deposit accounts with maturity less than 3 months		-	124.20
Total Cash and Cash Equivalents	**16.22**	**9.44**	**129.77**

1. The Cash Flow Statements has been prepared under indirect method as set out in Accounting Standard - 3 on Cash Flow Statement, specified under the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act,2013 ("the Act") read with Rule 7 of Companies (Accounts) Rules,2014).
2. Figures in Brackets represents outflow.
3. The above statement should be read with significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing IV, I and II.

For Vatsaraj & Co
Chartered Accountants
FRN : 111327W

CA Jwalant Buch
Partner

Membership No. 039033
Place :Mumbai
Date: 12-08-2021

For and on behalf of the Board of Directors

Amey Saxena
Managing Director
DIN : 0002194001

Ratul Lahiri
Executive Director
DIN : 0002197443

Vivek Kumar
CFO
DIN : 002193081

Sony Hrishikesh Devhare
Company Secretary

ANNEXURE -IV

Significant Accounting Policies forming part of Restated accounts

1) **Basis of Accounting**

The financial statements are prepared under the historical cost convention, on an accrual basis of accounting. The statement complies with the Accounting Standard prescribed by the ICAI and also complies with the Section 133 of the Companies Act, 2013. The accounts are prepared as a going concern.

2) **Use of Estimates**

The preparation of financial statements required estimates and assumption to be made to the affect the reported amount of assets and liabilities on the date of financial statement and reported amount of revenue and expenses during reporting period. Difference between the actual results and estimate are recognized in the period in which the results are known/ materialized.

3) **Fixed Assets**

Tangible Assets

Tangible Assets are stated at acquisition cost, net of accumulated depreciation & accumulated impairment losses.

Subsequent expenditure related to an item of fixed assets are added to its book value only if they increase the future benefit from the existing asset beyond its previously assessed standard of performance.

Items of fixed assets that have been retired from active use and are held for disposal are stated at the lower of their net book value & net realizable value & are shown separately in the financial statement. Any expected loss is recognized immediately in the statement of Profit & loss.

Losses arising from the retirement of & gain or losses arising from disposal of fixed assets which are carried at cost are recognized in Statement of Profit & loss.

Intangible Assets

Intangible Assets are stated at acquisition cost, net of accumulated depreciation & accumulated impairment losses, if any.

Intangible assets are amortized on a straight line basis over their estimated useful life.

Gain or Losses arising from the retirement or disposal proceeds recognized as Income or expense in Statement of Profit & loss

4) **Depreciation**

Depreciation is provided on Written down Value method (WDV), over the estimated useful life of the assets.

Effective 1st April 2014, the company depreciates its fixed Assets over the useful life in the manner prescribed in Schedule II of the Act, as against the earlier practice of depreciating at the rates prescribed in Schedule XIV of Companies act, 1956.

Depreciation on the Fixed Assets added during the year has been provided on pro - rata basis with reference to the month of addition.

5) **Foreign Currency Transaction**

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities are translated at year end exchange rates.

Exchange differences arising on settlement of transactions and translation of monetary items are recognized as income or expense in the year in which they arise. Exchange differences considered as borrowing cost are capitalized to the extent these relate to the acquisition / construction of qualifying assets and the balance amount is recognized in the Profit & Loss account.

6) **Taxation**

(a) Provision for **Current Taxation** is been made after considering various allowances, deductions and exemptions under the Provisions of Income Tax Act, 1961.

(b) **Deferred Income Taxes** reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.
Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

7) **Revenue Recognition**

Revenue is recognized as per AS- 9 which is issued by ICAI to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. In these case of business the revenue is recognize in the form of commission when the insurance policies accepted by customers.

8) **Provision, Contingent Liabilities and Contingent Assets.**

Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

9) **Preliminary Expenses**

Preliminary Expenses (Company Formation) are written off over a period of 5 years in equal proportion from the date of commercial activity.

10) **Deferred Revenue Expenses**

Office renovation expenses are written off over a period of the lease of the premises on a Straight Line basis.

(Fig ₹ in Lakhs.)

ANNEXURE -V			
DETAILS OF SHARE CAPITAL, AS RESTATED			
1. Statement of Share Capital			
PARTICULARS	**As at March 31, 2021**	**As at March 31, 2020**	**As at March 31, 2019**
Authorized Share Capital 20,000 (As on 31-03-2021 & Before:10,000) Equity shares of Rs. 10 each	200.00	1.00	1.00
Issued, Subscribed & Paid up Share Capital 11,60,000 (As on 31-03-2021 & Before: 10,000) Equity shares of Rs. 10 each	116.00	1.00	1.00
Total	**116.00**	**1.00**	**1.00**

Terms/rights attached to equity shares:

A. The company was having only one class of Equity Shares with par value of Rs. 10 per share. Each holder of Equity shares was entitled to one Vote per share.

B. In the Liquidation of the company, the holders of Equity Shares shall be entitled to receive any of the remaining assets of the Company. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

2. Reconciliation of Shares outstanding at the beginning and at the end of the Period

PARTICULARS	**As at March 31, 2021**	**As at March 31, 2020**	**As at March 31, 2019**
At the beginning of the period	10,000.00	10,000.00	10,000.00
Issued during the year	11,50,000.00		
Redeemed or bought back during the period	-	-	-
Outstanding at the end of the Period	**11,60,000.00**	**10,000.00**	**10,000.00**

3. Details of Shareholders holding more than 5% shares in the company (In terms of No. of Shares Holding):

Particulars	**As at March 31, 2021**	**As at March 31, 2020**	**As at March 31, 2019**
Name of Share Holder	**No of Shares**	**No of Shares**	**No of Shares**
M/s Platinum Power Wealth Advisors Pvt. Ltd	11,60,000	10,000	10,000
Total	**11,60,000**	**10,000**	**10,000**

4. Details of Shareholders holding more than 5% shares in the company (In terms of % Holding)

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Name of Share Holder	**% Holding**	**% Holding**	**% Holding**
M/s Platinum Power Wealth Advisors Pvt. Ltd	100.00	100.00	100.00
Total	**100.00**	**100.00**	**100.00**

ANNEXURE -VI

(Fig ₹ in Lakhs.)

STATEMENT OF RESERVES AND SURPLUS, AS RESTATED

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Reserves and Surplus			
A) Surplus in Profit and Loss account			
Opening Balance	547.00	342.68	167.02
Add: Restated profit/(Loss) for the year	107.55	204.32	175.66
Less: Adjustment for issue of Bonus Shares	115.00		
Total (A)	**539.55**	**547.00**	**342.68**
B) Securities premium account			
Opening Balance	-	-	-
Add - Premium Received	-	-	-
Less: - IPO Exp	-	-	-
Total (B)	**-**	**-**	**-**
Total	**539.55**	**547.00**	**342.68**

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company
2. The above statement should be read with the notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure I, II and III.

ANNEXURE- VII

(Fig ₹ in Lakhs.)

STATEMENT OF LONG-TERM BORROWINGS, AS RESTATED

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Secured:			
Term Loans from Banks	45.81	93.53	50.00
Less: Amount disclosed under the head "Other current liabilities" (Refer ANNEXURE- XI)	7.95	40.66	12.22
Unsecured:	-	-	-
Total	**37.86**	**52.87**	**37.78**

ANNEXURE VII A

NATURE OF SECURITY AND TERMS OF REPAYMENT FOR LONG TERM BORROWINGS INCLUDING CURRENT MATURITIES

A. Unsecured Loan

STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY

Name and relationship of Lender	Sanction Amount/Taken Amount	Rate of interest p.a.	Purpose	Re-payment/ Usance Period	Outstanding Amount (Rs.) as on 31-03-2021 as per books
DCB Bank Limited	45.81	9.25%	Working Capital Term Loan	Repayment in 36 installments of Rs.1,46,209/- each w.e.f. 04.08.2021	45.81
Platinum Power Wealth Advisors Private Limited	460.00	8.00%	Business Loan	On Demand	411.06
Total					**456.87**

ANNEXURE- VIII

STATEMENT OF LONG-TERM PROVISIONS AS RESTATED

Fig.₹ in Lakhs

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Provision for Employee Benefits	25.24	20.75	13.56
Total	**25.24**	**20.75**	**13.56**

ANNEXURE- IX

STATEMENT OF SHORT-TERM BORROWINGS, AS RESTATED

Fig.₹ in Lakhs

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Secured:			
Bank Overdraft	-	216.83	254.59
(Secured Against Immovable property of the Company, rate of Interest 14%p.a. Repayment: On demand / Monthly dropdown by Rs 2,35,000/- for a period of 119 months and last dropdown of 35,000/-			
Vendor Bill Discounting	-	82.81	34.26
(Secured against book debts, rate of interest 11.50%) Repayment: Pay the outstanding amount of this facility or on or before expiry of the period of sanction or any extended date communicated by the bank from time to time.			
Other Loans	-	-	-
Unsecured:			
Loan from Directors: Amey Saxena - Rs 15,88,771, Ratul Lahiri - Rs 14,72,976, Amey Saxena - Rs 40,85,373, Vivek Kumar- Rs 4,07,613 (Interest free Loan from Directors)	-	-	-

Repayment: On demand			
Loan from Holding Company: Platinum Power Wealth Advisors Pvt Ltd Repayment: On demand	411.06	144.65	150.00
Loan from Others	-	-	
Total	**411.06**	**444.28**	**438.84**

ANNEXURE-X			
STATEMENT OF TRADE PAYABLES AS RESTATED			
			Fig.₹ in Lakhs
Particulars	**As at March 31, 2021**	**As at March 31, 2020**	**As at March 31, 2019**
From Micro, Small and Medium Enterprises	-	-	-
From Other Than Micro, Small and Medium Enterprises			
Sundry Creditors for Services	60.84	52.78	69.39
Sundry Creditors for Capital Goods/ Fixed Assets			
Total	**60.84**	**52.78**	**69.39**

Notes:

Trade Payables has been taken as certified by the management of the company.

Based on the information available with the company, no balance is due to any Micro and Small Enterprises as defined under the "Micro, Small and Medium Enterprises Development Act, 2006". Hence relevant information required under section 16 of the said act is not given.

ANNEXURE- XI			
STATEMENT OF OTHER CURRENT LIABILITIES, AS RESTATED			
			(Fig ₹ in Lakhs.)
Particulars	**As at March 31, 2021**	**As at March 31, 2020**	**As at March 31, 2019**
Other Current Liabilities			
Other Statutory Dues	83.05	108.12	75.08
Current Maturities of Long-Term borrowings	7.95	40.66	12.22
Provision for gratuity	1.69	1.52	1.02
Creditor for Expenses	-	1.57	2.13
Book Overdraft	-	8.65	51.75
Other Payables	105.99	120.63	98.35
Total	**198.69**	**281.15**	**240.55**

ANNEXURE-XII

STATEMENT OF DEFERRED TAX (ASSETS/LIABILITIES) AS RESTATED

Fig.₹ in Lakhs

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
WDV as per Companies Act	332.92	371.58	402.58
WDV as per Income Tax Act	291.40	329.73	362.70
Difference in Depreciation	(41.52)	(41.85)	(39.88)
Gratuity Provision	5.94	8.67	-
Total Timing Difference	(35.58)	(33.18)	(39.88)
Tax Rate as per Income Tax	0.28	0.28	0.28
DTA / (DTL)	(9.90)	(9.23)	(11.09)
Net deferred tax liability	**(9.09)**	**(9.23)**	**(11.09)**

DEFERRED TAX ASSETS and LIABILITIES SUMMARY

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Opening Balance of DTA / (DTL)	(9.23)	(11.09)	(8.60)
Less: Provision for the Year	(0.67)	1.86	(2.49)
Closing Balance of DTA / (DTL)	**(9.90)**	**(9.23)**	**(11.09)**

ANNEXURE -XIII

STATEMENT OF FIXED ASSETS, AS RESTATED

Tangible Assets

Fig. ₹ in Lakhs

Particulars	**Building**	**Office Equipment**	**Software**	**Plant and Machinery**	**Furniture & Fixture**	**Motor Car**	**Computers**	**Total**
Gross Block								
As at 31st March 2018	**320.92**	**11.65**	**41.08**	**11.44**	**34.04**	**8.77**	**33.85**	**461.76**
Addition during the year	-	12.64	39.86	0.3	19.27	-	4.75	76.82
Disposal during the year	-	-	-	-	-	-	-	-
As at 31st March 2019	**320.92**	**24.30**	**80.94**	**11.74**	**53.31**	**8.77**	**38.60**	**538.58**
Addition during the year	-	7.03	10.39	-	2.72	-	4.88	25.02
Disposal during the year	-	-	-	-	-	-	-	-
As at 31st March 2020	**320.92**	**31.33**	**91.33**	**11.74**	**56.03**	**8.77**	**43.48**	**563.6**
Addition during the year	-	5.66	-	-	0.51	-	4.10	10.26
Disposal during the year	-	0.95	-	-	-	-	-	0.95
As at 31st March 2021	**320.92**	**36.04**	**91.33**	**11.74**	**56.54**	**8.77**	**47.58**	**572.92**
Depreciation / Amortization								
As at 31st March 2018	**8.18**	**6.75**	**17.55**	**11.22**	**8.56**	**8.25**	**23.06**	**83.57**
Addition during the year	5.35	5.91	15.20	0.07	15.69	0.23	9.98	52.43
Disposal during the year	-							
As at 31st March 2019	**13.53**	**12.66**	**32.75**	**11.29**	**24.25**	**8.47**	**33.04**	**136.00**
Addition during the year	5.35	7.67	24.11	0.16	11.03	0.13	7.57	56.03
Disposal during the year	-	-	-	-	-	-	-	-
As at 31st March 2020	**18.87**	**20.33**	**56.86**	**11.46**	**35.28**	**8.60**	**40.62**	**192.03**
Addition during the year	5.35	6.01	**22.05**	**0.08**	**7.69**	**0.07**	**6.52**	**47.78**
Disposal during the year	-	0.15	-	-	-	-	-	0.15
As at 31st March 2021	**24.22**	**26.20**	**78.91**	**11.54**	**42.97**	**8.68**	**47.14**	**239.66**
Net Block								
As at 31st March 2019	307.40	11.64	48.19	0.45	29.05	0.30	5.56	402.58
As at 31st March 2020	302.05	10.99	34.47	0.29	20.74	0.17	2.86	371.58
As at 31st March 2021	296.70	9.83	12.42	0.20	13.56	0.10	0.44	333.26

ANNEXURE -XIV			
STATEMENT OF LONG -TERM LOANS AND ADVANCES, AS RESTATED			
			(Fig ₹ in Lakhs.)
PARTICULARS	**As at March 31, 2021**	**As at March 31, 2020**	**As at March 31, 2019**
Unsecured, Considered Good unless otherwise stated			
Security Deposit	43.45	43.35	44.84
Advance Tax Net of Provisions	171.03	165.20	129.19
Loans & Advance to related Parties	-	-	-
Total	**214.48**	**208.55**	**174.03**

ANNEXURE -XV			
STATEMENT OF CURRENT INVESTMENTS, AS RESTATED			
PARTICULARS	**As at March 31, 2021**	**As at March 31, 2020**	**As at March 31, 2019**
MF Invest. with ICICI Prudential Money Market Fund	-	0.04	0.04
(FY 2020-21: Units – 0 Market Value 0) (FY 2019-20: Units - 15.519 Market Value Rs. 4,301/-)(FY 2018-19: Units - 15.519 Market Value Rs. 4,016.81/-)			
MF Invest. with ICICI Prudential Money Market Fund - Direct	-	0.02	0.02
(FY 2020-21: Units – 0 Market Value 0) (FY 2019-20: Units - 8.348 Market Value Rs. 2,331/-)(FY 2018-19: Units - 8.348 Market Value Rs. 2,171.82/-)			
Total	**-**	**0.06**	**0.06**

ANNEXURE -XVI			
STATEMENT OF TRADE RECEIVABLES AS RESTATED			
PARTICULARS	**As at March 31, 2021**	**As at March 31, 2020**	**As at March 31, 2019**
Unsecured, Considered good outstanding for a period less than six months			
From Directors/Promoters/ Promoter Group/ Associates/ Relatives of Directors / Group Companies.	-	-	-
Others	558.59	735.29	436.19
Less than 6 months			
Other Debts			
Unsecured, Considered good outstanding for a period more than six months			
From Directors/Promoters/ Promoter Group/Associates/ Relatives of Directors / Group Companies.			
Others	250.50	48.26	-
Total	**809.09**	**783.55**	**436.19**

Notes:

Trade Receivables as on March 31, 2021,2020,2019 has been taken as certified by the management of the company.

As per the view of the management of the company there is no doubtful debt and hence provision for doubtful debts have not been made.

ANNEXURE -XVII			
STATEMENT OF CASH & CASH EQUIVALENTS AS RESTATED			
			(Fig ₹ in Lakhs.)
PARTICULARS	**As at March 31, 2021**	**As at March 31, 2020**	**As at March 31, 2019**
Cash in Hand (As Certified by Management)	0.66	0.66	0.66
Balances with Banks			
- In Current Accounts	15.57	8.78	4.91
-In Bank Deposits (Bank Deposit includes securities given against Bank Borrowing and Bank Guarantee)	-	-	124.20
Total	**16.22**	**9.44**	**129.77**

ANNEXURE -XVIII			
STATEMENT OF SHORT-TERM LOANS AND ADVANCES, AS RESTATED			
PARTICULARS	**As at March 31, 2021**	**As at March 31, 2020**	**As at March 31, 2019**
Unsecured, Considered Good unless otherwise stated			
Security Deposit	4.04	28.04	4.04
Other Advances	8.30	7.44	7.31
Loans & Advance to related Parties	-	-	-
Total	**12.34**	**35.49**	**11.35**

Note:

Other Advances Given have been taken as certified by the management of the company

ANNEXURE -XIX			
			(Fig ₹ in Lakhs.)
STATEMENT OF OTHER CURRENT ASSETS AS RESTATED			
PARTICULARS	**As at March 31, 2021**	**As at March 31, 2020**	**As at March 31, 2019**
Accrued Interest	-	-	0.11
Advance Paid to Suppliers	13.74	0.41	0.81
Total	**13.74**	**0.41**	**0.92**

ANNEXURE -XX			
STATEMENT OF REVENUE FROM OPERATIONS AS RESTATED			
PARTICULARS	**For the year ending on 31.03.2021**	**For the year ending on 31.03.2020**	**For the year ending on 31.03.2019**
(i) Turnover from Sale of Services (Gross)	2,376.93	3,078.07	2,167.36
Less: Taxes	362.77	469.54	330.61
Turnover from Sale of Services (Net)	2,014.16	2,608.54	1,836.75
(ii) Other Operating Income			
*(iii) Turnover in respect of Products not Normally dealt	-	-	-
Total	**2,014.16**	**2,608.54**	**1,836.75**

ANNEXURE XXI			
STATEMENT OF OTHER INCOME AS RESTATED			
PARTICULARS	**For the year ending on 31.03.2021**	**For the year ending on 31.03.2020**	**For the year ending on 31.03.2019**
Related and Recurring Income:			
Interest Income	3.86	6.28	1.02
Rent income	10.5	2.20	0.30
Related and Non-Recurring Income:	-	-	-
Profit/ (Loss) on sale of investments	0.01	-	0.69
Profit/ (Loss) on sale of asset	0.15		
Misc. Income	1.57	0.98	0.44
Sundry Balances Written Back	-	-	0.04
Total	**6.65**	**9.46**	**2.49**
PBT	152.42	282.01	249.97
Other Income as % of PBT	4.36	0.03	0.01

ANNEXURE XXII			
			(Fig ₹ in Lakhs.)
STATEMENT OF EMPLOYEE BENEFIT EXPENSES AS RESTATED			
PARTICULARS	**For the year ending on 31.03.2021**	**For the year ending on 31.03.2020**	**For the year ending on 31.03.2019**
Directors Remuneration	-	-	20.37
Salaries, wages & Bonus	1,042.35	1,437.69	979.80
Staff Welfare expense	2.38	26.63	36.75
Total	**1,044.73**	**1,464.32**	**1,036.92**

ANNEXURE XXIII			
STATEMENT OF FINANCE COSTS AS RESTATED			
PARTICULARS	**For the year ending on 31.03.2021**	**For the year ending on 31.03.2020**	**For the year ending on 31.03.2019**
Interest to Bank	29.16	51.50	14.97
Interest to others	29.07	25.81	18.66
Loan Processing Fee	-	1.46	11.37
Bank Charges	2.98	0.21	0.13
Total	**61.21**	**78.98**	**45.13**

ANNEXURE XXIV			
STATEMENT OF DEPRECIATION AND AMORTISATION EXPENSES AS RESTATED			
PARTICULARS	**For the year ending on 31.03.2021**	**For the year ending on 31.03.2020**	**For the year ending on 31.03.2019**
Depreciation	47.78	56.03	52.43
Total	**47.78**	**56.03**	**52.43**

ANNEXURE XXV

(Fig ₹ in Lakhs.)

STATEMENT OF OTHER EXPENSES AS RESTATED

PARTICULARS	For the year ending on 31.03.2021	For the year ending on 31.03.2020	For the year ending on 31.03.2019
Office Expense	17.36	21.63	13.66
Repairs &Maintenance	1.01	6.60	12.11
Printing & Stationery	0.72	1.68	1.83
Mobile Expense / Telephone	93.61	70.79	47.55
Legal& Professional Fees	161.46	85.04	33.94
Office Rent	221.15	252.61	139.63
Data Base Purchase	1.63	2.36	1.29
Electricity Expenses	41.83	58.22	38.67
Manpower Resourcing Charges	14.66	35.96	39.19
Rates & Taxes	3.19	0.07	0.81
Interest on Other Taxes	5.33	0.92	1.15
Miscellaneous Expenses	4.88	2.60	5.67
Sundry Balance W/off	8.94	0.85	-
Computer Rental & IT Expenses	67.67	120.60	88.97
Travelling & Conveyance	26.58	46.33	13.23
Society Maintenance Charges	26.71	23.73	12.79
Tax Audit Fees	0.33	0.33	0.33
Taxation Matter	2.70	1.12	2.88
Audit Fees	1.10	1.10	1.10
Summer Trainee	13.82	4.14	-
Total	**714.67**	**736.66**	**454.80**

ANNEXURE - XXVI

STATEMENT OF RELATED PARTIES TRANSACTIONS AS RESTATED

(Fig ₹ in Lakhs.)

PARTICULARS	For the year ending on 31.03.2021	For the year ending on 31.03.2020	For the year ending on 31.03.2019
REVENUE ITEMS			
Remuneration to Directors	0.03	-	20.37
Salary to relative of Director	-	22.09	-
Reimbursement Paid	1.46	0.52	13.03
Rent Income	1.05	2.20	0.30
Interest income	-	-	0.17
Miscellaneous Income	0.18		
Interest Paid	26.68	25.81	0.00
NON-REVENUE ITEMS			
Loan Taken	276.82	458.50	524.61
Loan Repaid	10.40	463.85	544.19
Loan given	-	-	0.17
Repayment received against loan given	-	-	5.31
Total	**316.62**	**50.62**	**39.36**

Year wise RPT transactions bifurcated amongst name of related parties

PARTICULARS	For the year ending on 31.03.2021	For the year ending on 31.03.2020	For the year ending on 31.03.2019
Amey Saxena			
Reimbursement paid	1.28	0.20	11.57
Remuneration / Salary	0.03	22.09	20.37
Opening Balance {Cr./(Dr.)}	-	-	56.74
Add: Loan Taken	-	10.00	45.89
Less: Repaid	-	10.00	102.63
Closing Balance {Cr./(Dr)}	**-**	**-**	**-**
Ratul Lahiri			
Reimbursement paid	0.18	0.32	1.46
Opening Balance {Cr./(Dr.)}	-	-	14.73
Add: Loan Taken		-	
Less: Repaid		-	14.73
Closing Balance {Cr./(Dr)}	**-**	**-**	**-**
Platinum Power Wealth Advisory Pvt Ltd			
Interest on Loan	26.68	25.81	4.86

Opening Balance {Cr./(Dr.)}	144.65	150.00	94.03
Add: Loan Taken	276.82	448.50	467.37
Less: Repaid	10.40	453.85	411.41
Closing Balance {Cr./(Dr)}	**411.06**	**144.65**	**150.00**
Vivek Kumar			
Interest on Loan	-	-	**1.50**
Opening Balance {Cr./(Dr.)}	-	-	4.08
Add: Loan Taken	-	-	11.35
Less: Repaid	-	-	15.43
Closing Balance {Cr./(Dr)}	**-**	**-**	**-**
Platinumone Insurance Broking Pvt Ltd			
Interest on Loan given	-	-	0.17
Rent Income	0.30	1.20	0.30
Opening Balance {Cr./(Dr.)}	-	-	5.15
Add: Loan Given	-	-	0.17
Less: Repayment received	-	-	5.31
Closing Balance {Cr./(Dr)}	**-**	**-**	**-**
PlatinumOne Learning Solutions Pvt. Ltd			
Rent Income	0.30	**1.00**	**-**
Purple Ribbon Health Care Services Private Limited			
Rent Income	0.45		
Miscellaneous Income	0.18		

ANNEXURE XXVII	
STATEMENT OF CAPITALISATION AS RESTATED	
PARTICULARS	**Pre-Offer 31.03.2021**
Debt	
- Short Term Debt	411.06
- Long Term Debt	45.81
Total Debt	**456.87**
Shareholders' Fund (Equity)	
- Share Capital	116.00
- Reserves & Surplus	539.55
Total Shareholders' Fund (Equity)	**655.55**
Long Term Debt / Equity (In Ratio)	0.07
Total Debt / Equity (In Ratio)	0.70

Notes:

1. The post issue capitalization will be determined only after the completion of the allotment of Equity Shares.

2. Short term Debts represent which are expected to be paid / payable within 12 months and excludes installment of term loans repayable within 12 months.

3.Long term Debt represent debts other than Short term Debts as defined above but includes installment of term loans repayable within 12 months grouped under other current liabilities.

4. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31/03/2021

ANNEXURE XXVIII			
STATEMENT OF TAX SHELTER AS RESTATED			
Particulars	**As at March 31, 2021**	**As at March 31, 2020**	**As at March 31, 2019**
Net Profit/(Loss) before taxes (A)	152.42	282.01	249.97
Tax Rate Applicable %	0.28	0.28	0.28
Minimum Alternate Taxes (MAT)	0.17	0.21	0.19
Adjustments			
Add: Depreciation as per Companies act	47.78	56.03	52.43
Add: Disallowance U/s 37 of Income Tax Act, 1961	-	-	-
Add: Disallowance U/s 43B of Income Tax Act, 1961	-	-	14.66
Add: Gratuity disallowed	5.94	8.67	-
Add: Income tax penalty	-	1.53	-
Less: Short Term Capital Gain	-	-	(0.69)
Less: Interest on FD	-	(0.10)	(0.41)
Less: Interest on Income Tax Refund	-	(4.19)	-

Less: Allowed U/s 43B	-	-	-
Less: Depreciation as per Income Tax Act, 1961	(47.24)	(58.01)	(58.93)
Net Adjustments**(B)**	6.48	3.94	7.07
Business Income **(A+B)**	158.90	285.95	257.03
Capital Gains			
Sale Proceeds	-	-	7.30
Less: Cost of Acquisition	-	-	6.61
Net capital gain	-	-	0.69
Interest on FD	-	0.10	0.41
Interest on Income Tax Refund	-	4.19	-
Total Taxable Income	158.90	285.95	258.13
Tax Payable as per Normal Rate (C)	**44.12**	**79.55**	**71.81**
Calculation of Book Profit U/s 115JB			
Net Profit/(Loss) before taxes (A)	152.42	282.01	249.97
Add: Depreciation as per Companies act	47.78	56.03	52.43
Less: Depreciation	(47.78)	(56.03)	(52.43)
Book Profit	**152.42**	**282.01**	**249.97**
Tax Payable as per Minimum Alternate Tax U/S 11 JB of the Income Tax Act,1961 (D)	**25.42**	**58.06**	**46.24**
Net Tax - Higher of C &D (E)	**44.21**	**79.55**	**71.81**
Interest payable on above (**F**)	-	-	-
Tax as per Income Tax (E + F)	**44.21**	**79.55**	**71.81**
Tax provision as per restated Statement of Profit & Loss	**44.21**	**79.55**	**71.81**

ANNEXURE -XXIX			
OTHER FINANCIAL INFORMATION			
Particulars	**As at March 31, 2021**	**As at March 31, 2020**	**As at March 31, 2019**
Net Worth **(A)**	655.55	548.00	343.68
Earnings Before Interest, Tax Depreciation and Amortization EBITDA	261.41	417.02	347.52
Restated Profit after tax	107.55	204.32	175.66
Add: Prior Period Item	-	-	-
Adjusted Profit after Tax**(B)**	107.55	204.32	175.66
Number of Equity Share outstanding as on the End of Year/Period **(C)**	11,60,000	10,000	10,000
Weighted average no of Equity shares as on the end of the period year (Post Bonus) **(D)**	11,60,000	11,60,000	11,60,000
Weighted average no of Equity shares as on the end of the period year (Pre-Bonus) **(E)**	10,000	10,000	10,000
Face Value per Share	10.00	10.00	10.00
Restated Basic Earnings Per Share (Post Bonus) (Rs.) **(B/D)**	9.27	17.61	15.14
Restated Basic Earnings Per Share (Pre-Bonus) (Rs.) **(B/E)**	1,075.45	2,043.21	1,756.59
Restated Diluted Earnings Per Share (Post Bonus) (Rs.) **(B/D)**	9.27	17.61	15.14
Restated Diluted Earnings Per Share (Pre-Bonus) (Rs.) **(B/E)**	1,075.45	2,043.21	1,756.59
Return on Net worth (%) **(B/A)**	16.41%	37.28%	51.11%
Net asset value per share (Post Bonus) **(A/D)**	56.51	47.24	29.63
Net asset value per share (Pre-Bonus) **(A/E)**	6,555.49	5,480.03	3,436.82
Adjusted Net asset value per share for bonus issue of equity share **(A/D)**	56.51	47.24	29.63

Notes:

1. The ratios have been Computed as per the following formulas

(i) Basic Earnings per Share

$$\frac{\text{Restated Profit after Tax available to equity shareholders}}{\text{Weighted average number of equity shares outstanding at the end of the year / period}}$$

(ii) Net Asset Value (NAV) per Equity Share

$$\frac{\text{Restated Net worth of Equity Share Holders}}{\text{Number of equity shares outstanding at the end of the year / period}}$$

(iii) Return on Net worth (%)

$$\frac{\text{Restated Profit after Tax available to equity shareholders}}{\text{Restated Net worth of Equity Share Holders}}$$

2. EBITDA represents earnings (or profit/ (loss)) before finance costs, income taxes, and depreciation and amortization expenses. Extraordinary and exceptional items have been considered in the calculation of EBITDA as they were expense items.

3. Net Profit as restated, as appearing in the statement of profit and losses, has been considered for the purpose of computing the above ratios. These ratios are computed on the basis of the restated financial information of the Company.

4. Earnings per share calculations are done in accordance with Accounting Standard 20 "Earning per Share", issued by the Institute of Chartered Accountants of India.

5. During the Financial Year 2020-21 (on 09th June, 2020), the Company has issued and allotted bonus shares of 11,50,000 Equity Shares of Rs. 10 each in the ratio of 1:115 i.e. 115 equity shares fully paid up bonus shares against 1 equity share held by the existing equity shareholders of the company by passing special resolution at board meeting held on 30th May, 2020.

ANNEXURE –XXX

RESTATED SUMMARY STATEMENT OF CONTINGENT LIABILITIES

PARTICULARS	As at		
	31.03.2021	31.03.2020	31.03.2019
Contingent liabilities in respect of:			
Claims against the company not acknowledged as Debts - Income Tax Demand for A.Y. 2010-11 to A.Y. 2012-13	-	-	3.01
Guarantees given on Behalf of the Company			
Guarantees given on Behalf of the Subsidiary Company			
Other moneys for which the Company is contingently liable			
Commitments (to the extent not provided for)			
Estimated number of contracts remaining to be executed on capital account and not provided for			
Uncalled liability on shares and other investments partly paid			
Other commitments			
Total	**-**	**-**	**3.01**

ANNEXURE –XXXI			
Statement of Restated Earnings Per Share			
PARTICULARS	**As at March 31, 2021**	**As at March 31, 2020**	**As at March 31, 2019**
At the beginning of the period No of days outstanding	10,000 365	10,000 365	10,000 365
Bonus Shares issued on 09-06-2020 No of days outstanding Redeemed or bought back during the period	11,50,000 365 -	11,50,000 365 -	11,50,000 365 -
Weighted average no of Equity shares as on the end of the period / year (Post Bonus)	**11,60,000**	**11,60,000**	**11,60,000**
Weighted average no of Equity shares as on the end of the period / year (Pre-Bonus)	**10,000**	**10,000**	**10,000**

ANNEXURE –XXXII			
STATEMENT OF RECONCILIATION OF PROFIT AFTER TAX (PAT) AS PER AUDITED FINANCIALS AND RESTATED ACCOUNTS			
	FY 20-21	**FY 19-20**	**FY 18-19**
PAT as per Audited Financials	**107.50**	**191.61**	**185.49**
ADD: Difference due to Depreciation	-	0.23	(0.23)
ADD: Difference due to Current year tax	0.04	1.20	(21.81)
ADD: Difference due to Deferred tax	-	0.67	12.21
ADD: Difference due to short/excess provision	-	10.62	0.00
Calculated PAT as per Restated Accounts	**107.55**	**204.32**	**175.66**
Actual PAT as per Restated Accounts	**107.55**	**204.32**	**175.66**

ANNEXURE –XXXIII			
STATEMENT OF RECONCILIATION OF EQUITY + RESERVES AS PER AUDITED FINANCIALS AND RESTATED ACCOUNTS			
	FY 20-21	**FY 19-20**	**FY 18-19**
Equity + Reserves as per Audited Financials	**676.89**	**569.39**	**377.78**
ADD: Difference due to Change in PAT as per Restated Accounts	(21.34)	(21.38)	(34.09)
Calculated Equity + Reserves as per Restated Accounts	655.55	548.00	343.68
Actual Equity + Reserves as per Restated accounts	**655.55**	**548.00**	**343.68**

For Vatsaraj& Co
Chartered Accountants
FRN : 111327W

CA Jwalant Buch
Partner
Membership No. 039033
Place :Mumbai
Date: 12-08-2021
UDIN:

For and on behalf of the Board of Directors

Amey Saxena
Managing Director
DIN : 0002194001

Ratul Lahiri
Executive Director
DIN : 0002197443

Vivek Kumar
CFO
DIN : 002193081

Sony Hrishikesh Devhare
Company Secretary

OTHER FINANCIAL INFORMATION

For details on Other Financial Information please refer to "*Annexure - XXIX - Statement of Other Financial Information, as restated*" under chapter titled "***Financial Statements as Restated***" beginning on Page 132 of this Prospectus.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our Financial Statements as Restated which is included in this Prospectus. The following discussion and analysis of our financial condition and results of operations is based on our Financial Statements as Restated, as restated for the years ended March 31, 2021, 2020 and 2019 including the related notes and reports, included in this Prospectus is prepared in accordance with requirements of the Companies Act and restated in accordance with the SEBI Regulations, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. Our Financial Statements, as restated have been derived from our audited statutory financial statements. Accordingly, the degree to which our Financial Statements as Restated will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Indian GAAP, Companies Act, SEBI Regulations and other relevant accounting practices in India.

This discussion contains forward looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these Forward-Looking Statements as a result of certain factors such as those described under chapters titled "Risk Factors" and "Forward Looking Statements" beginning on pages 19 and 13, respectively of this Prospectus.

Our Financial Year ends on March 31 of each year. Accordingly, all references to a particular Financial Year are to the 12 months ended March 31 of that year.

BUSINESS OVERVIEW

Our company is engaged in the business of providing Business Process Management Services. Business Process Management Services (BPMS) has an endless reach in the today's market. In today's business world mid-size companies to large corporate are focusing on out sourcing model for their various activities. India's cost competitiveness in providing IT services, which is approximately 3-4 times cheaper than the US, continues to be the mainstay of its Unique Selling Proposition (USP) in the global sourcing market. Since BPMS being an endless market, we have focused on special area in BPMS which is Customer Acquisition. Our Company provide services to mid-size and large corporates to fulfil their Customer Acquisition needs. Our Company provide services in various industries namely FMCG, Real Estate, Furniture, Insurance, Software etc. Our tailor-made solutions offers customized engagement models to facilitate the ease of doing their business.

Our company provide processes like Lead Conversion, Customer Care, Channel Management, Lead Generation and Loyalty Program being delivered through their Call Centres. Additionally, Sales Enablement as a service delivered through a Team of Domain Experts empowering Sales Partners face to face or digitally. We have a dedicated team of professionals comprising of experienced personnel in every Industry.

PlatinumOne is an Outsourcing company with most processes like Lead Conversion, Customer Care, Channel Management, Lead Generation and Loyalty Program being delivered through their Call Centres. Additionally, Sales Enablement as a service delivered through a Team of Domain Experts empowering Sales Partners face to face or digitally. Below, we have detailed the Call Centre Process.

CALL CENTRE PROCESS: Large and medium corporates who would like to outsource their processes like Lead Conversion, Customer Care, Channel Management, Lead Generation and Loyalty Program approach PlatinumOne. In collaboration with the Client, PlatinumOne articulates the following:

1. Process Design – An optimal process is designed so that the Client's Customers or Channel Partners get a very good experience while interfacing with the PlatinumOne Team and Technology and the Customer's desired purpose whether purchasing a product or resolving a complaint or a query is resolved. The process also has to be designed to deliver a high ROI for the Client. Both Inbound and Outbound calling is done. An SOP note defines the process flow, data movement, people competencies needed, MIS formats and last but not the least, the SLAs.

2. People –Frontline Employees called Agents are selected and hired based on needed competencies and aptitude. They are taken through rigorous training by a Trainer and then certified. Once the Agents start tele-calling, they are coached and supervised by a Team Leader to deliver the required SLAs and output targets. A Quality Auditor listens to calls to provide quality feedback to the Agents. In case of a new product or areas of improvement, the Trainer provides training as required. The Team Leader, Trainer and Quality Auditor are part of the Supervisory cadre. A Process Manager manages one or more processes, interfaces with the Client, defines the process and guides the Supervisors and Agents as needed.

3. Technology – The key technology used in a Call Centre is a Dialer software along with an appropriate CRM. PlatinumOne works with high quality Dialers and CRMs where the Vendors provide a good level of support. The data to be called is either fetched by the Dialer through web services (APIs) or uploaded. There are various calling modes like Predictive or Preview that are used based on the speed and accuracy needed. The Agents login to the Dialer through a PC and a Headset and start attending calls. The Dialer records all the calls. The CRM works in tandem with the Dialer and records Customer and Transaction information.

4. Infrastructure – The Centre provides a good ambience for the Employees and also a high-quality infrastructure to ensure Zero Downtime for Clients. The Employees are provided an AC office with a workstation, PC and Headset. They are provided water, tea and canteen facilities. The Supervisory team along with the HR Team ensures a fun atmosphere leading to high productivity and low attrition. The office is in a good quality building and transport to and from the railway station is provided. To ensure Zero Downtime, PlatinumOne invests in high quality infrastructure. Redundant leased lines ensure constant internet, multiple UPS systems and a DG provides continuous electricity regardless of supply from the power company. The servers are always bought of a good brand. Noise cancellation headsets ensure good quality of conversation. PRI lines are procured from multiple telecom providers so that backup options are available. Switches ensure that any fault is isolated and does not disrupt overall operations. The IT and Administration team is always on guard to trouble shoot in case of any issue despite precautions.

All in all, there is high focus on ensuring a highly professional level of service delivery with high ROI to our clients.

Some of our Prestigious clients are Godrej Properties, Godrej Interio, Edelweiss Tokio Life, Tally, Lodha Group, Hafele, Reliance Nippon, Capital foods. We provide them with Lead Conversion, Customer Care, Channel Management, Lead Generation and Loyalty Program being delivered through our Call Centres.

We have our registered office and working station located at Unit No. 0907 & 0908, Lodha Supremus II, Plot No. F-4 & F-4/1, Rd No.22, Wagle Estate, Thane-400604, Maharashtra, India having a combined total area of approximately 2340 sq. ft. as on date of filing of Prospectus. Apart from this the company has also expanded its operations to other cities of the country and have its offices at Delhi and Kolkata.

Our Company is promoted by Platinum Power Wealth Advisors, Mr. Amey Narayan Saxena, Mr. Ratul Lahiri and Mr. Vivek Yogendra Kumar who are the guiding force behind all the strategic decisions of our Company. Our Promoters have corporate and Entrepreneurial Experience. The promoters are the frontline force behind the company, they are leading the company from the front in departments like Business development, Sales, Human resource. Promoters collectively have an experience of around 6 decades in the field of marketing and sales. Promoters are successfully catering the needs of corporates through Business Process Management services for more than a decade. Their industry knowledge and understanding also gives us the key competitive advantage enabling us to expand our geographical and customer presence in existing as well as target markets, while exploring new growth avenues.

We are always committed to fulfil the requirements of our clientele according to their needs. In order to meet these requirements, we have adapted to best measure in the industry for quality management systems. We believe that we carry out extensive research, training and upgradation of technology to maintain the standard and quality of our services We are providing services that ensures customer satisfaction. We believe that we have long-term and stable relationships developed over the years with our key customers through the quality of services we provide.

Our Company was originally incorporated as PlatinumOne Wealth Advisors Private Limited on July 30, 2008 at Mumbai, Maharashtra as a private limited company under the Companies Act, 1956 with the Registrar of Companies, Maharashtra, Mumbai. Pursuant to a special resolution passed by the shareholders of the Company at the Extra Ordinary General Meeting held on January 20, 2015, our Company's name was changed to PlatinumOne Business Services Private Limited. A Certificate of Incorporation pursuant to change of name was issued on February 13, 2015 by the Registrar of Companies, Mumbai. Subsequently, our Company was converted into Public Limited Company pursuant to Shareholders resolution passed at the Extraordinary General Meeting of our Company held on July 08, 2020 and the name of our Company was changed to "PlatinumOne Business Services Limited" and a Fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company dated July 30, 2020 was issued by Registrar of Companies, Mumbai, being Corporate Identification Number U67190MH2008PTC185240.

Our total revenue increased from₹1,839.24 Lakh in Fiscal 2019 to ₹2,020.81 Lakh in Fiscal 2021, representing a growth of 109.87%. Our EBIDTA decreased from ₹342.52 Lakh in Fiscal 2019 to ₹261.41 Lakh in Fiscal 2021, representing a decline of 24.78%. Our Restated PAT decreased from ₹175.66 Lakh in Fiscal 2019 to ₹107.54 Lakh in Fiscal 2021, representing a decline of 38.78%.

Significant developments subsequent to the last financial year

In the opinion of the Board of Directors of our Company, since the date of the last financial statements disclosed in this Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months.

- The Board of our Company has approved to raise funds through initial public offering in the meeting held on May 27, 2020.
- The members of our company approved proposal of Board of Directors to raise funds through initial public offering in the extra ordinary general meeting held on May 30, 2020.
- During the Financial Year 2020-21 (on June 09, 2020), our Company has issued and allotted bonus shares of 11,50,000 Equity Shares of Rs.10/- each in the ratio of 1:115 i.e. 115 equity shares fully paid-up bonus shares against 1 equity share held by the existing equity shareholders of the company by passing special resolution at board meeting held on May 30, 2020.

- Our Company, PlatinumOne Business Services Private Limited was converted into Public Limited Company consequent to change of name from PlatinumOne Business Services Limited and a Fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company dated July 30, 2020 was issued by Registrar of Companies, Mumbai, being Corporate Identification Number U67190MH2008PTC185240.

Factors affecting our results of operations

Our company's future results of operations could be affected potentially by the following factors:

- Quality Service
- Experienced Management Team
- Superior Process Solutions
- Quality Assurance and Standards
- Excellent Infrastructure and Technology
- Progressive Employer
- Needs of customers

Our Significant Accounting Policies and Notes

1. **Basis of Accounting**

   The financial statements are prepared under the historical cost convention, on an accrual basis of accounting. The statement complies with the Accounting Standard prescribed by the ICAI and also complies with the Section 133 of the Companies Act, 2013. The accounts are prepared as a going concern.

2. **Use of Estimates**

   The preparation of financial statements required estimates and assumption to be made to the affect the reported amount of assets and liabilities on the date of financial statement and reported amount of revenue and expenses during reporting period. Difference between the actual results and estimate are recognized in the period in which the results are known/ materialized.

3. **Fixed Assets**

   Tangible Assets

   Tangible Assets are stated at acquisition cost, net of accumulated depreciation & accumulated impairment losses.

   Subsequent expenditure related to an item of fixed assets are added to its book value only if they increase the future benefit from the existing asset beyond its previously assessed standard of performance.

   Items of fixed assets that have been retired from active use and are held for disposal are stated at the lower of their net book value & net realizable value & are shown separately in the financial statement. Any expected loss is recognized immediately in the statement of Profit & loss.

   Losses arising from the retirement of & gain or losses arising from disposal of fixed assets which are carried at cost are recognized in Statement of Profit & loss.

   Intangible Assets

   Intangible Assets are stated at acquisition cost, net of accumulated depreciation & accumulated impairment losses, if any.

   Intangible assets are amortized on a straight-line basis over their estimated useful life.

   Gain or Losses arising from the retirement or disposal proceeds recognized as Income or expense in Statement of Profit & loss

4. **Depreciation**

Depreciation is provided on Written down Value method (WDV), over the estimated useful life of the assets.

Effective 1st April 2014, the company depreciates its fixed Assets over the useful life in the manner prescribed in Schedule II of the Act, as against the earlier practice of depreciating at the rates prescribed in Schedule XIV of Companies act, 1956.

Depreciation on the Fixed Assets added during the year has been provided on pro - rata basis with reference to the month of addition.

5. Foreign Currency Transaction

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities are translated at year end exchange rates.

Exchange differences arising on settlement of transactions and translation of monetary items are recognized as income or expense in the year in which they arise. Exchange differences considered as borrowing cost are capitalized to the extent these relate to the acquisition / construction of qualifying assets and the balance amount is recognized in the Profit & Loss account.

6. Taxation

(a) Provision for Current Taxation is been made after considering various allowances, deductions and exemptions under the Provisions of Income Tax Act, 1961.

(b) Deferred Income Taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.
Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

7. Revenue Recognition

Revenue is recognized as per AS- 9 which is issued by ICAI to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. In these case of business the revenue is recognize in the form of commission when the insurance policies accepted by customers.

8. Provision, Contingent Liabilities and Contingent Assets.

Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

9. Preliminary Expenses

Preliminary Expenses (Company Formation) are written off over a period of 5 years in equal proportion from the date of commercial activity.

10. Deferred Revenue Expenses

Office renovation expenses are written off over a period of the lease of the premises on a Straight-Line basis.

Discussion on Results of Operation

The following discussion on results of operations should be read in conjunction with the Audited Financial Results of our Company for the financial years ended March 31, 2021, 2020 and 2019.

Overview of revenue and expenditure

Revenue and Expenditure

Total Revenue: Our total revenue comprises of revenue from operations and other income.

Revenue from operations: Our revenue from operations comprises of BPO – Service Income.

Other Income: Our Other income comprises Rent income, Interest income, Profit on Sale of Investment, Profit on Sale of Assets and Misc. Income.

Expenses: Our expenses comprise of Employee Benefit Expenses, Finance cost, Depreciation and amortisation expenses and other expenses.

Our employee benefit expense consists of salaries, wages & Bonus to staff and staff welfare expenses.

Our finance costs comprise of interest on loan from banks, interest on unsecured loan, loan processing fees and bank charges.

Depreciation and amortisation expenses: Tangible and intangible assets are depreciated over periods corresponding to their estimated useful lives. Depreciation includes depreciation charged on tangible assets and intangible assets.

Other expenses: Other expenses mainly include Rent, Electricity Charges, Mobile/Telephone Expenses, Manpower Resourcing Charges, Office expenses, Computer Rental & IT Expenses, Legal & Professional Fees, Travelling & Conveyance, Printing & Stationery, Society Maintenance Charges, Audit Fees, Rates & Taxes, Interest on Taxes, Miscellaneous expenses etc.

Results of Operations

The following table sets forth select financial data from our financial statements as restated of profit and loss for financial years ended March 31, 2021, 2020 and 2019 the components of which are also expressed as a percentage of total revenue for such periods:

(₹ in Lakh)

Particulars	**31-03-2021**	***% of total income***	**31-03-2020**	***% of total income***	**31-03-2019**	***% of total income***
Revenue from Operations	2,014.16	*99.67%*	2,608.54	*99.64%*	1,836.75	*99.86%*
Other income	6.65	*0.33%*	9.46	*0.36%*	2.49	*0.14%*
Total Revenue (A)	**2,020.81**	**100.00%**	**2,618.00**	**100.00%**	**1,839.24**	**100.00%**
Expenses:						
Employee benefits expense	1,044.73	*51.70%*	1,464.32	*55.93%*	1,036.92	*56.38%*
Other expenses	714.67	*35.37%*	736.66	*28.14%*	454.80	*24.73%*
Total Expenses (B)	**1,759.40**	**87.06%**	**2,200.98**	**84.07%**	**1,491.72**	**81.11%**
Earnings Before Interest, Taxes, Depreciation & Amortization (C=A-B)	**261.41**	***12.94%***	**417.02**	***15.93%***	**347.52**	***18.89%***
Finance costs (D)	61.21	*3.03%*	78.98	*3.02%*	45.13	*2.45%*
Depreciation and amortization expenses (E)	47.78	*2.36%*	56.03	*2.14%*	52.43	*2.85%*
Profit before exceptional items, extraordinary items and tax (F=C-D-E)	**152.42**	***7.54%***	**282.01**	***10.77%***	**249.95**	***13.59%***
Tax Expenses						
- Current & Earlier Tax	44.21	*2.19%*	79.55	*3.04%*	71.81	*3.90%*
- Deferred Tax	0.67	*0.03%*	-1.86	*-0.07%*	2.49	*0.14%*
Tax Expense for The Year (G)	**44.88**	***2.22%***	**77.69**	***2.97%***	**74.30**	***4.04%***
Restated profit after tax from Continuing Operations (H=F-G)	**107.54**	***5.32%***	**204.32**	***7.80%***	**175.66**	***9.55%***

COMPARISON OF FY 2020-21 WITH FY2019-20

Income

Total Revenue: Our total revenue decreased by 22.81% to ₹2,020.81 Lakh for the financial year 2020-21 from ₹2,618.00 Lakh for the financial year 2019-20 due to the factors described below:

Revenue from operations

Our revenue from operations decreased by 22.79% to ₹2,014.16 Lakh for the financial year 2020-21 from ₹2,608.54 Lakh for the financial year 2019-20. The decrease was entirely due to decrease in BPO – Service income affected during pandemic.

Other income: Our other income decreased by 29.70% to ₹6.65 Lakh for the financial year 2020-21 from ₹9.46 Lakh for the financial year 2019-20. The increase was mainly due to interest income, rent income & misc. income.

Expenses

Our total expenses excluding finance cost, depreciation and tax expenses decreased by 20.06% to ₹1,759.40 Lakh for the financial year 2020-21 from ₹2,200.98 Lakh for the financial year 2019-20 due to the factors described below: -

Employee benefits expenses

Our employee benefit expenses decreased by 28.65% to ₹1,044.73 Lakh for the financial year 2020-21 from ₹1,464.32 Lakh for the financial year 2019-20. The decrease was due to decrease in salary, wages, bonus & staff welfare and number of employees.

Finance costs

The finance cost decreased by 22.50% to ₹61.21 Lakh for the financial year 2020-21 from ₹78.98 Lakh for the financial year 2019-20. The decrease was mainly due to increase in term loan.

Depreciation and amortization expense

The depreciation increased by 14.72% to ₹47.78 Lakh for the financial year 2020-21 from ₹56.03 Lakh for the financial year 2019-20. The decrease was in line with the sage of fixed assets.

Other expenses

Our other expenses decreased by 2.99% to ₹714.67 Lakh for the financial year 2020-21 from ₹736.66 Lakh for the financial year 2019-20 which is 35.37% and 28.14% of the total revenue of respective years. The decrease was mainly due to decrease in Office Expenses, Repairs & Maintenance, Printing & Stationery, Rent, Electricity Expenses, Manpower Resourcing Charges, Computer Rental & IT Expenses, Travelling & Conveyance which was partially set-off wit increase in Mobile/Telephone Expenses, Legal & Professional Fees, Rates & Taxes, Interest on Statutory Dues, Miscellaneous Expenses, Sundry Balances Written Off, Society Maintenance Charges.

Profit before tax

Our profit before tax decreased by 45.95% to ₹152.42 Lakh for the financial year 2020-21 from ₹282.01 Lakh for the financial year 2019-20. The decrease was mainly due to the factors described above.

Tax expenses

Our tax expenses for the financial year 2020-21 amounted to ₹44.88 Lakh as against tax expenses of ₹77.69 Lakh for the financial year 2019-20. The net decrease of ₹32.81 Lakh is on account of decrease in Current Tax Liability.

Profit after tax

Our profit after tax decreased by 47.37% to ₹107.54 Lakh for the financial year 2020-21 from ₹204.32 Lakh for the financial year 2019-20, reflecting a net decrease of ₹96.78 Lakh due to aforementioned reasons.

COMPARISON OF FY 2019-20 WITH FY2018-19

Income

Total Revenue: Our total revenue increased by 42.34% to ₹2,618.00 Lakh for the financial year 2019-20 from ₹1,839.24Lakh for the financial year 2018-19 due to the factors described below:

Revenue from operations

Our revenue from operations increased by 42.02% to ₹2,608.54 Lakh for the financial year 2019-20 from ₹1,836.75 Lakh for the financial year 2018-19. The increase was entirely due to increase in BPO – Service income.

Other income: Our other income increased by 279.92% to ₹9.46 Lakh for the financial year 2019-20 from ₹2.49 Lakh for the financial year 2018-19. The increase was mainly due to interest income, rent income & misc. income.

Expenses

Our total expenses excluding finance cost, depreciation and tax expenses increased by 47.55% to ₹2,200.98 Lakh for the financial year 2019-20 from ₹1,491.72 Lakh for the financial year 2018-19 due to the factors described below: -

Employee benefits expenses

Our employee benefit expenses increased by 41.22% to ₹1,464.32 Lakh for the financial year 2019-20 from ₹1,036.92 Lakh for the financial year 2018-19. The increase was due to increase in salary, wages, bonus & staff welfare and number of employees.

Finance costs

The finance cost increased by 75.01% to ₹78.98 Lakh for the financial year 2019-20 from ₹45.13 Lakh for the financial year 2018-19. The increase was mainly due to increase in term loan.

Depreciation and amortization expense

The depreciation increased by 6.87% to ₹56.03 Lakh for the financial year 2019-20 from ₹52.43 Lakh for the financial year 2018-19. The increase was mainly due to addition in fixed assets.

Other expenses

Our other expenses increased by 61.97% to ₹736.66 Lakh for the financial year 2019-20 from ₹454.80 Lakh for the financial year 2018-19 which is 28.14% and 24.73% of the total revenue of respective years. The increase was mainly due to increase in telephone expenses, legal & professional fees, office rent, data base purchase, electricity expenses, computer rental & IT expenses, travelling & conveyance and society maintenance charges.

Profit before tax

Our profit before tax increased by 12.82% to ₹282.01 Lakh for the financial year 2019-20 from ₹249.96 Lakh for the financial year 2018-19. The increase was mainly due to the factors described above.

Tax expenses

Our tax expenses for the financial year 2019-20 amounted to ₹77.69 Lakh as against tax expenses of ₹74.30 Lakh for the financial year 2018-19. The net increase of ₹3.39 Lakh is on account of increase in Current Tax Liability.

Profit after tax

Our profit after tax increased by 16.32% to ₹204.32 Lakh for the financial year 2019-20 from ₹175.66 Lakh for the financial year 2018-19, reflecting a net increase of ₹28.66 Lakh due to aforementioned reasons.

Other Key Ratios

The table below summaries key ratios in our Restated Financial Statements for the financial years ended March 31, 2021, 2020 and 2019:

Particulars	For the year ended March 31,		
	2021	2020	2019
Fixed Asset Turnover Ratio	6.28	7.74	5.18
Debt Equity Ratio	0.74	1.02	1.46
Current Ratio	1.27	1.07	0.77

Fixed Asset Turnover Ratio: This is defined as revenue from operations divided by total fixed assets excluding capital work in progress and intangible assets, based on Financial Statements as Restated.

Debt Equity Ratio: This is defined as total debt divided by total shareholder funds. Total debt is the sum of long-term borrowings, short-term borrowings and current maturities of long-term debt, based on Financial Statements as Restated.

Current Ratio: This is defined as current assets divided by current liabilities, based on Financial Statements as Restated.

Cash Flows

The table below summaries our cash flows from our Restated Financial Statements for the financial years 2021, 2020 and 2019:

(₹ in Lakh)

Particulars	For the year ended March 31,		
	2021	**2020**	**2019**
Net cash (used in)/ generated from operating Activities	122.61	(40.12)	253.88
Net cash (used in)/ generated from investing Activities	(9.36)	(23.44)	(80.47)
Net cash (used in)/ generated from financing Activities	(106.46)	(56.78)	(104.43)
Net increase/ (decrease) in cash and cash Equivalents	6.79	(120.33)	68.98
Cash and Cash Equivalents at the beginning of the period	9.44	129.77	60.79
Cash and Cash Equivalents at the end of the Period	16.22	9.44	129.77

Operating Activities

Financial year 2020-21

Our net cash generated from operating activities was ₹122.61 Lakh for the financial year 2020-21. Our operating profit before working capital changes was ₹258.28 Lakh for the financial year 2020-21 which was primarily adjusted against increase in other current assets by ₹113.33 Lakh, increase in trade payables by ₹8.06 Lakh, decrease in other current liabilities by ₹82.46 Lakh, increase in long term provisions by ₹4.49 Lakh, decrease in short term loans & advances by ₹23.15 Lakh, increase in trade receivable by ₹25.54 Lakh and tax payment of ₹50.04 Lakh.

Financial year 2019-20

Our net cash used in operating activities was ₹40.12 Lakh for the financial year 2019-20. Our operating profit before working capital changes was ₹415.25 Lakh for the financial year 2019-20 which was primarily adjusted against decrease in other current assets by ₹0.51 Lakh, decrease in trade payables by ₹16.61 Lakh, increase in other current liabilities by ₹40.60 Lakh, increase in long term provisions by ₹7.19 Lakh, increase in short term loans & advances by ₹24.13 Lakh, increase in trade receivable by ₹347.36 Lakh and tax payment of ₹115.56 Lakh.

Financial year 2018-19

Our net cash generated from operating activities was ₹253.88 Lakh for the financial year 2018-19. Our operating profit before working capital changes was ₹334.88 Lakh for the financial year 2018-19 which was primarily adjusted against
increase in other current asset by ₹0.88 Lakh, increase in trade payables by ₹25.72 Lakh, increase in other current liabilities by ₹179.97 Lakh, decrease in short term loans & advances by ₹3.05 Lakh, increase in long term provisions by ₹13.56 Lakh, increase in trade receivable by ₹194.83 Lakh and tax payment of ₹107.58 Lakh.

Investing Activities

Financial year 2020-21

Our net cash used in investing activities was ₹9.36 Lakh for the financial year 2020-21. These was on account of purchase of fixed assets of ₹9.31 Lakh, sale of investment of ₹0.06 and advancement of loans of ₹0.10 Lakh.

Financial year 2019-20

Our net cash used in investing activities was ₹23.44 Lakh for the financial year 2019-20. These was on account of purchase of fixed assets of ₹25.02 Lakh, decrease in security deposit of ₹1.48 Lakh and interest income of ₹0.10 Lakh.

Financial year 2018-19

Our net cash used in investing activities was ₹80.47 Lakh for the financial year 2018-19. These was on account of purchase of fixed assets of ₹76.82 Lakh, sale of investment of ₹7.30 Lakh, increase in security deposit of ₹11.37 Lakh and interest income of ₹0.41 Lakh.

Financing Activities

Financial year 2019-20

Net cash flow used in financing activities for the financial year 2020-21 was ₹106.46 Lakh which was primarily on account of decrease of borrowings from bank and related parties of ₹48.23 Lakh and interest expenses of ₹58.23 Lakh.

Financial year 2019-20

Net cash flow used in financing activities for the financial year 2019-20 was ₹56.78 Lakh which was primarily on account of increase of borrowings from bank and related parties of ₹20.53 Lakh and interest expenses of ₹77.31 Lakh.

Financial year 2018-19

Net cash flow used in financing activities for the financial year 2018-19 was ₹104.43 Lakh which was primarily on account of repayment of borrowings from bank and related parties of ₹70.80 Lakh and interest paid of ₹33.63 Lakh.

Financial Indebtedness

As on March 31, 2021, the total outstanding borrowings of our Company is ₹456.87 Lakh. For further details, refer to the chapter titled "***Statement of Financial Indebtedness***" beginning on page 173 of this Prospectus.

(₹ in Lakh)

Particulars	As at March 31, 2021
Secured Loans from Banks	-
Unsecured Loans from Banks	45.81
Short Term Borrowings	411.06
Total	**456.87**

Related Party Transactions

Related party transactions with our promoters, directors and their entities and relatives primarily relate to purchase and sale of products. For further information, please refer to the chapter titled "***Financial Statements as Restated***" on page 132 of this Prospectus.

Contingent Liabilities

The following table sets forth our contingent liabilities as of March 31, 2021, 2020 and March 31, 2019:

(₹ in Lakh)

Particulars	As on March 31, 2021	As on March 31, 2020	As on March 31, 2019
Other Moneys for which company is contingently liable- Income Tax Demand for A.Y. 2010-11 to A.Y. 2012-13	Nil	Nil	3.01
Total	**Nil**	**Nil**	**3.01**

It is not practical for our Company to estimate the timings of cash outflow, if any in respect of above-mentioned contingent liabilities. For further details, refer chapter titled "***Financial Statements as Restated***" beginning on page 132 of this Prospectus.

Off-Balance Sheet Items

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

Qualitative Disclosure about Market Risk

Financial Market Risks

Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk. We are exposed to interest rate risk, inflation and credit risk in the normal course of our business.

Interest Rate Risk

Our financial results are subject to changes in interest rates, which may affect our debt service obligations and our access to funds.

Effect of Inflation

We are affected by inflation as it has an impact on the raw material cost, wages, etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

Credit Risk

We are exposed to credit risk on monies owed to us by our customers. If our customers do not pay us promptly, or at all, we may have to make provisions for or write-off such amounts.

Reservations, Qualifications and Adverse Remarks

Except as disclosed in chapter titled "***Financial Statements as Restated***" beginning on page 132 of this Prospectus, there have been no reservations, qualifications and adverse remarks.

Details of Default, if any, Including Therein the Amount Involved, Duration of Default and Present Status, in Repayment of Statutory Dues or Repayment of Debentures or Repayment of Deposits or Repayment of Loans from any Bank or Financial Institution.

Except as disclosed in chapter titled "***Financial Statements as Restated***" beginning on page 132 of this Prospectus, there have been no defaults in payment of statutory dues or repayment of debentures and interest thereon or repayment of deposits and interest thereon or repayment of loans from any bank or financial institution and interest thereon by the Company.

FACTORS THAT MAY AFFECT THE RESULTS OF THE OPERATIONS

Unusual or infrequent events or transactions

There are no transactions or events, which in our best judgment, would be considered unusual or infrequent that have significantly affected operations of the Company.

Significant economic changes that materially affected or are likely to affect income from continuing operations

There are no significant economic changes that materially affected Company's operations or are likely to affect income from continuing operations. Any slowdown in the growth of Indian economy or future volatility in global commodity prices, could affect the business including the future financial performance, shareholders' funds and ability to implement strategy and the price of the Equity Shares.

Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations

Other than as disclosed in the chapter titled "***Risk Factors***" beginning on page 19 of this Prospectus to our knowledge, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

Future changes in relationship between costs and revenues in case of events such as future increase in labour or material cost or prices that will cause material change

According to our knowledge, there are no future relationship between cost and income that would be expected to have a material adverse impact on our operations and revenues. However, increase in the cost of the goods in which the Company deals, will affect the profitability of the Company. Further, the Company may not be able to pass on the increase in prices of the services to the customers in full and this can be offset through cost reduction.

The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased prices

The increase in revenue is by and large linked to increase in volume of all the activities carried out by the Company.

Total turnover of each major industry segment in which the Issuer Company operates

Our Company is primarily engaged in engaged in the business of providing Business Process Management Services and provide processes like Lead Conversion, Customer Care, Channel Management, Lead Generation and Loyalty Program being delivered through our Call Centres.

Relevant industry data, as available, has been included in the chapter titled "***Industry Overview***" beginning on page 68 of this Prospectus.

The extent to which business is seasonal

Our Company's business is seasonal. The business of the Company depends upon the Growth potential of the economy and growth of the country.

Any significant dependence on a single or few suppliers or customers

The % of Contribution of our Company's customer and supplier vis-a-vis the total revenue from operations and expenses respectively as on March 31, 2021 is as follows:

Particulars	Customers	Suppliers
Top 5 (%)	77.73	68.92
Top 10 (%)	92.96	85.96

Competitive Conditions

We have competition with Indian and international IT & BPM companies and our results of operations could be affected by competition in the IT & BPM industry in India and international market in the future. We expect competition to intensify due to possible new entrants in the market, existing competitors further expanding their operations and our entry into new markets where we may compete with well-established unorganized companies/ entities. This we believe may impact our financial condition and operations. For details, please refer to the chapter titled "***Risk Factors***" beginning on page 19 of this Prospectus.

Increase in income

Increases in our income are due to the factors described above in in this chapter under "*Factors Affecting Our Results of Operations*" and chapter titled "***Risk Factors***" beginning on page 19 of this Prospectus.

Status of any Publicly Announced New Business Segments

Except as disclosed elsewhere in the Prospectus, we have not announced and do not expect to announce in the near future any new business segments.

CAPITALIZATION STATEMENT

The details on Capitalization Statement as follows:

(₹ in Lakh)

PARTICULARS	Pre-Issue as March 31, 2021	Adjusted for the post-issue#
Total borrowings	**456.87**	**456.87**
Current borrowings	411.06	411.06
Non-Current borrowings (including current maturity)	45.81	45.81
Total Equity	**655.55**	**1,044.16**
Equity Share Capital	116.00	158.24
Reserves and Surplus	539.55	885.92
Total Capital	**1,112.42**	**1,501.03**
Ratio: Non-Current borrowings /Total equity	**0.17**	**0.05**

 # As per the final proposed number of Equity Shares (4,22,400) post IPO and assuming full subscription, increase share capital by ₹42,24,000/- and securities premium of ₹3,46,36,800/- (included in Reserve and surplus) on account of the proposed Issue.

STATEMENT OF FINANCIAL INDEBTEDNESS

Brief details on the financial indebtedness of the "PLATINUMONE BUSINESS SERVICES LIMITED" as on March 31, 2021 is as under:

Long Term Borrowings (Unsecured Loan):

Name of Lender	Date of Sanction	Purpose	Sanctioned Amount (₹in Lakh)	Rate of interest	Repayment Period	Outstanding amount (₹ in Lakh)
DCB Bank Ltd	August 10, 2020	Working Capital Term Loan	45.81	9.25%	Repayable in 36 installments of Rs. 1,46,209/- each, w.e.f August 04, 2021	45.81
	From Banks					**45.81**

Short Term Borrowings (Unsecured Loan):

Name of Lender	Date of Sanction	Purpose	Sanctioned Amount (₹in Lakh)	Rate of interest	Repayment Period	Outstanding amount (₹ in Lakh)
Platinum Power Wealth Advisors Pvt. Ltd.	May 02, 2019	Business Loan	460.00	8.00% p.a.	On demand	411.06
	From Body Corporate					**411.06**

SECTION X: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no:

(i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) disciplinary action including penalty imposed by SEBI or stock exchanges in the last five financial years including outstanding action; (iv) claims relating to direct and indirect taxes; and (v) Material Litigation (as defined below); involving our Company, Directors or Promoters.

Our Board, in its meeting held on August 03, 2020, determined that Outstanding Litigation involving our Company, its Subsidiaries, its Directors, its Promoters and Group Companies shall be considered material if:

(i) the monetary amount of claim by or against the entity or person in any such pending matter exceeds Rs. 10 Lakh; and

(ii) the Board or any of its committees shall have power and authority to determine suitable materiality threshold for the subsequent financial year on the aforesaid basis or any basis as may be determine by the Board or any of its committees ("Material Litigation").

Our Board, in its meeting held on August 03, 2020 determined that outstanding dues to the small-scale undertakings and other creditors exceeding Rs. 10 Lakh of the Company's trade payables for the last audited financial statements shall be considered as material dues for the Company. ("Material Dues").

Details of outstanding dues to creditors (including micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006) as required under the SEBI (ICDR) Regulations have been disclosed on our website at http://www.platinumone.in/.

Our Company, its Directors and Promoters are not Wilful Defaulters and there have been no violations of securities laws in the past or pending against them.

CONTINGENT LIABILITIES OF OUR COMPANY

As on the date of this Prospectus, there are no Contingent Liabilities in our Company except,

PARTICULARS	As at		
	31.03.2021	31.03.2020	31.03.2019
Contingent liabilities in respect of: Claims against the company not acknowledged as Debts - Income Tax Demand for A.Y. 2010-11 to A.Y. 2012-13	-	-	3.01

For further details regarding the same, please refer the section titled ***'Financial Information'*** beginning on page 132 of this Prospectus.

LITIGATIONS INVOLVING OUR COMPANY

LITIGATIONS AGAINST OUR COMPANY

CRIMINAL LITIGATIONS

Nil

ACTIONS BY REGULATORY OR STATUTORY AUTHORITIES

Nil

TAXATION MATTERS

A. Direct Tax

As per website of Income Tax the following e-proceedings are shown as pending with 'open' status. However the amount has not been mentioned and cannot be crystallised:

Assessment Year	Proceeding Name	Opt for e-Proceeding	Proceeding Status	Action
2018-19	Adjustment u/s 143(1)(a)	Yes	Pending	Add/View Authorized Representative [AR]
2017-18	Adjustment u/s 143(1)(a)	Yes	Pending	Add/View Authorized Representative
2017-18	Adjustment u/s 143(1)(a)	Yes	Pending	Add/View Authorized Representative [AR]
2017-18	Adjustment u/s 143(1)(a)	Yes	Pending	Add/View Authorized Representative [AR]
2014-15	First Appeal Proceedings	Yes	Open	Add/View Authorized Representative
-	Issue Letter	Yes	Open	Add/View Authorized Representative [AR]

B. Income Tax

As per website of Income Tax Department for outstanding tax demand, following defaults in payment of Income Tax by the Company are still outstanding:

Amount (₹ In Rupees)

Assessment Year	Section Code	Demand Identification Number	Date on which demand is raised	No of Defaults	Outstanding Demand (in ₹)
2011-12	143(3)	2013201110016021785C	January 28, 2014	1	2,520
Total					**2,520**

C. **TDS**

As per TDS Reconciliation Analysis and Correction Enabling System (TRACES), website of Income Tax for TDS, following defaults are showing for payment of TDS by the Company:

Sr. No.	Financial Year	Total Default (in ₹)
1.	Prior Years_2011-12	3,01,300.00
Total		3,01,300.00*

**As per management representation, the default amount has been paid by company and the same is not updated Traces website.*

OTHER MATTERS BASED ON MATERIALITY POLICY OF OUR COMPANY:

Nil

LITIGATIONS FILED BY OUR COMPANY

CRIMINAL LITIGATIONS

Nil

OTHER MATTERS BASED ON THE MATERIALITY POLICY OF THE COMPANY

Nil

LITIGATIONS INVOLVING PROMOTERS OTHER THAN DIRECTORS OF OUR COMPANY

LITIGATIONS AGAINST OUR PROMOTERS OTHER THAN DIRECTORS

CRIMINAL LITIGATIONS

Nil

ACTION BY REGULATORY OR STATUTORY AUTHORITIES

Nil

DISCIPLINARY ACTION INCLUDING PENALTY IMPOSED BY SEBI OR STOCK EXCHANGE AGAINST OUR PROMOTERS IN THE LAST FIVE FINANNCIAL YEARS

Nil

TAXATION MATTERS

A. Direct Tax

As per website of Income Tax Department for outstanding tax demand, following defaults in payment of Income Tax by our Promoters are still outstanding:

Amount (₹ In Rupees)

Assessment Year	Section Code	Demand Identification Number	Date on which demand is raised	No of Defaults	Outstanding Demand (in ₹)
Platinum Power Wealth Advisors Private Limited					
2017-18	143(1)(a)	2018201737020868372C	14/06/2018	1	1,140
Total					**1,140**

OTHER MATTERS BASED ON MATERIALITY POLICY OF OUR COMPANY

Nil

LITIGATIONS FILED BY OUR PROMOTERS OTHER THAN DIRECTORS OF OUR COMPANY

CRIMINAL LITIGATIONS

Nil

OTHER MATTERS BASED ON MATERIALITY POLICY OF OUR COMPANY

Nil

LITIGATIONS INVOLVING DIRECTORS OF OUR COMPANY

LITIGATIONS AGAINST DIRECTORS OF OUR COMPANY

CRIMINAL LITIGATIONS

Nil

ACTION BY REGULATORY AND STATUTORY AUTHORITIES:

Nil

TAXATION MATTERS

A. Direct Tax

As per website of Income Tax the following e-proceedings are shown as pending with ‘open’ and ‘Submitted’ status. However, the amount has not been mentioned and cannot be crystallised:

Assessment Year	Proceeding Name	Opt for e-Proceeding	Proceeding Status	Action
Mr. Amey Narendra Saxena				
2015-16	Defective Notice u/s 139(9)	Yes	Pending	Add/View Authorized Representative
Mr. Peshwa Acharya				
2019-20	Adjustment under 143(1)(a)	Yes	Pending	Add/View Authorized Representative
2018-19	Adjustment under 143(1)(a)	Yes	Pending	Add/View Authorized Representative
2018-19	Adjustment under 143(1)(a)	Yes	Pending	Add/View Authorized Representative
2017-18	Adjustment under 143(1)(a)	Yes	Pending	Add/View Authorized Representative
2017-18	Adjustment under 143(1)(a)	Yes	Pending	Add/View Authorized Representative
2016-17	Defective Notice u/s 139(9)	Yes	Pending	Add/View Authorized Representative
2016-17	Defective Notice u/s 139(9)	Yes	Pending	Add/View Authorized Representative
2014-15	Defective Notice u/s 139(9)	Yes	Pending	Add/View Authorized Representative

B. Income Tax

As per website of Income Tax Department following defaults in payment of Income Tax by the Directors are shown to be outstanding:

Amount (₹ In Rupees)

Assessment Year	Section Code	Demand Identification Number	Date on which demand is raised	No of Defaults	Outstanding Demand (in ₹)
Amey Narendra Saxena					
2010-11	143(1)(a)	2011201010064167401T	30/11/2011	1	3,97,360
Vivek Yogendra Kumar					
2018-19	143(1)(a)	2018201837063815754T	30/01/2019	1	5,930
Ratul Lahiri					
2019-20	143(1)(a)	2019201937109737371T	19/02/2020	1	21,540
Total					**4,24,830**

OTHER MATTERS BASED ON MATERIALITY POLICY OF OUR COMPANY

Nil

LITIGATIONS FILED BY DIRECTOR/S OF OUR COMPANY

CRIMINAL LITIGATIONS

Nil

OTHER MATTERS BASED ON MATERIALITY POCILY OF OUR COMPANY

Nil

LITIGATIONS INVOLVING OUR SUBSIDIARY COMPANY

Our Company has no Subsidiary Company.

LITIGATIONS INVOLVING OUR GROUP ENTITIES

LITIGATIONS AGAINST OUR GROUP ENTITIES

CRIMINAL LITIGATIONS

Nil

ACTION BY REGULATORY OR STATUTORY AUTHORITIES

Nil

TAXATION MATTERS

A. Direct Tax

As per website of Income Tax the following e-proceedings are shown as pending with 'open' and 'Submitted' status. However, the amount has not been mentioned and cannot be crystallised:

Assessment Year	Proceeding Name	Opt for e-Proceeding	Proceeding Status	Action
PlatinumOne Distribution Services Private Limited				
-	Issue Letter	Yes	Open	Add/View Authorized Representative [AR]
PlatinumOne Wealth Managers Limited				
-	Recovery Process	Yes	Open	Add/View Authorized Representative [AR]
PlatinumOne Learning Solutions Private Limited				
2017-18	Adjustment u/s 143(1)(a)	Yes	Pending	-
2019-20	Adjustment u/s 143(1)(a)	Yes	Pending	Add/View Authorized Representative [AR]
-	Issue Letter	Yes	Open	Add/View Authorized Representative [AR]
Platinumone Insurance Broking Private Limited				
2012-13	Defective Notice u/s 139(9)	Yes	Pending	Add/View Authorized Representative [AR]

B. Income Tax

As per website of Income Tax Department following defaults in payment of Income Tax by the Directors are shown to be outstanding:

Assessment Year	Section Code	Demand Identification Number	Date on which demand is raised	No of Defaults	Outstanding Demand (in ₹)
PlatinumOne Distribution Services Private Limited					
2013-14	143(3)	201520131001014663C	05/03/2016	1	39,780
PlatinumOne Learning Solutions Private Limited					
2013-14	220(2)	2020201337003543145C	17/05/2020	1	44,781
PlatinumOne Wealth Managers Limited					
2011-12	143(3)	2013201110014308550C	30/12/2013	1	1,36,160
Total					**2,20,721**

C. **TDS**

As per TDS Reconciliation Analysis and Correction Enabling System (TRACES), website of Income Tax for TDS, following defaults are showing for payment of TDS by the Company:

Sr. No.	Financial Year	Total Default (in ₹)
PlatinumOne Learning Solutions Private Limited		
1.	Prior Years	92,030.00
2.	2010-11	10.00
3.	2012-13	20.00
4.	2013-14	24390.00
5.	2016-15	8430.00

6.	2016-17	54,980.00
7.	2017-18	17,690.00
8.	2018-19	1,20,190.00
9.	2019-20	56,160.00
10.	2020-21	34,800.00
PlatinumOne Wealth Managers Limited		
11.	Prior Years	2,700.00
12.	2008-09	2,700.00
PlatinumOne Insurance Broking Private Limited		
13.	Prior Years	1,03,690.00
14.	2020-21	4,400.00
15.	2019-20	320.00
16.	2016-17	67,760.00
17.	2017-18	18,400.00
18.	2018-19	3,670.00
19.	2013-14	4,180.00
20.	2015-16	32,020.00
PlatinumOne Distribution Services Private Limited		
21.	Prior Years	75,240.00
22.	2016-17	10.00
23.	2013-14	40.00
24.	2014-15	47,360.00
25.	2015-16	9,050.00
26.	2010-11	18,500.00
27.	2012-13	290.00
Total		**7,99,040.00**

The said demands are still pending.

OTHER MATTERS BASED ON MATERIALITY POLICY OF OUR COMPANY

Nil

LITIGATIONS FILED BY OUR GROUP ENTITIES

CRIMINAL LITIGATIONS

Nil

OTHER MATTERS BASED ON MATERIALITY POLICY OF OUR COMPANY

Nil

MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET

Except as mentioned under the chapter — "***Management Discussion and Analysis of Financial Condition and Result of Operation***" beginning on page 161 of this Prospectus, there have been no material developments, since the date of the last audited balance sheet.

OUTSTANDING DUES TO MICRO, SMALL & MEDIUM ENTERPRISES OR ANY OTHER CREDITORS

As on March 31, 2021, our Company had a total 56 Creditors with an amount of ₹ 60.84 Lakh. In accordance with our Company's materiality policy dated August 03, 2020. Our Company has 1 Material Creditors.

Our Company has 6 MSME creditors.

Below are the details of the Creditors where outstanding amounts as on March 31, 2021:

S. No.	Particular	Balance as on March 31, 2021 (₹ In Lakh)
1.	Total Outstanding dues to Micro, Small & Medium Enterprises	13.89
2.	Total Outstanding dues to creditors other than Micro, Small & Medium Enterprises	46.94
Total		**60.83**

For complete details about the outstanding dues to the creditors of our Company, please see website of our Company website http://www.platinumone.in/.

GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities. Our Company undertakes to obtain all material approvals and licenses and permissions required to operate our present business activities. It must, however, be distinctly understood that in granting the approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf.

Following statements set out the details of licenses, permissions and approvals obtained by the Company under various central and state legislations for carrying out its business activities.

The Company has its business located at the following locations:

Registered Office:

Unit Nos. 0907 & 0908, Lodha Supremus II, Plot No. F-4 & F-4/1, Rd No.22, Wagle Estate, Thane- 400604, Maharashtra India.

Corporate Office:

1. Unit No. A1 B1, 9th Floor B Wing, Ashar IT Park, 16Z Road, Thane, Thane, Maharashtra-400604 India.

The objects clause of the Memorandum of Association enables our Company to undertake its present business activities. The approvals required to be obtained by our Company include the following:

I. APPROVALS FOR THE ISSUE

Corporate Approvals

The following approvals have been obtained or will be obtained in connection with the Issue:

a. Our Board of Directors have pursuant to a resolution passed at its meeting held on May 27, 2020 authorized the Issue, subject to the approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013 and such other authorities as may be necessary.

b. The Issue of Equity Shares has been authorized by a special resolution adopted pursuant to Section 62(1) (c) of the Companies Act, 2013 by Special Resolution in an Extra Ordinary General Meeting held on May 30, 2020.

ISIN Number

The Company's International Securities Identification Number (“ISIN”) is INE0DTJ01015.

Lender Consent

Our Company has received the consent letter from the following:

1. NOC dated August 16, 2021 from Platinum Power Wealth Advisors Private Limited;

2. NOC dated August 12, 2021 from DCB Bank Limited

II. APPROVALS OBTAINED BY OUR COMPANY

S. No.	NATURE OF LICENSE/APPROVAL	REGISTRATION/ LICENSE NO.	ISSUING AUTHORITY	DATE OF GRANT	VALIDITY
INCORPORATION RELATED APPROVALS					
1.	Certificate of Incorporation in the name of “PlatinumOne Wealth Advisors Private Limited”	U67190MH2008PTC185240	Assistant Registrar of Companies, Mumbai	July 30, 2008	One Time Registration

S. No.	NATURE OF LICENSE/APPROVAL	REGISTRATION/ LICENSE NO.	ISSUING AUTHORITY	DATE OF GRANT	VALIDITY
2.	Fresh Certificate of Incorporation upon consequent change of name from "PlatinumOne Wealth Advisors Private Limited" to "PlatinumOne Business Services Private Limited"	U67190MH2008PTC185240	Deputy Registrar of Companies, Mumbai	February 13, 2015	One Time Registration
3.	Fresh Certificate of Incorporation consequent upon change of name of our Company from "PlatinumOne Business Services Private Limited" to "PlatinumOne Business Services Limited"	U67190MH2008PLC185240	Registrar of Companies	July 30, 2020	One Time Registration
TAX RELATED APPROVALS					
1.	Permanent Account Number ("PAN")	AAECP7726P	Income Tax Department	July 30, 2008	One Time Registration
2.	Certificate of Registration under Goods and Services Tax Act, 2017 for Maharashtra	27AAECP7726P1ZP	GST Department, Government of India	April 12, 2019	One Time Registration
3.	Certificate of Registration under Goods and Services Tax Act, 2017 for West Bengal	19AAECP7726P1ZM	GST Department, Government of India	July 14, 2017	One Time Registration
4.	Tax Deduction Account Number ("TAN")	MUMP25790C	Income Tax Department	September 27, 2008	One Time Registration

BUSINESS RELATED APPROVALS					
CENTRAL					
1.	Udyog Aadhaar Registration Certificate	MH33E0001950	MSME (Ministry of Micro, Small & Medium Enterprises)	December 24, 2015	Valid till Cancelled
2.	Certificate of Registration under Employees' Provident Fund and Miscellaneous Provisions Act, 1952	M.H/BAN/125122	Regional Provident Fund Commissioner, Maharashtra	Date: November 26, 2008 With effect from: October 01, 2008	Valid till Cancelled
STATES					
Uttar Pradesh					
1.	Certificate of Registration under Goods and Services Tax Act, 2017 for Uttar Pradesh	09AAECP7726P1ZN	GST Department, Government of India	July 14, 2017	One Time Registration
Maharashtra					
2.	Registration Certificate under the Bombay Shops & Establishment Act, 1948 for Unit No.1 Wing B 3rd Floor, Ashar IT Park, Road No.16, Wagle Estate, Thane (W) Maharashtra.	*1710200310973699	Labour Department, Maharashtra	July 19, 2017	-
3.	Registration Certificate under the Bombay Shops & Establishment Act, 1948 for Unit no. 907 and 908, B wing, Lodha Supremus, Road No. 22, Near New Passport Office, Wagle Estate, Thane (Municipal Corporation.), Thane, 400604	Application ID: 106111512003	Office of the Deputy Commissioner of Labour, Thane	Date of Commencement of Business: July 22, 2020	-
4.	Certificate of Registration under the Maharashtra State Tax on Professional, Trades, Calling and Employment Act, 1975	*27885211274P	Professional Tax Officer), Professional Tax Division, Mumbai	October 20, 2018	-
5	Certificate of Enrolment under the Maharashtra State Tax on Professional, Trades, Calling and Employment Act, 1975	*99491647927P	Professional Tax Officer), Professional Tax Division, Mumbai	October 10, 2008	-

West Bengal					
1.	Certificate of Registration under The West Bengal State Tax on Professions, Trades, Callings and Employments Rules, 1979	*No. 191000312540 Old No. RCS0062243	Kolkata South Range	Date: December 31, 2014 Valid with effect from August, 2013	-
3.	Certificate of Enrolment under The West Bengal State Tax on Professions, Trades, Callings and Employments Rules, 1979	*No. 192002413526 Old No. ECS0280259	Kolkata South Range	Date: December 29, 2014	-
At the time of filing of Draft Prospectus, our Company had a branch office at D-23, SuperMart 2, DLF-IV, Gurgaon, Haryana, 122009. However, with effect from March 31, 2021 and at 5th Floor, 509, Naurang House, Kasturba Gandhi Marg, New Delhi-110001, Delhi, India, with effect from July 31, 2021 the operations in these branch offices have been stopped and the branch offices has been closed. Therefore, in view of the same we have removed all the Licenses/Approvals with respect to the Haryana branch office and Delhi branch office taken by our Company. *The Business-related registration are in the previous name of the Company i.e. PlatinumOne Wealth Advisors Private Limited. The Company is in the process of name change from PlatinumOne Wealth Advisors Private Limited to PlatinumOne Business Services Limited.					

III. CERTIFICATES

S. No.	Nature of Certificate/License	Registration No.	Issuing Authority	Date of Grant	Validity
1.	Certificate of Registration in recognition of the organization's Information Security Management System	ISO 27001:2013	Scheme Manager, United Registrar of Systems	January 09, 2017	August 17, 2023

IV. APPROVALS OBTAINED/APPLIED IN RELATION TO INTELLECTUAL PROPERTY RIGHTS:

S. No.	Trademark/Word	Trademark No.	Trademark Type	Registration/ Application Date	Status/ Validity
1.	PlatinumOne	1710947	Device	July 16, 2008	*Registered

***** *The said trademark is registered in the name of our holding company i.e. Platinum Power Wealth Advisors Private Limited.*

Our Company has obtained the NoC from the holding company as the trademark being used by our Company.

V. THE DETAILS OF DOMAIN NAME REGISTERED ON THE NAME OF THE COMPANY:

SL No.	Domain Name and ID	Sponsoring Registrar and ID	Creation Date	Expiry Date
1.	http://www.platinumone.in/ Domain ID: **D4304146-IN**	**Net 4 India Limited** **IANA ID: 1007**	**June 29, 2010**	**June 29, 2022**

VI. MATERIAL LICENSES / APPROVALS FOR WHICH OUR COMPANY IS YET TO APPLY:

Nil

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The Issue in terms of this Prospectus has been authorized pursuant to the resolution passed by the Board of Directors dated May 27, 2020 and by the shareholders pursuant to the special resolution passed in Extra-Ordinary General Meeting dated May 30, 2020 under Section 62(1)(c) of the Companies Act, 2013.

Our Company has obtained in-principle approval from the BSE SME for using its name in the Prospectus pursuant to an approval letter dated October 05, 2020 from BSE Limited is the Designated Stock Exchange.

PROHIBITION BY SEBI OR OTHER GOVERNMENTAL AUTHORITIES

Neither Company, nor our Directors, our Promoter or the relatives (as defined under the Companies Act) of Promoter and our Promoter Group have been declared as willful defaulter(s) by the RBI or any other governmental authority. Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

We confirm that our Company, Promoter, Promoter Group or Directors have not been prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

- Neither our Promoter, nor any of our Directors or persons in control of our Company are / were associated as promoter, directors or persons in control of any other Company which is debarred from accessing or operating in the capital markets under any order or directions made by the SEBI or any other regulatory or Governmental Authorities.

- None of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as Promoter or director.

- Neither our Promoter nor any of our Directors is declared as Fugitive Economic Offender.

- Neither our Company, nor our Promoter, relatives (as defined under the Companies Act, 2013) of our Promoter nor our Directors, are Wilful Defaulters.

PROHIBITION BY RBI

Neither our Company, nor our Promoter, our Directors, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a willful defaulter by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided under chapter titled "***Outstanding Litigation and Material Developments***" beginning on page 174 of the Prospectus.

COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 ("SBO Rules"), to the extent applicable, as on the date of the Prospectus.

ELIGIBILITY FOR THE ISSUE

Our Company is not ineligible in terms of Regulations 228 and 230(1) of SEBI ICDR Regulations 2018 for this Issue,

Our Company is an "unlisted issuer" in terms of the SEBI (ICDR) Regulations, 2018 and this Issue is an "Initial Public Issue" in terms of the SEBI (ICDR) Regulations 2018.

Our Company is eligible for the Issue in accordance with Regulation 229(1) of the SEBI (ICDR) Regulations2018 and other provisions of Chapter IX of the SEBI (ICDR) Regulations 2018, as we are an Issuer whose post issue paid up capital is less than or equal to ₹10 Crores and we may hence, issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the "SME Platform of the BSE Limited (BSE SME)").

We confirm that:

In accordance with Regulation 260 of the SEBI (ICDR) Regulations 2018, this Issue is 100% underwritten and that the Lead Manager to the Issue shall underwrite minimum 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to chapter titled *"**General Information**"* beginning on page 40 of the Prospectus.

In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations 2018, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight working days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight working days, be liable to repay such application money, with an interest at the rate as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable laws. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

In accordance with Regulation 246 the SEBI (ICDR) Regulations 2018, we have not filed this Offer document with SEBI nor has SEBI issued any observations on our Draft Prospectus. Also, we shall ensure that our Lead Manager submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.

In accordance with Regulation 261 of the SEBI (ICDR) Regulations 2018, we hereby confirm that we have entered into an agreement with the Lead Manager and a Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of Equity Shares in this issue on the SME Platform of BSE Limited. For further details of the arrangement of market making please refer to chapter titled "***General Information***" beginning on page 40 and details of the Market Making Arrangements for this please refer to chapter titled "***The Issue***" beginning on page 35 of the Prospectus.

As per Regulation 229(3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of SME Platform of BSE Limited in accordance with the Restated Financial Statements, prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations as below:

1. Our Company was originally incorporated as PlatinumOne Wealth Advisors Private Limited on July 30, 2008 at Mumbai, Maharashtra as a private limited company under the Companies Act, 1956 with the Registrar of Companies, Maharashtra, Mumbai. Pursuant to a special resolution passed by the shareholders of the Company at the Extra Ordinary General Meeting held on January 20, 2015, our Company's name was changed to PlatinumOne Business Services Private Limited. A Certificate of Incorporation pursuant to change of name was issued on February 13, 2015 by the Registrar of Companies, Mumbai. Subsequently, our Company was converted into Public Limited Company pursuant to Shareholders resolution passed at the Extraordinary General Meeting of our Company held on July 08, 2020 and the name of our Company was changed to "PlatinumOne Business Services Limited" and a Fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company dated July 30, 2020 was issued by Registrar of Companies, Mumbai, being Corporate Identification Number U67190MH2008PLC185240.

2. The post issue paid up capital (Face Value) of the company will be ₹158.24 Lakh. So, the company has fulfilled the criteria of post issue paid up capital shall not be more than ₹ 2,500 Lakh.

3. As per restated financial statement, the net-worth of the company is ₹655.55 Lakh as on March 31, 2021. Our company has positive net-worth. So, the company has fulfilled the criteria of positive net-worth of the company.

4. As per restated financial statement, the net tangible assets of the company are ₹ 333.26 Lakh as on March 31, 2021. So, the company has fulfilled the criteria of minimum net tangible assets shall not be less ₹ 150.00 Lakh.

5. The Net worth and Cash Accruals of the Company as per the restated financial statements for the years ended March 31, 2021, March 31, 2020 and March 31, 2019 are as set forth below: -

(₹ in Lakh)

Particulars	For financial year ended on March 31,		
	2021	2020	2019
Net worth*	655.55	548.00	343.68
Cash Accruals**	200.20	338.04	302.39

** "Net Worth" has been defined as the aggregate of the paid-up share capital, share application money (excluding the portion included in other current liabilities) and reserves and surplus excluding miscellaneous expenditure, if any*

***"Cash Accruals" has been defined as the Earnings before depreciation and tax from operation.*

6. The track record of our Company as per the Restated Financial Statements for the financial year ended March 31, 2021, 2020 and 2019 are as set forth below:

(₹ in Lakh)

Particulars	For financial year ended on March 31,		
	2021	2020	2019
Net Profit after Income Tax (as Restated)	107.55	204.32	175.66

7. Our Company shall mandatorily facilitate trading in demat securities and will enter into an agreement with both the depositories. The Company has entered into an agreement for registration with the Central Depositary Services Limited (CDSL) dated August 13, 2020and National Securities Depository Limited (NSDL) dated August 13, 2020 for establishing connectivity.

8. The Company has not been referred to Board for Industrial and Financial Reconstruction.

9. There is no winding up petition against the Company, which has been admitted by a court of competent jurisdiction or liquidator has not been appointed.

10. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.

11. There has been no change in the promoter(s) of the Company in the one year preceding the date of filing application to BSE for listing on SME segment.

12. The Company has a website http://www.platinumone.in/.

We further confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the SME platform of the BSE Limited.

COMPLIANCE WITH PART A OF SCHEDULE VI OF THE SEBI (ICDR) REGULATIONS

Our Company is in compliance with the provisions specified in Part A of Schedule VI of the SEBI (ICDR) Regulations 2018. No exemption from eligibility norms has been sought under Regulation 300 of the SEBI (ICDR) Regulations 2018, with respect to the Issue.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) / STOCK EXCHANGE SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI/ STOCK EXCHANGE. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE PROSPECTUS. THE LEAD MANAGER, GRETEX CORPORATE SERVICES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS PROSPECTUS, THE LEAD MANAGER, GRETEX CORPORATE SERVICES LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER SHALL FURNISHED TO STOCK EXCHANGE / SEBI A DUE DILIGENCE CERTIFICATE AND WHICH SHALL ALSO BE SUBMITTED TO SEBI AFTER REGISTERING THE PROSPECTUS WITH ROC AND BEFORE OPENING OF THE ISSUE.

THE FILING OF THE PROSPRCTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE LEAD MANAGER(S) ANY IRREGULARITIES OR LAPSES IN THE PROSPRCTUS.

"WE, THE UNDER NOTED LEAD MANAGER TO THE ABOVE-MENTIONED FORTHCOMING ISSUE STATE AND CONFIRM AS FOLLOWS:

1. **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, CIVIL LITIGATIONS, AND DISPUTES WITH COLLABORATORS, CRIMINAL LITIGATIONS ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE PROSPECTUS PERTAINING TO THE SAID ISSUE.**

2. **ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:**

   A. **THE PROSPECTUS FILED WITH THE EXCHANGE / BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**

   B. **ALL THE MATERIAL LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**

   C. **THE MATERIAL DISCLOSURES MADE IN THE PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL-INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, APPLICABLE PROVISIONS OF THE COMPANIES ACT, 1956, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**

3. **WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.**

4. **WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITER TO FULFILL THEIR UNDERWRITING COMMITMENTS - NOTED FOR COMPLIANCE.**

5. **WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE PROSPECTUS.**

6. **WE CERTIFY THAT REGULATION 237 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTER CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE PROSPECTUS.**

7. **WE UNDERTAKE THAT SUB-REGULATION (2) OF REGULATION 236 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER'S CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER'SCONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – NOT APPLICABLE**

8. **WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION. - COMPLIED TO THE EXTENT APPLICABLE.**

9. **WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE OFFER AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE.**

10. **WE CERTIFY THAT IN CASE OF RIGHT ISSUE DISCLOSURE HAS BEEN MADE IN THE PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT MODE- NOT APPLICABLE**

11. **WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE PROSPECTUS:**

    A. **AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND**

    B. **AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.**

12. **WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 WHILE MAKING THE ISSUE-NOTED FOR COMPLIANCE.**

13. **WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OR THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTER EXPERIENCE, ETC.**

14. **WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY- NOTED FOR COMPLIANCE.**

15. **WE ENCLOSE STATEMENT ON PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER (WHO ARE RESPONSIBLE FOR PRICING THE ISSUE) AS PER FORMAT SPECIFIED BY THE SEBI THROUGH CIRCULAR NO. CIR/CFD/DIL/7/2015 DATED OCTOBER 30, 2015-DETAILS ARE ENCLOSED IN "ANNEXURE A".**

16. **WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS-** ***TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD-18 IN THE FINANCIAL INFORMATION OF THE COMPANY INCLUDED IN THE PROSPECTUS.***

ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE:

1. **WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.**

2. **WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.**

3. **WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.- NOTED FOR COMPLIANCE.**

4. **WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER- NOTED FOR COMPLIANCE.**

5. **WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 261 AND 262 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 HAVE BEEN MADE.**

6. **WE CONFIRM THAT THE ISSUER HAS REDRESSED AT LEAST NINETY-FIVE PERCENT OF THE COMPLIANCE RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY PRECEEDING THE MONTH OF THE FILLING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES OR LETTER OF OFFER WITH THE SME EXCHANGE.**

Note:

The filing of this Prospectus does not, however, absolve our Company from any liabilities under section 34, 35 and 36(1) of the Companies Act, 2013 or from the requirement of obtaining such statutory and other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the Lead Manager any irregularities or lapses in the Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Mumbai in terms of Section 26 and Section 32 of the Companies Act, 2013.

DISCLAIMER STATEMENT FROM OUR COMPANY AND THE LEAD MANAGER

Our Company and the Lead Manager accept no responsibility for statements made otherwise than those contained in the Prospectus or, in case of the Company, in any advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website http://www.platinumone.in/would be doing so at his or her own risk.

The Lead Manager to the Issue accepts no responsibility, save to the limited extent as provided in the Issue Agreement entered between the Lead Manager to the Issue and our Company on August 11, 2020 and the Underwriting Agreement dated August 16, 2021 entered into between the Underwriter and our Company and the Market Making Agreement dated August 11, 2020 entered into among the Market Maker and our Company.

All information shall be made available by our Company and the Lead Manager to the Issue to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centers or elsewhere.

The Lead Manager to the Issue and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, and our affiliates or associates, for which they have received and may in future receive compensation.

CAUTION

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not Offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriter and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER

For details regarding the price information and track record of the past issue handled by M/s. Gretex Corporate Services Limited, as specified in Circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015 issued by SEBI, please refer Annexure A to this Prospectus and the website of the Lead Manager at www.gretexcorporate.com.

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, AIFs state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹2,500.00 Lakh and pension funds with a minimum corpus of ₹2,500.00 Lakh, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. The Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform him or herself about, and to observe, any such restrictions.

Any dispute arising out of this issue will be subject to jurisdiction of the competent court(s) in Mumbai, Maharashtra, only.

No action has been, or will be, taken to permit a public Issuing in any jurisdiction where action would be required for that purpose, except that the Prospectus has been filed with SME Platform of BSE for its observations and BSE will give its observations in due course. Accordingly, the Equity Shares represented hereby may not be Issued or sold, directly or indirectly, and the Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws, legislations and Prospectus in each jurisdiction, including India.

DISCLAIMER CLAUSE OF THE SME PLATFORM OF BSE LIMITED

BSE Limited ("BSE") has vide its letter dated October 05, 2020 given permission to "PlatinumOne Business Services Limited" to use its name in the Offer Document as the Stock Exchange on whose Small and Medium Enterprises Platform ("SME Platform") the Company's securities are proposed to be listed. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to the Company. BSE does not in any manner:

i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or

ii. warrant that this Company's securities will be listed on completion of Initial Public Offering or will continue to be listed on BSE; or

iii. take any responsibility for the financial or other soundness of this Company, its Promoter, its management or any scheme or project of this Company.

iv. warrant, certify, or endorse the validity, correctness or reasonableness of the price at which the Equity Shares are offered by the Company and investors are informed to take the decision to invest in the Equity Shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the Equity Shares are offered by the Company is determined by the Company in consultation with the Merchant Banker to the Issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

v. BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.

vi. The Company has chosen the SME Platform on its own initiative and its own risk, and is responsible for complying with local laws, rules, regulations, and other statutory or regulatory requirements stipulated by BSE/ other regulatory authority. Any use of the SME Platform and the related services are subject to Indian laws and courts exclusively situated in Mumbai.

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be Issued or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be Issued and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those Issues and sales occur. The Equity Shares have not been, and will not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be Issued or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

FILING

The Prospectus has not been filed with SEBI, nor has SEBI issued any observation on the Offer Document in terms of Regulation 246(5) the SEBI (ICDR) Regulations, 2018. However, a copy of the Prospectus will be filed with SEBI at Plot No. C4-A, 'G' Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400051, Maharashtra. A copy of the Prospectus along with the documents required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the ROC, Mumbai situated at 100, Everest, Marine Drive, Mumbai – 400 002, Maharashtra, India.

LISTING

The Equity Shares of our Company are proposed to be listed on SME Platform of the BSE Limited ("BSE SME"). Our Company has obtained in-principle approval from BSE SME by way of its letter dated October 05, 2020 for listing of equity shares on SME Platform of the BSE Limited.

BSE Limited will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the BSE SME is not granted by BSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of the Prospectus. If such money is not repaid within eight (8) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) days, be liable to repay such application money, with interest at the rate as prescribed under the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at The BSE SME mentioned above are taken within six Working Days from the Issue Closing Date.

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who-

- *Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- *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*
- *Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable to action under section 447 of the Companies, Act 2013.*

CONSENTS

Consents in writing of (a) Our Directors, Promoters, Company Secretary & Compliance Officer, Chief Financial Officer, Peer Review Auditor and Statutory Auditor, Key Managerial Personnel, Banker(s) to the Company; (b) Lead Manager, Underwriter, Market Maker, Registrar to the Issue, Public Issue Banker and Legal Advisor to the Issue to act in their respective capacities shall be obtained as required as required under Section 26 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the ROC. Our Statutory Auditor holding Peer Reviewed Certificate has given their written consent to the inclusion of their report in the form and context in which it appears in this Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Prospectus for filing with the ROC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018, M/s Vatsaraj& Co., Peer Review Auditor and Statutory Auditors of the Company have agreed to provide their written consent to the inclusion of their respective reports on "***Statement of Possible Tax Benefits***" relating to the possible tax benefits and restated financial statements as included in the Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of the Prospectus.

EXPERT TO THE ISSUE

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

- Report of the Statement of Possible of Tax Benefits.
- Report of the Auditor on the Restated Financial Statements for the financial year ended on March 31, 2021, 2020 and 2019 of our Company.

EXPENSES TO THE ISSUE

The expenses of this Issue include, among others, underwriting and management fees, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. For details of total expenses of the Issue, refer to chapter "***Objects of the Issue***" beginning on page 57 of this Prospectus.

DETAILS OF FEES PAYABLE

Fees Payable to the Lead Manager

The total fees payable to the Lead Manager will be as per the Mandate Letter issued by our Company to the Lead Manager, the copy of which is available for inspection at our Registered Office.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue will be as per the Agreement signed by our Company and the Registrar to the Issue dated August 11, 2020 a copy of which is available for inspection at our Registered Office. The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, and stamp duty and communication expenses. Adequate funds will be provided by the Company to the Registrar to the Issue to enable them to send refund orders or allotment advice by registered post / speed post / under certificate of posting.

Fees Payable to Others

The total fees payable to the Legal Advisor, Auditor and Advertiser, etc. will be as per the terms of their respective engagement letters if any.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

The underwriting commission and the selling commission for the Issue are as set out in the Underwriting Agreement amongst the Company and Underwriter. The underwriting commission shall be paid as set out in the Underwriting Agreement based on the Issue price and the amount underwritten in the manner mentioned in accordance with Section 40 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rule, 2013

PREVIOUS RIGHTS AND PUBLIC ISSUES SINCE THE INCORPORATION

We have not made any previous rights and / or public issues since incorporation and are an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018 and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations 2018.

PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH

Except as stated in the section titled "***Capital Structure***" beginning on page 48 of this Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

COMMISSION AND BROKERAGE ON PREVIOUS ISSUES

Since this is the initial public offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since our inception.

PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED COMPANIES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 370(1B) OF THE COMPANIES ACT, 1956 / SECTION 186 OF THE COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS.

None of the equity shares of Companies under same management are listed on any recognized stock exchange. None of the above companies have raised any capital during the past 3 years.

PROMISE VERSUS PERFORMANCE FOR OUR COMPANY

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations 2018, and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations 2018. Therefore, data regarding promise versus performance is not applicable to us.

OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY

As on the date of this Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations 2018, and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Agreement between the Registrar and Our Company provides for retention of records with the Registrar for a period of at least three years from the last date of dispatch of the letters of allotment, demat credit and unblocking of funds to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the ASBA applicants.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company or the Registrar to the Issue or the SCSB in case of ASBA Bidders shall redress routine investor grievances within 15 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.

We have constituted the Stakeholders Relationship Committee of the Board *vide* resolution passed at the Board Meeting held on August 03, 2020. For further details, please refer to the chapter titled "***Our Management***" beginning on page 98 of this Prospectus.

Our Company has appointed Ms. Sony Devhare as Company Secretary and Compliance Officer and she may be contacted at the following address:

Ms. Sony Devhare
PlatinumOne Business Services Limited
Company Secretary & Compliance Officer,
Unit No. 0907 & 0908, Lodha Supremus II,
Plot No. F-4 & F-4/1, Rd No.22, Wagle Estate,
Thane - 400604, Maharashtra, India
Tel: +91 9152018640
E-mail: company.secretary@platinumone.in
Website: http://www.platinumone.in/

Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or unblocking of funds, etc.

CAPITALISATION OF RESERVES OR PROFITS

Save and except as stated in the section titled "***Capital Structure***" beginning on page 48 of this Prospectus, our Company has not capitalized its reserves or profits during the last five years.

REVALUATION OF ASSETS

Our Company has not revalued its assets since incorporation.

TAX IMPLICATIONS

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled "***Statement of Possible Tax Benefits***" beginning on page 65of this Prospectus.

PURCHASE OF PROPERTY

Other than as disclosed in this Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Prospectus.

Except as stated elsewhere in this Prospectus, our Company has not purchased any property in which the Promoter and / or Directors have any direct or indirect interest in any payment made there under.

SERVICING BEHAVIOR

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

PAYMENT OR BENEFIT TO OFFICERS OF OUR COMPANY

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation. Except as disclosed under sections titled "***Our Management***" and "***Related Party Transactions***" beginning on pages 98 and 130 respectively of this Prospectus none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

SECTION XI: ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being Issued are subject to the provisions of the Companies Act, 2013, SCRA, SCRR, ICDR Regulations, Listing Regulations, our MoA and AoA, the terms of this Prospectus, the prospectus, the abridged prospectus, Application Form, CAN, the Revision Form, Allotment Advices, and other terms and conditions as may be incorporated in the documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchanges, the RoC, the RBI and/ or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that in terms of Regulation 256 of the ICDR Regulations read with SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the Applicants applying in this Issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment i.e. just writing their bank account numbers and authorising the banks to make payment in case of Allotment by signing the Application Forms. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI-ID in the Application Form which is linked from bank account of the Applicant.

Authority for the Present Issue

This Issue has been authorized by a resolution of our Board passed at their meeting held on May 27, 2020 subject to the approval of shareholders through a special resolution to be passed pursuant to Section 62 (1) (c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62 (1) (c) of the Companies Act, 2013 passed at the EGM of our Company held on May 30, 2020.

Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 and our MoA and AoA and shall rank pari-passu in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to section titled, ***'Main Provisions of Article of Association'***, beginning on page 262 of this Prospectus.

Mode of Payment of Dividend

Our Company shall pay dividend to the shareholders of our Company in accordance with the provisions of the Companies Act, 2013, as may be applicable, the AoA of our Company, the provisions of the Listing Regulations and any other rules, regulations or guidelines as may be issued by the Government of India in connection there to and as per the recommendation by our Board of Directors and approved by our shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, 2013 for further details in relation to dividends, please refer to sections titled, ***'Dividend Policy'*** and ***'Main Provisions of Article of Association'***, beginning on page 131 and 262 respectively, of this Prospectus.

Face Value and Issue Price

The face value of the share of our Company is ₹10.00 per equity share and the issue price is ₹92.00 per Equity Share (including premium of ₹82.00 per share). The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the Section titled, ***'Basis for Issue Price'***, beginning on page 62 of this Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

Compliance with ICDR Regulations

Our Company shall comply with all requirements of the ICDR Regulations, as amended time to time.

Compliance with Disclosure and Accounting Norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the AoA, the Equity Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive annual reports and notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy, in accordance with the provisions of the Companies Act, 2013;
- Right to receive Issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable laws, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the previous Companies Act, 1956 and Companies Act, 2013, as may be applicable, terms of the Listing Regulations and the MoA and AoA of our Company.

For further details on the main provision of our Company's AoA dealing with voting rights, dividend, forfeiture and lien, transfer and transmission and/ or consolidation/ splitting, etc., please refer to Section titled, '***Main Provisions of the Articles of Association***', beginning on page 262 of this Prospectus.

Minimum Application Value, Market Lot and Trading Lot

In terms of Section 29 of the Companies Act, 2013, the Equity Shares shall be Allotted only in dematerialised form. As per the existing ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form for all Applicants. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issuer:

- Tripartite Agreement dated August 13, 2020, between NSDL, our Company and Registrar to the Issue; and
- Tripartite Agreement dated August 13, 2020, between CDSL, our Company and Registrar to the Issue.

The trading of the Equity Shares will happen in the minimum contract size of 1,200 Equity Shares and the same may be modified by the SME Platform of BSE Limited from time to time by giving prior notice to investors at large.

Allocation and Allotment of Equity Shares through this Prospectus will be done in multiples of 1,200 Equity Shares subject to a minimum Allotment of 1,200 Equity Shares to the successful Applicants in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Minimum Number of Allottees

In accordance with the Regulation 268 of ICDR Regulations, the minimum number of Allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective Allottees is less than 50, no Allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 4 Working Days of closure of issue.

Joint Holders

Where 2(two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013, the First/ Sole Applicant, along with other joint Applicant, may nominate any one person in whom, in the event of the death of Sole Applicant or in case of joint Applicant, death of all the Applicants, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013, any Person who becomes a nominee by virtue of this section shall upon the production of such evidence as may be required by the Board of Directors, elect either: To register himself or herself as the holder of the Equity Shares; or to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board of Directors 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 of Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the applicant would prevail. If the Applicants require changing the nomination, they are requested to inform their respective Depository Participant.

Issue Program

Issue Opens on	**Thursday, September 02, 2021**
Issue Closes on	**Tuesday, September 07, 2021**
Finalization of Basis of Allotment with the Designated Stock Exchange	**On and Before Monday, September 13, 2021**
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account*	**On and Before Tuesday, September 14, 2021**
Credit of Equity Shares to Demat accounts of Allottees	**On and Before Wednesday, September 15, 2021**
Commencement of trading of the Equity Shares on the Stock Exchange	**On and Before Thursday, September 16, 2021**

** In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges Applying platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Application Amount, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Application, exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post Issue LM shall be liable for compensating the Applicant at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable*

The above timetable is indicative and does not constitute any obligation on our Company or the Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Bid/Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Application Forms and any revisions to the same will be accepted only between 10:00 a.m. to 5:00 p.m. (IST) during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. (IST) for retail and non-retail Applicants. The time for applying for Retail Individual Investors on Issue Closing Date maybe extended in consultation with the Lead Manager, Registrar and Share Transfer Agent and BSE SME taking into account the total number of Applications received up to the closure of timings.

Due to the limitation of time available for uploading the Application Forms on the Issue Closing Date, Applicants are advised to submit their Applications 1 day prior to the Issue Closing Date and, in any case, not later than 3:00 p.m. (IST) on the Issue Closing Date. Any time mentioned in this Prospectus is IST. Applicants are cautioned that, in the event a large number of Application Forms are received on the Issue Closing Date, as is typically experienced in public issues, some Application Forms may not get uploaded due to the lack of sufficient time. Such Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the Lead Manager is liable for any failure in uploading the Application Forms due to faults in any software/ hardware system or otherwise.

In accordance with ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application Amount) at any stage. Retail Individual Investors can revise or withdraw their Application Forms prior to the Issue Closing Date. Allocation to Retail Individual Investors, in this Issue will be on a proportionate basis.

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

Minimum Subscription

In accordance with Regulation 260(1) of ICDR Regulations, this Issue is 100% underwritten, so this Issue is not restricted to any minimum subscription level.

As per Section 39 of the Companies Act, 2013, if our Company does not receive the minimum subscription in the Issue or subscription level falls below aforesaid minimum subscription after the Issue Closing Date due to withdrawal of Applications or technical rejections or any other reason; or in case of devolvement of Underwriting, aforesaid minimum subscription is not received within 60 days from the date of Issue Closing Date or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares in the Issue, our Company shall forthwith refund the entire subscription amount received in accordance with SEBI Regulations, the Companies Act, 2013 and applicable laws including the SEBI circular bearing no. SEBI/HO/CFD/DIL1/CIR/P/2021/47dated March 31, 2021. If there is a delay beyond four days after our Company becomes liable to pay the amount, our Company and every Director of our Company, who are officers in default, shall pay interest at the rate of 15% per annum

If our Company does not receive the subscription of 100% of the Issue through this Issue document including devolvement of Underwriter, our Company shall forthwith unblock the entire subscription amount received. If there is a delay beyond 8 days after our Company becomes liable to pay the amount, our Company shall pay interest prescribed under section 73 of the Companies Act, 2013 and applicable law.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Arrangements for Disposal of Odd Lots

The trading of the Equity Shares will happen in the minimum contract size of 1,200 Equity Shares in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, in terms of Regulation 261 (5) of the ICDR Regulations, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of BSE.

Application by Eligible NRIS, FPIs/ FIIs Registered with SEBI, VCFs Registered with SEBI and Eligible QFIs

It is to be understood that there is no reservation for Eligible NRIs or FPIs/ FIIs registered with SEBI or VCFs or Eligible QFIs. Such Eligible NRIs, Eligible QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of allocation.

NRIs, FPIs/ FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Issue without the prior approval of the RBI, so long as the price of the Equity Shares to be issued is not less than the price at which the Equity Shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment **("FDI")** Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/ RBI.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/ or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/ RBI while granting such approvals.

As per the Extant Policy of the Government of India, OCBs cannot Participate in this Issue.

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 03, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for Equity Share allocation.

Restrictions on Transfer and Transmission of Shares or Debentures and on their Consolidation or Splitting

Except for lock-in of the pre-Issue Equity Shares and Promoter minimum contribution in the Issue as detailed in the Section titled, ***'Capital Structure'***, beginning on page 48 of this Prospectus, and except as provided in the AoA of our Company, there are no restrictions on transfer and transmission and on their consolidation/ splitting of Equity Shares. For further details, please refer to the Section titled, '***Main Provisions of the Articles of Association***', beginning on page 262 of this Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the Applicants of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

Allotment of Equity Shares in Dematerialized Form

In accordance with the ICDR Regulations, Allotment of Equity Shares to successful Applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange.

Migration to Main Board

In accordance with Regulation 277 of the ICDR Regulations:

An issuer, whose specified securities are listed on a SME Exchange and whose post-issue face value capital is more than ₹ 1,000 Lakh and up to ₹ 2,500 Lakh, may migrate its specified securities to the main board of the stock exchanges if its shareholders approve such a migration by passing a special resolution through postal ballot to this effect and if such issuer fulfils the eligibility criteria for listing laid down by the Main Board:

Provided that the special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Market Making

The Equity Shares offered through this Issue are proposed to be listed on the SME Platform of BSE Limited, wherein is the Market Maker to this Issue shall ensure compulsory Market Making through the registered Market Makers of the BSE SME for a minimum period of 3 years from the date of listing on the SME Platform of BSE Limited. For further details of the agreement entered into between our Company, the Lead Manager and the Market Maker please refer to Section titled, ***'General Information*** - *Details of the Market Making Arrangements for this Issue'*, beginning on page 40 of this Prospectus.

New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this issue.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Mumbai, Maharashtra, India.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be Issued or sold within the United States to, or for the account or benefit of "U.S. persons" (as defined in Regulation S), except pursuant to an exemption from or in a transaction not subject to, registration requirements of the U.S. Securities Act and applicable U.S. state Securities laws. Accordingly, the Equity Shares are only being Issued or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those Issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be Issued or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(1) of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, our Company's post issue face value capital is less than ten crore rupees but does not exceed twenty - five crore rupees. Our Company shall issue equity shares to the public and propose to list the same on the ***SME Exchange***, in this case being the SME Platform of BSE Limited i.e. BSE SME For further details regarding the salient features and terms of such this Issue, please refer to chapter titled "***Terms of the Issue***" and "***Issue Procedure***" beginning on page nos. 195 and 204 respectively of this Prospectus.

The present issue of 4,22,400 Equity Shares of face value of ₹10.00 each fully paid for cash at price of ₹92.00 per Equity Share (including a premium of ₹82.00per Equity Share) aggregating up to ₹388.61Lakh. The issue comprises a reservation of 21,600 Equity Shares of face value of ₹10.00 each fully paid for cash at price of ₹92.00each aggregating to ₹19.87 Lakh for subscription by the designated Market Maker (Market Maker Reservation Portion) and a Net Issue to Public of up to 4,00,800 Equity Shares of face value of ₹10.00 each fully paid for cash at price of ₹92.00 per share aggregating to ₹368.74 Lakh (the Net Issue). The Issue and the Net Issue will constitute 26.69 % and 25.33 % respectively of the post issue paid up equity share capital of the company.

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
Number of Equity Shares	4,00,800 Equity Shares	21,600 Equity Shares
Percentage of Issue Size available for allocation	94.89 % of the Issue Size 25.33 % of the Post Issue Paid up Capital	5.11 % of the Issue Size 1.37 % of the Post Issue Paid up Capital
Basis of Allotment/ Allocation if respective category is oversubscribed	Proportionate subject to minimum allotment of 1,200 Equity Shares and further allotment in multiples of 1,200 Equity Shares each. For further details please refer to "***Basis of Allotment***" under chapter titled "***Issue Procedure***" beginning on page no. 204 of this Prospectus.	Firm Allotment
Minimum Application Size	**For Other than Retail Individual Investors:** Such number of Equity Shares in multiples of 1,200Equity Shares such that the Application Value exceeds ₹2.00 Lakh. **For Retail Individuals Investors**: 1,200 Equity Shares at an Issue price of ₹92.00 per equity share.	21,600 Equity Shares of Face Value ₹10.00
Maximum Application Size	**For Other than Retail Individual Investors:** The maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations applicable. **For Retail Individuals Investors**: Such number of Equity 1,200 Equity Shares at an Issue price of ₹92.00 per equity share. Such that the applicant value does not exceeds ₹2.00 Lakh.	21,600 Equity Shares of Face Value ₹10.00
Trading Lot	1,200 Equity Shares	1,200 Equity Shares. However, the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
Mode of Application	**For Other than Retail Individual Investors:** All the applicants shall make the application (Online or Physical) through ASBA process **For Retail Individuals Investors**: Through the ASBA Process or by using UPI ID for payment	Through ASBA Process Only
Mode of Allotment	Compulsorily in dematerialized form.	
Terms of Payment	• The Applicant shall have sufficient balance in the ASBA account at the time of submitting application and the amount will be blocked anytime within two days of the closure of the Issue. • In case of UPI as an alternate mechanism, Application amount shall be blocked at the time of	

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
	confirmation of mandate collection request by applicant.	

**Since present issue is a fixed price issue, the allocation in the net issue to the public category in terms of Regulation 253 of the SEBI (ICDR) Regulations, 2018 shall be made as follows:*

(a) Minimum fifty per cent to retail individual investors; and

(b) Remaining to:

i. individual applicants other than retail individual investors; and

ii. other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

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

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

For further information on the Allocation of Net Issue to Public, please refer to chapter titled "***The Issue***" beginning on page 35 of this Prospectus.

WITHDRAWAL OF THE ISSUE

In accordance with the SEBI ICDR Regulations, our Company, in consultation with Lead Manager, reserves the right not to proceed with this Issue at any time after the Issue Opening Date, but before our Board meeting for Allotment without assigning reasons thereof. If our Company withdraws the Issue after the Issue Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-Issue advertisements were published.

Further, the Stock Exchanges shall be informed promptly in this regard and the Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification. In case our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh issue document with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, Non-Retail Applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities at Mumbai.

ISSUE PROGRAMME

ISSUE OPENING DATE	**Thursday, September 02, 2021**
ISSUE CLOSING DATE	**Tuesday, September 07, 2021**

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form.

Standardization of cut-off time for uploading of applications on the Issue Closing Date:

a. A standard cut-off time of 3.00 p.m. for acceptance of applications.

b. A standard cut-off time of 4.00 p.m. for uploading of applications received from other than retail individual applicants.

c. A standard cut-off time of 5.00 p.m. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by BSE after taking into account the total number of applications received up to the closure of timings and reported by LM to BSE within half an hour of such closure.

It is clarified that Applications not uploaded would be rejected. In case of discrepancy in the data entered in the electronic form visà-vis the data contained in the physical Application form, for a particular applicant, the details as per physical application form of that Applicant may be taken as the final data for the purpose of allotment.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

LOT SIZE

SEBI vide circular CIR/MRD/DSA/06/2012 dated February 21, 2012 (the "Circular") standardized the lot size for Initial Public Issue proposing to list on SME exchange/platform and for the secondary market trading on such exchange/platform, as under:

Issue / Issue Price (in ₹)	Lot Size (No. of shares)
Upto14	10,000
More than 14 upto 18	8,000
More than 18 upto 25	6,000
More than 25 upto 35	4,000
More than 35 upto 50	3,000
More than 50 upto 70	2,000
More than 70 upto 90	1,600
More than 90 upto 120	1,200
More than 120 upto 150	1,000
More than 150 upto 180	800
More than 180 upto 250	600
More than 250 upto 350	400
More than 350 upto 500	300
More than 500 upto 600	240
More than 600 upto 750	200
More than 750 upto 1,000	160
Above 1,000	100

Further to the circular, at the Initial Public Offer stage the Registrar to Issue in consultation with Lead Manager, our Company and BSE shall ensure to finalize the basis of allotment in minimum lots and in multiples of minimum lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the IPO Lot Size at the application/allotment stage, facilitating secondary market trading. At the Initial Public Offering stage if the price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into. For example: if the proposed price band is at 24-28 than the Lot size shall be 4,000 shares.

ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, and SEBI Circular bearing number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018, notified by SEBI ***("General Information Document")*** *and SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, included below under Section "PART B – General Information Document", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.*

All Designated Intermediaries in relation to the Issue should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI-ID in the Application Form which is linked from bank account of the Applicant.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Applications by RIIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applications with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later ("UPI Phase II"), Further pursuant to SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. The final reduced timeline of T+3 days be made effective using the UPI Mechanism for applications by RIIs ("UPI Phase III"), as may be prescribed by SEBI. The Issue will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on/or after May1, 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 Prospectus

Additionally, all Applicants may refer to the General Information Document for information, in addition to what is stated herein, in relation to (i) category of Applicants eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Applicants and Retail Individual Investors applying through the United Payments Interface channel; (v) issuance of Confirmation of Allocation Note ***("CAN")*** *and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Application Form); (vii) Designated Date; (viii) disposal of Applications; (ix) submission of Application Form; (x) other instructions (limited to joint Applications in cases of individual, multiple Applications and instances when an Application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious Applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.*

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47dated March 31, 2021, has reduced the timelines for refund of Application money to four days

Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this chapter 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 Prospectus. Applicants are advised to make their independent investigations and ensure that their Applications 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 Prospectus.

Please note that all Applicants applying in the Issue can participate in the Issue only through the ASBA process. Applicants should carefully read the provisions applicable before making their Application through the ASBA process. Applicants are required to ensure

that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB at the time of submitting the Application. As an alternate payment mechanism, Applicants may apply through UPI as per SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI-ID in the Application Form which is linked from bank account of the Applicant.

Phased implementation of Unified Payments Interface (UPI)

SEBI has issued circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 and circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 (collectively the "**UPI Circulars**") in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circular proposes to introduce and implement the UPI payment mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an Retail Individual had the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six working days.

Phase II: This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further still, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount is continued till further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be is replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six working days during this phase.

Phase III: The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing is proposed to be reduced to three working days.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers 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 Retail Individual Applicants into the UPI payment mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the Lead Manager.

Retail Individual Investors should note that the Application using UPI Channel is optional and they can make Applications by submitting Application Forms, in physical form or in electronic mode, to the members of the Syndicate, the sub-Syndicate, SCSBs, the Registered Brokers, Registrars to an Issue and Share Transfer Agents and Depository Participants pursuant to SEBI Circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 where the timeline for implementation of Phase II has been extended till March 31, 2020.

PART A

FIXED PRICE ISSUE PROCEDURE

The Issue is being made under Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 through a Fixed Price Process. wherein a minimum 50% of the Net Issue is allocated for Retail Individual Applicants and the balance shall be offered to individual applicants other than Retail Individual Applicants and other investors including corporate bodies or institutions, QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price.

Additionally, if the Retail Individual Applicants category is entitled to more than fifty per cent on proportionate basis, the Retail Individual Applicants shall be allocated that higher percentage. However, the Application by an Applicant should not exceed the investment limits prescribed under the relevant regulations/statutory guidelines.

Subject to the valid Applications being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the LM and the BSE SME. Applicants are required to submit their Applications to the Application collecting intermediaries i.e. SCSB or Registered Brokers of Stock Exchanges or Registrar to the Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non-Institutional Applicants and Retail Individual Applicants, our Company would have a right to reject the Applications only on technical grounds.

Investors should note that Equity Shares will be allotted to successful Applicants in dematerialized form only. The Application Forms which do not have the details of the Applicant's depository account, including DP ID, Client ID, PAN and UPI ID (for RII Applicants bidding using the UPI mechanism), shall be treated as incomplete and will be rejected. Applicants will not have option of being allotted Equity shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialized segment of the Stock Exchange, as mandated by SEBI.

APPLICATION FORMS

In terms of Regulation 256 of ICDR Regulations read with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, and Unified Payments Interface (UPI) introduced vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018 all the potential Applicants shall participate in the Issue only through an Application Supported by Blocked Amount process providing details about the bank account which will be blocked by the Self-Certified Syndicate Banks for the same. ***Retail Individual Investors should note that the Application using UPI Channel is optional and they can make Applications by submitting Application Forms, in physical form or in electronic mode, to the members of the Syndicate, the sub-Syndicate, SCSBs, the Registered Brokers, Registrars to an Issue and Share Transfer Agents and Depository Participants pursuant to SEBI Circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 where the timeline for implementation of Phase II has been extended till March 31, 2020.***

Application Forms will be available with the Syndicate/ sub-Syndicate members, SCSBs and at our Registered Office. In addition, the Application Forms will also be available for download on the website of Stock Exchange BSE (www.bseindia.com), at least 1 day prior to the Issue Opening Date.

All Applicants shall mandatorily participate in the Issue only through the ASBA process except as mentioned in the SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019. ASBA Applicants must provide bank account details and authorisation to block funds in the relevant space provided in the Application Form or alternatively, the Retail Individual Investors wishing to apply through UPI Channel, may provide the UPI-ID and validate the blocking of the funds and the Application Forms that do not contain such details are liable to be rejected. For further details on the UPI Channel please refer SEBI circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018 and SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of a member of the Syndicate or the Registered Broker or the SCSBs or Registrars to an Issue and Share Transfer Agents or Depository Participants, as the case may be, submitted at the Collection Centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

Pursuant to SEBI Circular dated November 10, 2015 and bearing Reference No. CIR/CFD/POLICYCELL/11/2015 which shall be applicable for all public issues opening on or after January 01, 2016, all the investors can apply through ASBA mode. Alternatively, Applicants can apply through UPI. The prescribed colour of the Application Form for various categories applying in this Issue is as follows:

Category	Colour of Application Form
Resident Indians and Eligible NRIs applying on a non-repatriation basis (ASBA)**	White*
Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)**	Blue*

** Excluding electronic Application Form.*

*** Application Forms will also be available on the website of the BSE (www.bseindia.com). Same Application Form applies to all ASBA Applicants/ Retail Individual Investors applying through UPI mechanism, irrespective of whether they are submitted to the SCSBs, to the Registered Brokers, to Registrars to an Issue and Share Transfer Agents, Depository Participants or to the Syndicate (in Specified Cities).*

The upload of the details in the electronic bidding system of Stock Exchange will be done by:

For Applications submitted by investors to SCSB:	After accepting the Application Form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchanges(s) and may being blocking funds available in the bank account specified in the form, to the extent of the Application Amount specified.
For Applications submitted by investors to intermediaries other than SCSBs:	After accepting the Application Form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the Application Forms to Designated Branches of the respective SCSBs for blocking of funds within 1 day of Issue Closing Date.

Upon completion and submission of the Application Form to Application Designated Intermediaries, the Application are deemed to have authorised our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants.

Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms/ Application Forms to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any escrow collection bank.

AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

The Application Forms and copies of Prospectus may be obtained from the Registered Office of our Company, Lead Manager to the Issue, Registrar to the Issue, as mentioned in the Application Form. The Application Forms may also be downloaded from the website of BSE i.e. www.bsesme.com

WHO CAN APPLY?

Each Applicant should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies.

Subject to the above, an illustrative list of Applicants is as follows:

1. Indian nationals' resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors through natural/legal guardian;

2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidders should specify that the Bid is being made in the name of the HUF in the Bid cum 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 would be considered at par with those from individuals;

3. Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;

4. Mutual Funds registered with SEBI;

5. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;

6. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);

7. FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI

8. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;

9. State Industrial Development Corporations;

10. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;

11. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;

12. Insurance Companies registered with IRDA;

13. Provident Funds and Pension Funds with minimum corpus of ₹ 2,500 Lakh and who are authorized under their constitution to hold and invest in equity shares;

14. Multilateral and Bilateral Development Financial Institutions;

15. National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;

16. Insurance funds set up and managed by army, navy or air force of the Union of India or by Department of Posts, India;

17. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws

As per the existing regulations, OCBs cannot participate in this Issue.

In addition to the category of Bidders set forth *above*, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs and sub-accounts registered with SEBI other than Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporates or foreign individuals only under the Non-Institutional Investors (NIIs) category;
- Scientific and / or industrial research organizations authorized in India to invest in the Equity Shares.

Applications not to be made by:

i) Minors (except under guardianship)

ii) Partnership firms or their nominees

iii) Foreign Nationals (except NRIs)

iv) Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case to case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI or prior approval from Government, as the case may be. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

MAXIMUM AND MINIMUM APPLICATION SIZE

The applicants in this Issue, being a fixed price, will be categorized into two;

1. For Retail Individual Applicants

The Application must be for a minimum of 1,200 Equity Shares and in multiples of 1,200 Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed ₹2.00 Lakh. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed ₹2.00 Lakh.

2. For Other than Retail Individual Applicants (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹2.00 Lakh and in multiples of 1,200 Equity Shares thereafter. An Application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹2.00 Lakh for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.

The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

METHOD AND PROCESS OF APPLICATIONS

i) The Designated Intermediaries shall accept applications from the Applicants during the Issue Period.

ii) The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.

iii) During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.

iv) The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Issue.

v) Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.

vi) The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.

vii) Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.

viii) If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.

ix) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.

x) The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdraw/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment if finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal/ failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

INFORMATION FOR THE APPLICANTS

a) Our Company shall register the Prospectus with the RoC at least 3 (three) working days before the Issue Opening Date.

b) Our Company shall, after registering the Prospectus with the RoC, make a pre- Issue advertisement, in the form prescribed under the SEBI ICDR Regulations, in English and Hindi national newspapers and one regional newspaper with wide circulation. In the pre- Issue advertisement, our Company, and the Lead Manager shall advertise the Issue Opening Date, the Issue Closing Date. This advertisement, subject to the provisions of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

c) The Lead Manager will circulate copies of the Prospectus along with the Application Form to potential investors.

d) Any investor, being eligible to invest in the Equity Shares offered, who would like to obtain the Prospectus and/ or the Application Form can obtain the same from the Company's Registered Office or from the Registered Office of the Lead Manager.

e) Applicants who are interested in subscribing to the Equity Shares should approach the Lead Manager or their authorized agent(s) to register their Applications.

f) Applications made in the name of Minors and/or their nominees shall not be accepted.

PARTICIPATION BY ASSOCIATES / AFFILIATES OF LEAD MANAGER AND THE SYNDICATE MEMBERS

The Lead Manager, Market Maker and the Underwriter, if any shall not be entitled to subscribe to this Issue in any manner, except for fulfilling their underwriting and market making obligations. However, the associates/affiliates of the Lead Manager and Syndicate Members, if any, may subscribe for Equity Shares in the issue, either in the QIB Category or in the Non-institutional Category as may be applicable to such Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

APPLICATION BY MUTUAL FUNDS

As per the Current regulations, the following restrictions are applicable for investments by Mutual Fund:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid-up share capital carrying voting rights.
The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRIS APPLYING ON NON-REPATRIATION

Application must be made only in the names of individuals, limited companies or statutory corporations/institutions and not in the names of minors, foreign nationals, Non-Resident Indian (except for those applying on non-repatriation), trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), HUFs, partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public. Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debit to NRE/FCNR accounts as well as NRO accounts.

An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public.

APPLICATIONS BY ELIGIBLE NRIS/RPFI'S ON REPATRIATION BASIS

Application Forms have been made available for eligible NRIs at our Registered Office and at the Registered Office of the Lead Manager.

Eligible NRI Applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under the reserved category. The eligible NRIs who intend to make payment through Non-Resident Ordinary (NRO) accounts shall use the forms meant for Resident Indians and should not use the forms meant for the reserved category. Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of shares for allotment to NRIs on repatriation basis.

Allotment of equity shares to Non-Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in equity shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian tax laws and regulations and any other applicable laws.

The Company does not require approvals from FIPB or RBI for the Transfer of Equity Shares in the issue to eligible NRI's, FII's, Foreign Venture Capital Investors registered with SEBI and multilateral and bilateral development financial institutions.

As per the current regulations, the following restrictions are applicable for investments by FPIs:

1. A foreign portfolio investor shall Invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized stock exchange; (e) government securities; (f) Commercial papers issued by an Indian company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-convertible debentures or bonds issued by Non-Banking Financial Companies categorized as 'Infrastructure Finance Companies' (IFCs) by the Reserve Bank of India; (l) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.

2. Where a foreign institutional investor or a sub account, prior to commencement of these regulations, holds equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after initial public offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment for the time being in force.

3. In respect of investments in the secondary market, the following additional conditions shall apply:

   a) A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;

   b) Nothing contained in clause (a) shall apply to:

      i. Any transactions in derivatives on a recognized stock exchange;

      ii. Short selling transactions in accordance with the framework specified by the Board;

      iii. Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

      iv. Any other transaction specified by the Board.

   c) No transaction on the stock exchange shall be carried forward;

   d) The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board; provided nothing contained in this clause shall apply to:

      i. transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;

      ii. sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

      iii. sale of securities in response to an offer made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009;

      iv. Sale of securities, in accordance with the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998;

      v. divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines for Disinvestment of Shares by Indian Companies in the overseas market through issue of American Depository Receipts or Global Depository Receipt as notified by the Government of India and directions issued by Reserve Bank of India from time to time;

vi. Any bid for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central Government or any State Government;

vii. Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

viii. Any other transaction specified by the Board.

e) A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form. Provided that any shares held in non-dematerialized form, before the commencement of these regulations, can be held in non-dematerialized form, if such shares cannot be dematerialized.

Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Depositories Act, 1996.

4. The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below ten percent of the total issued capital of the company.

5. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.

6. In cases where the Government of India enters into agreements or treaties with other sovereign governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.

7. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard. No foreign portfolio investor may issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:

   i. Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority;

   ii. Such offshore derivative instruments are issued after compliance with 'know your client' norms: Provided that those unregulated broad-based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal in offshore derivatives instruments directly or indirectly. Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.

8. A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it is made only to persons who are regulated by an appropriate foreign regulatory authority.

9. Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to off-shore derivative instruments such as participatory notes, equity linked notes or any other such instruments, by whatever names they are called, entered into by it relating to any securities listed or proposed to be listed in any stock exchange in India, as and when and in such form as the Board may specify.

10. Any offshore derivative instruments issued under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be deemed to have been issued under the corresponding provisions of SEBI (Foreign Portfolio Investors) Regulations, 2014.

11. An FII or its subaccount which holds a valid certificate of registration shall, subject to payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as a foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

12. A qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provisions of the SEBI (Foreign Portfolio Investors) Regulations, 2014, for a period of one year from the date of commencement of the aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

13. The issue of Equity Shares to a single FII should not exceed 10% of our post Issue Paid up Capital of the Company. In respect of an FII investing in Equity Shares of our Company on behalf of its sub accounts, the investment on behalf of each sub account shall not exceed 10% of our total issued capital or 5% of our total issued capital in case such sub account is a foreign corporate or an individual.

14. In accordance with the foreign investment limits, the aggregate FII holding in our Company cannot exceed 24% of our total issued capital. However, this limit can be increased to the permitted sectoral cap/statutory limit, as applicable to our Company after obtaining approval of its board of Directors followed by the special resolution to that effect by its shareholders in their General Meeting. As on the date of filing the Prospectus, no such resolution has been recommended to the shareholders of the Company for adoption.

15. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of regulation 15A(1) of the Securities Exchange Board of India (Foreign Institutional Investors) Regulations 1995, as amended, an FII may issue, deal or hold, off shore derivative instruments such as participatory notes, equity linked notes or any other similar instruments against underlying securities listed or proposed to be listed in any stock exchange in India only in favour of those entities which are regulated by any relevant regulatory authorities in the countries of their incorporation or establishment subject to compliance of "Know Your Client" requirements. An FII shall also ensure that no further downstream issue or transfer of any instrument referred to hereinabove is made to any person other than a regulated entity.

16. In case of FII's in NRI/FII Portion, number of Equity Shares applied shall not exceed issue size.

APPLICATIONS BY HUF

Application by Hindu Undivided Families or HUFs should be in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Application by HUFs will be considered at par with Applications by individuals.

APPLICATIONS BY FPIS

In terms of the FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10% of our post- Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24.00% of the paid-up Equity Share capital of our Company. The aggregate limit of 24.00% may be increased upto the sectoral cap by way of a resolution passed by our Board of Directors followed by a special resolution passed by the shareholders of our Company and subject to prior intimation to the RBI.

In case the total holding of an FPI increases beyond 10.00% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10.00% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. In case of Applications made by FPIs, a verified true copy of the certificate of registration issued by the designated Depository Participant under the FPI Regulations is required to be attached along with the Application form, failing which our Company reserves the right to reject the Application without assigning any reasons thereof.

APPLICATION BY SEBI REGISTERED ALTERNATE INVESTMENT FUND (AIF), VENTURE CAPITAL FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS

The VCF Regulations and the FVCI Regulations, as amended, inter alia prescribe the investment restrictions on VCFs and FVCIs, respectively, registered with SEBI. Further, the AIF Regulations prescribe, amongst others, the investment restrictions on AIFs.

Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only upto 33.33% of the investible funds in various prescribed instruments, including in public offerings.

The category I and II AIFs cannot invest more than 25.00% of the corpus in one investee company. A category III AIF cannot invest more than 10.00% of the corpus in one investee company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulations.

All Non-Resident Applicants including Eligible NRIs, FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and / or commission. There is no reservation for Eligible NRIs, FIIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

Further, according to the ICDR Regulations, the shareholding of VCFs, category I or II AIFs and FVCIs held in a company prior to making an initial public offering would be exempt from lock-in requirements only if the shares have been held by them for at least 1 year prior to the time of filing the Prospectus with SEBI. However, such Equity Shares shall be locked in for a period of at least 1 year from the date of purchase by the VCF, category I or II AIF or FVCI, as the case may.

APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

APPLICATIONS BY SCSBs

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making Applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making Application in public issues and clear demarcated funds should be available in such account for ASBA Applications.

APPLICATIONS BY BANKING COMPANIES

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserves the right to reject any Application by a banking company without assigning any reason therefore.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended **(the "Banking Regulation Act")**, and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10.00% of the paid-up share capital of the investee company, not being its subsidiary engaged in non- financial services, or 10.00% of the bank's own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10.00% but not exceeding 30.00% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6 (1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company. The bank is required to submit a timebound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (ii) investment in a non-financial services company in excess of 10.00% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

APPLICATIONS BY INSURANCE COMPANIES

In case of Applications made by insurance companies, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 **(the "IRDAI Investment Regulations")** are broadly set forth below:

a. Equity shares of a company: the lower of 10% of the outstanding Equity Shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;

b. The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

c. The industry sector in which the investee company belong to not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of anamountof10.00% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) and (iii) above, as the case maybe.

The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000.00 million or more but less than ₹2,500,000.00 million.

Insurance companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time.

APPLICATION BY PROVIDENT FUNDS/ PENSION FUNDS

In case of Applications made by provident funds/ pension funds, subject to applicable laws, with minimum corpus of ₹ 2,500.00 Lakh, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application, without assigning any reason thereof.

APPLICATIONS BY SYSTEMICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES

In case of Application by Systemically Important Non-Banking Financial Companies, certified copy of a) the certificate of registration issued by RBI, b) certified copy of its latest audited financial statement on a standalone basis and a net worth certificate from its statutory auditor and c) such other approval as may be required by Systemically Important Non-Banking Financial Companies are required to be attached to the Application Form. Failing this, our Company reserves the right to accept or reject any such Application without assigning any reasons, therefore. Systemically Important Non-Banking Financial Companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

APPLICATIONS UNDER POWER OF ATTORNEY

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of ₹2,500 Lakh (subject to applicable law) and pension funds with a minimum corpus of ₹2,500 Lakh, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the Memorandum of Association and Articles of Association and/ or bye laws must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

With respect to applications by VCFs, FVCIs, and FPIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may belong with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

In case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made by insurance companies registered with the Insurance Regulatory and Development Authority, a certified copy of certificate of registration issued by Insurance Regulatory and Development Authority must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made pursuant to a power of attorney by FIIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made by provident funds with minimum corpus of ₹2,500 Lakh (subject to applicable law) and pension funds with minimum corpus of ₹2,500 Lakh a certified copy of certificate from a Chartered Accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that the Company and the lead manager may deem fit.

The Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice/CANs/letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of the Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

Lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on www.sebi.gov.in. For details on designated branches of SCSB collecting the Application Form, please refer the below mentioned SEBI link.

https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35
https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34

TERMS OF PAYMENT

The entire Issue price of ₹92.00 per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Application Form accompanied by cash, draft, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted.

After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

ALLOCATION OF EQUITY SHARES

1. The Issue is being made through the Fixed Price Process wherein 4,22,400 Equity Shares shall be reserved for Market Maker and 21,600 Equity Shares (Net Issue) will be allocated on a proportionate basis to Retail Individual Investors, and Non-Retail Applicants.

2. Under-subscription if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Managers and the Stock Exchange.

3. Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.

4. In terms of ICDR Regulations, Non-Retail Applicants shall not be allowed to either withdraw or lower the size of their Applications at any stage.

5. Allotment status details shall be available on the website of the Registrar to the Issue.

UNBLOCKING OF ASBA ACCOUNT

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form in compliance of the Companies Act, 2013.

Furnishing the details depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

PRE-ISSUE ADVERTISEMENT

As provided in Section 30 of the Companies Act, 2013 and 264(2) of the SEBI (ICDR) Regulations, 2018, the Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in one widely circulated English national daily newspaper; one widely circulated Hindi national daily newspaper and one regional language newspaper with wide circulation.

FILLING OF THE PROSPECTUS WITH THE ROC

The Company will file a copy of the Prospectus with the RoC in terms of Section 26 and Section 32 of Companies Act, 2013.

DESIGNATED DATE

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

ISSUANCE OF ALLOTMENT ADVICE

Upon approval of the Basis of Allotment by the designated stock exchange, the Registrar shall upload on its website. On the basis of approved basis of allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue.

1. Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been allotted Equity Shares in the Issue. The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.

2. Issuer will make the allotment of the equity shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

SIGNING OF UNDERWRITING AGREEMENT

The issue is 100% Underwritten. Our Company has entered into an Underwriting Agreement with the Lead Manager on August 11, 2020.

GENERAL INSTRUCTIONS

Do's:

1. All Applicants should submit the application through ASBA process only;

2. Check if you are eligible to apply as per the terms of the Prospectus and under applicable laws, rules, regulations, guidelines and approvals;

3. Read all the instructions carefully and complete the applicable Application Form in the prescribed form;

4. Ensure that the details about the DP ID and Client ID of the applicant are correct and the beneficiary depository account id active, as Allotment of Equity Shares will be in the dematerialized form only;

5. Applicant shall use only his/her own bank account or only his/her own account linked UPI ID to make an application.

6. Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;

7. Ensure that the Demographic Details (as defined herein below) are updated, true and correct in all respects;

8. Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant;

9. Instruct your respective Banks to release the funds blocked in the ASBA Account/ UPI ID linked bank account under the ASBA process;

10. Ensure that the Application Form is signed by the account holder in case the applicant is not the account holder.

11. Ensure that you have mentioned the correct bank account number in the Application Form and in case of Retail Individual Applicants applying through UPI Channel, ensure that you have mentioned the correct UPI ID;

12. Retail Individual Applicants shall ensure that the bank, with which such Retail Individual Applicants has a bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by the NPCI;

13. Ensure that you have funds equal to the Application Amount in the ASBA account or UPI ID linked Bank Account maintained with the SCSB before submitting the Application Form to the respective Designated Branch of the SCSB, the Registered Broker (at the Broker Centres), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);

14. Ensure that the Application Forms are delivered by the applicants within the time prescribed as per the Application Form and the Prospectus;

15. All Investors submit their applications through the ASBA process only;

16. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and

17. Ensure that you tick the correct investor category and the investor status, as applicable, in the ASBA Form to ensure proper upload of your Application in the electronic Bidding system of the Stock Exchanges;

18. Ensure that in case of Applications under power of attorney or by limited companies, corporate, trust, etc., all relevant documents are submitted;

19. Ensure that you have correctly signed the authorization/ undertaking box in the ASBA Form, or have otherwise provided an authorization to the SCSB or the Sponsor Bank via the electronic Mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the ASBA Form;

20. For Retail Individual Applicants bidding using the UPI mechanism, ensure that you approve the request generated by the Sponsor Bank to authorize blocking of funds equivalent to application amount and subsequent debit of funds in case of allotment, in a timely manner;

21. Retail Individual Applicants shall ensure that details of the Application are reviewed and verified by opening the attachment in the UPI mandate request and then proceed to authorize the UPI request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a Retail Individual Applicant may be deemed to have verified the attachment containing the application details of the Retail Individual Applicant in the UPI mandate request and have agreed to block the entire Application Amount and authorized the Sponsor Bank to block the Application Amount mentioned in the Application Form; and

22. Retail Individual Applicants bidding using the UPI mechanism should mention valid UPI ID of only the Applicant (in case of single account) and of the first Applicant (in case of joint account) in the Application Form;

The Application Form were liable to be rejected if the above instructions, as applicable, were not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 were liable to be rejected.

Don'ts:

1. Do not apply for lower than the minimum Application size;
2. Do not apply at a price different from the price mentioned herein or in the Application Form;
3. Do not apply on another Application Form after you have submitted an Application to the SCSBs, Registered Brokers of Stock Exchange, RTA and DPs registered with SEBI.
4. Do not pay the Application price in cash, by money order or by postal order or by stock invest;
5. Do not send Application Forms by post; instead submit the same to the Application Collection Intermediaries only;
6. Do not submit the Application Forms to any non-SCSB bank or our Company;
7. Do not apply on an Application Form that does not have the stamp of the relevant Application Collection Intermediary;
8. Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
9. Do not submit more than 1 Application Form for each UPI ID in case of Retail Individual Applicant bidding through the Designated Intermediary using the UPI Mechanism;
10. Do not Bid for an Application Amount exceeding ₹2.00 Lakh for Application by Retail Individual Applicants;
11. Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/ or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
12. Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground;
13. Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
14. Do not submit applications on plain paper or incomplete or illegible application forms in a colour prescribed for another category of Applicant; and
15. Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.
16. Do not make more than five application from one bank account
17. Do not use third party bank account or third-party UPI ID linked Bank Account for making the Application; Do not Apply if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
18. Do not submit a Application/revise a Issue Amount, with a price less than the Issue Price;
19. Do not submit your Apply after 3.00 pm on the Issue Closing Date;
20. If you are a QIB, do not submit your Application after 3:00 pm on the QIB Issue Closing Date;
21. Do not fill up the Application Form such that the Equity Shares Application for exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of this Prospectus;
22. Do not Apply for shares more than specified by respective Stock Exchanges for each category;
23. Do not Apply, if you are an OCB;
24. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Applications submitted by RIIs using the UPI Mechanism;

25. Do not Apply on another Application Form after you have submitted a Application to any of the Designated Intermediaries; and

26. Do not submit Applications to a Designated Intermediary at a location other than Specified Locations. If you are a Retail Individual Applicant and are using UPI Mechanism, do not submit the ASBA Form directly with SCSBs.;

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-Issue or post Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors can reach out to our Company Secretary and Compliance Officer. For details of our Company Secretary and Compliance Officer, see "*General Information*" on page 40 on this Daft Prospectus

For helpline details of the LM pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see "*General Information - Lead Manager*" on page 40 on this Daft Prospectus

RIGHT TO REJECT APPLICATIONS

In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

GROUNDS FOR REJECTIONS

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

a) Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;

b) In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;

c) Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;

d) PAN not mentioned in the Application Form;

e) GIR number furnished instead of PAN;

f) Applications for lower number of Equity Shares than specified for that category of investors;

g) Applications at a price other than the Fixed Price of the Issue;

h) Applications for number of Equity Shares which are not in multiples of 2,000;

i) Category not ticked;

j) Multiple Applications as defined in the Prospectus as such, based on common PAN;

k) In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;

l) Applications accompanied by Stock invest/ money order/ postal order/ cash;

m) Signature of sole Applicant is missing;

n) Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;

o) In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;

p) Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;

q) Applications by OCBs;

r) Applications by US persons other than in reliance on Regulations or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;

s) Applications not duly signed by the applicant;

t) Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;

u) Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;

v) Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;

w) Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;

x) Applications or revisions thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of ₹2.00 Lakh, received after 3:00 pm on the Issue Closing Date;

y) Applications not containing the details of Bank Account and/or Depositories Account.

z) Inadequate funds in the bank account to block the Application Amount specified in the Application Form/Application Form at the time of blocking such Application Amount in the bank account;

aa) Where no confirmation is received from SCSB for blocking of funds;

bb) Applications by Applicants, other Retail Individual Applicants, not submitted through ASBA process and Applications by Retail Individual Applicants not submitted through ASBA process or the UPI process;

cc) Failure of Retail Individual Applicants to validate the request of blocking of Application amount sent by the Sponsor Bank;

dd) Applications not uploaded on the terminals of the Stock Exchanges;

ee) Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form;

ff) Details of ASBA Account not provided in the Application form;

gg) In case of Retail Individual Applicants applying through the UPI mechanism, details of UPI ID, not provided in the Application form; etc.

For details of instruction in relation to the Application Form, Applicants may refer to the relevant section of GID and UPI Circular

APPLICANT SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGE BY THE BROKERS DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.

INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the application form submitted. Application form submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application forms submitted by Applicants whose beneficiary account is inactive shall be rejected. SEBI, vide Circular No. CIR/CFD/14/2012 dated October 4, 2012 has introduced an additional mechanism for investors to submit application forms in public issues using the stock broker ("broker") network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker's Centre is available on the websites of BSE i.e. www.bseindia.com.

NAMES OF ENTITIES RESPONSIBLE FOR FINALISING THE BASIS OF ALLOTMENT IN A FAIR AND PROPER MANNER

The authorized employees of the Stock Exchange, along with the LM and the Registrar, shall ensure that the Basis of Allotment is finalized in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 (six) Working Days of the Issue Closing Date. The Registrar to the Issue may dispatch the Allotment Advice within 6 (six) Working Days of the Issue Closing Date.

EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

1. a tripartite agreement dated August 13, 2020 with NSDL, our Company and Registrar to the Issue;

2. a tripartite agreement dated August 13, 2020 with CDSL, our Company and Registrar to the Issue;

The Company's shares bear an ISIN: INE0DTJ01015.

a) An applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the application.

b) The applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's Identification number) appearing in the Application Form or Revision Form.

c) Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant's beneficiary account (with the Depository Participant).

d) Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.

e) If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.

f) The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis-à-vis those with their Depository Participant.

g) It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange platform where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.

h) The trading of the Equity Shares of our Company would be only in dematerialized form.

COMMUNICATIONS

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc. at below mentioned addresses;

To, **Ms. Sony Devhare** **Company Secretary & Compliance Officer,** **PlatinumOne Business Services Limited** Unit No. 0907 & 0908, Lodha Supremus II, Plot No. F-4 & F-4/1, Rd No.22, Wagle Estate, Thane - 400604, Maharashtra, India **Tel:** +91 9152018640 **E-mail**: company.secretary@platinumone.in **Website**: http://www.platinumone.in/	**To,** **The Registrar to the Issue** **Mr. Arvind Tandel** **Bigshare Services Private Limited** 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400 059, Maharashtra, India **Tel No.:** +91 – 22 – 6263 8200; **Fax No.:** +91 – 22 – 6263 8299 **SEBI Registration No.:** INR000001385 **Email:** ipo@bigshareonline.com; **Website:**www.bigshareonline.com

DISPOSAL OF APPLICATIONS AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY

The Company shall ensure the dispatch of Allotment advice, instructions to SCSBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within one working day of the date of Allotment of Equity Shares.

The Company shall use best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE where the Equity Shares are proposed to be listed are taken within 6 (six) working days of closure of the issue.

IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of section 38(1) of the Companies Act, 2013 which is reproduced below:

a) 'Any person who: 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 of Companies Act, 2013 and shall be treated as Fraud.

Section 447 of the Companies Act, 2013, is reproduced as below:

Without prejudice to any liability including repayment of any debt under this Act or any other law for the time being in force, any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. Of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud:

Provided that where the fraud in question involves public interest, the term of imprisonment shall not be less than three years.

Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to twenty lakh rupees or with both.

UNDERTAKINGS BY OUR COMPANY

We undertake as follows:

1) That the complaints received in respect of the Issue shall be attended to by us expeditiously and satisfactorily;

2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (six) Working days of Issue Closing Date.

3) That the funds required for making refunds/unblocking to unsuccessful applicants as per the mode(s) disclosed shall be made available to the registrar to the issue by the issuer.

4) That where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the specified period of closure of the issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.

5) That the promoters' contribution in full, wherever required, shall be brought in advance before the Issue opens for public subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on public in accordance with applicable provisions in these regulations.

6) That no further issue of securities shall be made till the securities offered through the Prospectus are listed or till the application monies are refunded on account of non-listing, under subscription, etc., other than as disclosed in accordance with Regulation 278.

7) That adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of allotment.

8) That if the Company do not proceed with the Issue, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre- Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;

9) That if the Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the RoC/ SEBI, in the event our Company subsequently decides to proceed with the Issuer;

UTILIZATION OF ISSUE PROCEEDS

The Board of Directors certifies that:

1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;

2) Details of all monies utilized out of the Issue shall be disclosed and continue to be disclosed till any part of the issue proceeds remains unutilized under an appropriate separate head in the Company's balance sheet indicating the purpose for which such monies have been utilized;

3) Details of all unutilized monies out of the Issue, if any shall be disclosed under an appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested;

4) Our Company shall comply with the requirements of section SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to section 177 of the Company's Act, 2013 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue respectively;

5) Our Company shall not have recourse to utilize the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

PART B

GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Applicants should rely on their own examination of the Issuer and the Issue, should carefully read the Prospectus before investing in the Issue.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken inter-alia through the Fixed Price Issue. The purpose of the "General Information Document for Investing in Public Issues" is to provide general guidance to potential Applicants in IPOs, on the processes and procedures governing IPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **("ICDR Regulations")** as amended.

Applicants should note that investment in equity and equity related securities involves risk and Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue; are set out in the prospectus filed by the Issuer with the Registrar of Companies **("RoC")**. Applicants should carefully read the entire Prospectus and the Application Form and the abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and / or overlap between the disclosure included in this document and the Prospectus, the disclosures in the Prospectus shall prevail. The Prospectus of the Issuer is available on the website of Stock Exchange, on the website of the Lead Manager to the Issue, on the website of Issuer company and on the website of Securities and Exchange Board of India **("SEBI")**.

For the definitions of capitalized terms and abbreviations used herein Applicants may refer to the section *'Definitions and Abbreviations'*.

SECTION 2: BRIEF INTRODUCTION TO IPOS ON SME EXCHANGE

2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an offer for sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.
For undertaking an IPO under chapter IX of ICDR Regulation, an Issuer is inter-alia required to comply with the eligibility requirements of in terms of Regulation 228, 229 and 230 of the ICDR Regulations.

For details of compliance with the eligibility requirements by the Issuer, Applicants may refer to the Prospectus.

The present Issue being made under Regulation 229 (1) of Chapter IX of ICDR Regulations.

2.2 Other Eligibility Requirements

In addition to the eligibility requirements specified in paragraphs 2.1 an Issuer proposing to undertake an IPO is required to comply with various other requirements as specified in the ICDR Regulations, the Companies Act, 1956 and the Companies Act, 2013, as may be applicable **("Companies Act")**, the Securities Contracts (Regulation) Rules, 1957 **("SCRR")**, industry-specific regulations if any, and other applicable laws for the time being in force.

Following are the eligibility requirements for an IPO in SME platform of BSE under Chapter IX of ICDR Regulation:

i) In accordance with Regulation 260 of ICDR Regulation, Issue has to be 100% underwritten and the Lead Manager has to underwrite at least 15.00% of the total issue size.

ii) In accordance with regulation 268 of ICDR Regulation, total number of proposed Allottees in the Issue shall be greater than or equal to 50, otherwise the entire Application Amount will be unblocked forthwith. If such money is not repaid within 8 days from the date our Company becomes liable to repay it, than our Company and every officer in default shall, on and from expiry of 8 days, be liable to repay such Application Amount, with interest as prescribed under Section 40 of the Companies Act, 2013.

iii) In terms of Regulation 246 (1) of the ICDR Regulations, a copy of the Prospectus will be filed with the SEBI through the Lead Manager immediately upon filing of the Prospectus with the Registrar of Companies.

However, as per Regulation 246 (2) of the ICDR Regulations, SEBI shall not issue any observation on the Prospectus.

Further, in terms of Regulation 246 (3) of the ICDR Regulations, the Lead Manager will also submit a due diligence certificate as per format prescribed by SEBI along with the Prospectus to SEBI.

Further, in terms of Regulation 246 (4) of the ICDR Regulations, the Prospectus will be displayed from the date of filling in terms of sub-regulation (1) on the website of SEBI, the Lead Manager and the BSE SME.

Moreover, in terms of Regulation 246 (5) of the ICDR Regulations, a copy of this Draft Prospectus and prospectus shall also be furnished to SEBI in a soft copy.

iv) In accordance with Regulation 261 of the ICDR Regulation, the Lead Manager has to ensure compulsory market making for a minimum period of 3 years from the date of listing of Equity Shares offered in the Issue.

v) Our Company should be incorporated under the Companies Act.

vi) The post-Issue paid up capital of our Company (face value) shall not be more than ₹ 2,500.00 Lakh.

vii) Our Company should have positive net-worth.

viii) Our Company should have net tangible assets of at least ₹ 300.00 Lakh as per the latest audited financial results

ix) Our Company should have a track record of at least 3 years.

x) Our Company should have combined positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and its net worth should be positive.

xi) Our Company should have a website.

xii) It is mandatory for our Company to facilitate trading in demat securities and enter into an agreement with both the Depositories.

xiii) There should not be any change in the Promoters of our Company in preceding 1 year from date of filing the application to BSE for listing under SME segment.

xiv) Our Company should not have been referred to Board for Industrial and Financial Reconstruction.

xv) No petition for winding up is admitted by a court or a liquidator has not been appointed of competent jurisdiction against our Company.

xvi) No material regulatory or disciplinary action should have been taken by any stock exchange or regulatory authority in the past 3 years against the Issuer.

Issuer shall also comply with all the other requirements as laid down for such an Issue under Chapter IX of ICDR Regulations, and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

Thus, our Company is eligible for the Issue in accordance with Regulation 229 (1) and other provision of Chapter IX of ICDR Regulations, as the post–Issue face value capital does not exceed ₹1,000.00 Lakh. Our Company also complies with the eligibility conditions laid by the SME Platform of BSE for listing of our Equity Shares.

2.3 Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the ICDR Regulations, an Issuer can either determine the Issue Price through the Book Building Process **("Book Built Issue")** or undertake a Fixed Price Issue **("Fixed Price Issue")**. An Issuer may mention floor price or price band in the Red Herring Prospectus (in case of a Book-Built Issue) and a price or price band in this Prospectus (in case of a Fixed Price Issue) and determine the price at a later date before filing the Prospectus with the Registrar of Companies.

The cap on the price band should be less than or equal to 120.00% of the Floor Price. The Issuer shall announce the price or the floor price or the price band through advertisement in all newspapers in which the pre-issue advertisement was given at least 2 Working Days before the Bid/ Issue Opening Date, in case of an IPO and at least 1 Working Day before the Bid/ Issue Opening Date, in case of an FPO.

The floor price or the issue price cannot be lesser than the face value of the securities. Applicants should refer to the Prospectus or issue advertisements to check whether the Issue is a Book-Built Issue or a Fixed Price Issue.

The present issue is 100% Fixed Price Issue.

2.4 Issue Period

The Issue may be kept open for a minimum of 3 Working Days (for all category of Applicants) and not more than 10 Working Days. Applicants are advised to refer to the Application Form and abridged prospectus or Prospectus for details of the Issue Period. Details of Issue Period are also available on the website of Stock Exchange.

2.5 Migration to Main Board

SME Issuer may migrate to the Main Board of Stock Exchange from the SME Exchange at a later date subject to the following:

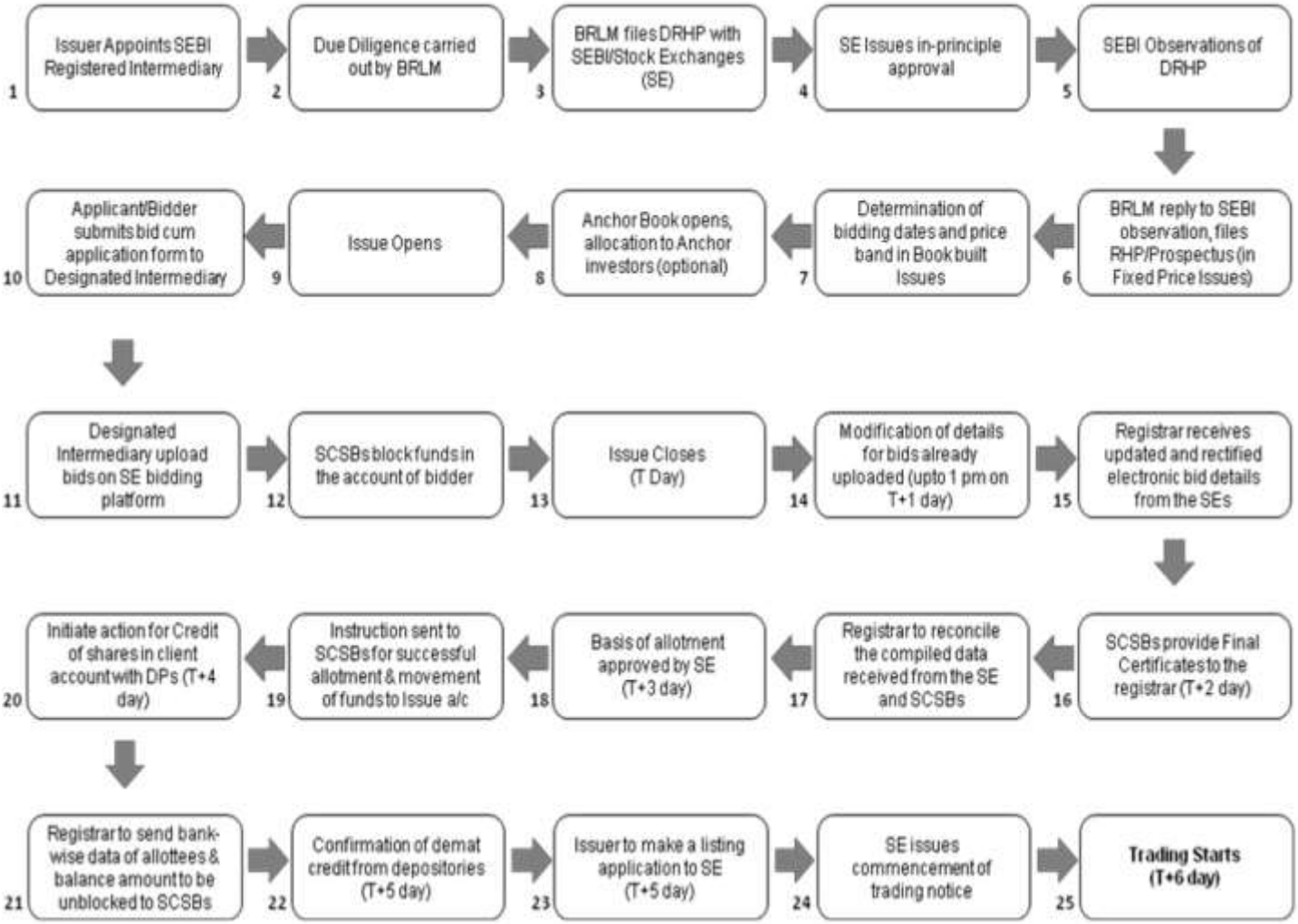
If the Paid-up Capital of the Company is likely to increase above Rs. 25.00 crore by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), The Company shall apply to SE for listing of its shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

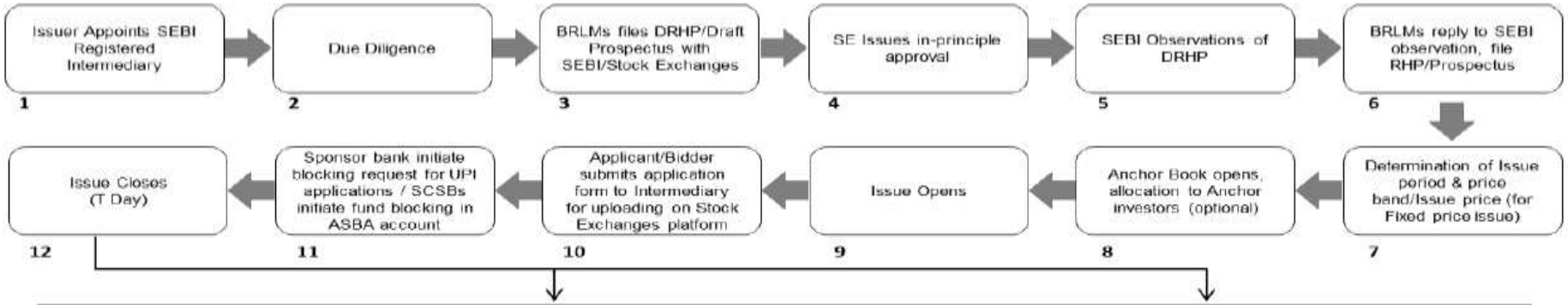
If the Paid-up Capital of the company is more than Rs. 10.00 crore but below Rs. 25.00 crore, the Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favor of the proposal amount to at least two times the number of votes cast by Shareholders other than promoter shareholders against the proposal.

FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price Issues is as follows:


1 Issuer Appoints SEBI Registered Intermediary
2 Due Diligence carried out by BRLM
3 BRLM files DRHP with SEBI/Stock Exchanges (SE)
4 SE Issues in-principle approval
5 SEBI Observations of DRHP
6 BRLM reply to SEBI observation, files RHP/Prospectus (in Fixed Price Issues)
7 Determination of bidding dates and price band in Book built Issues
8 Anchor Book opens, allocation to Anchor investors (optional)
9 Issue Opens
10 Applicant/Bidder submits bid cum application form to Designated Intermediary
11 Designated Intermediary upload bids on SE bidding platform
12 SCSBs block funds in the account of bidder
13 Issue Closes (T Day)
14 Modification of details for bids already uploaded (upto 1 pm on T+1 day)
15 Registrar receives updated and rectified electronic bid details from the SEs
16 SCSBs provide Final Certificates to the registrar (T+2 day)
17 Registrar to reconcile the compiled data received from the SE and SCSBs
18 Basis of allotment approved by SE (T+3 day)
19 Instruction sent to SCSBs for successful allotment & movement of funds to Issue a/c
20 Initiate action for Credit of shares in client account with DPs (T+4 day)
21 Registrar to send bank-wise data of allottees & balance amount to be unblocked to SCSBs
22 Confirmation of demat credit from depositories (T+5 day)
23 Issuer to make a listing application to SE (T+5 day)
24 SE issues commencement of trading notice
25 Trading Starts (T+6 day)

Flow chart of Timeline for Phase I



S.no	Day	Retail applications with UPI	Retail applications without UPI and QIB/NII applications
13	T+1	• Sponsor Bank to initiate request for blocking of funds to investor for any balance applications • Sponsor Bank may not accept bid details from stock exchange post T+1	• Intermediaries to forward a schedule as per requisite format and application forms to SCSBs for blocking of funds • Designated branches of SCSBs may not accept schedule and application post T+1
14	T+2	• Applicant to accept mandate request for blocking of funds prior to cut off-time of 12:00 p.m • Sponsor Bank to send Final Certificate to the registrar through stock exchange by end of the day	• SCSBs to send Final Certificate to the registrar by end of the day
15	T+2	• Registrar to reconcile the compiled data received from the stock exchanges, all SCSBs and Sponsor Bank • Registrar to undertake "Technical Rejection"	
16	T+3	• Approval of Basis of allotment by designated stock exchange • Registrar and merchant banker to issue funds transfer instructions to SCSBs and Sponsor Bank	
17	T+4	• SCSBs and Sponsor Bank to credit the funds in public issue account of the issuer • Registrar / Issuer to initiate corporate action for credit of shares to successful allottees • Issuer and registrar to file allotment details with designated stock exchange(s) • Registrar to send bank-wise data of allottees, amount due and balance amount to be unblocked to SCSBs / Sponsor Bank	
18	T+5	• Registrar to receive confirmation of demat credit from depositories • Issuer to make a listing application to stock exchanges • Stock exchanges to issue commencement of trading notice	
19	T+6	• **Trading commences**	

SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details**.**

Subject to the above, an illustrative list of Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- Bids/Applications belonging to an account for the benefit of a minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant 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 Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations, 2018 and other laws, as applicable);
- FPIs other than Category III foreign portfolio investors, Bidding under the QIBs category;
- FPIs which are Category III foreign portfolio investors, Bidding under the NIIs category;
- Trusts/societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares;
- National Investment Fund set up by resolution no. F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI published in the Gazette of India;
- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008; and
- Any other person eligible to Bid/Apply in the Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws.
- As per the existing regulations, OCBs are not allowed to participate in an Issue.

SECTION 4: APPLYING IN THE ISSUE

Book Built Issue: Bidders should only use the specified Bid cum Application Form bearing stamp of a Designated Intermediary as available or downloaded from the websites of the Stock Exchanges. Bid cum Application Forms are available with the Book Running Lead Manager, the Designated Intermediaries at the Bidding Centres and at the registered office of the Issuer. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchanges at least one day prior to the Bid/ Issue Opening Date. For further details, regarding availability of Bid cum Application Forms, Bidders may refer to the Prospectus and advertisements in the newspaper(s).

Fixed Price Issue: Applicants should only use the specified Application Form bearing stamp of Designated Intermediary as available or downloaded from the websites of the Stock Exchanges. Application Forms will also be available with the Designated Branches of the SCSBs and at the Registered Office of the Issuer.

Applicants should ensure that they apply in the appropriate category. The prescribed color of the Bid cum Application Form for various categories of Applicants is as follows:

Category	Colour of Application Form*
Resident Indians / Eligible NRI's applying on a non-repatriation basis	White

Non-Residents including eligible NRI's applying on a repatriation basis	Blue

**Excluding electronic Application Forms*

Please note that in terms of regulation 256 of the SEBI (ICDR), 2018 read with SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the investors applying in this issue shall use only
Application Supported by Blocked Amount (ASBA) facility for making payment i.e. just writing their bank account numbers and authorising the banks to make payment in case of allotment by signing the application forms.

As an alternate payment mechanism, Unified Payments Interface (UPI) has been introduced (vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018) as a payment mechanism in a phased manner with ASBA for applications in public issues by retail individual investors through intermediaries (Syndicate members, Registered Stock Brokers, Registrar and Transfer agent and Depository Participants.

Investors are advised to carefully refer SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 for the procedure to be followed for applying through UPI mechanism.

Securities issued in an IPO can only be in dematerialized form in accordance with Section 29 of the Companies Act, 2013. Applicants will not have the option of getting the Allotment of specified securities in physical form.

4.1 INSTRUCTIONS FOR FILLING THE APPLICATION FORM

Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the Prospectus and the Application Form are liable to be rejected.

Instructions to fill each field of the Application Form can be found on the reverse side of the Application Form.

A sample Application Form for resident Applicants and the Application Form for non-resident Applicants are reproduced below:

Application Form – For Resident

ISSUE PROGRAMME : ISSUE OPENS ON: [●] ISSUE CLOSES ON: [●]

COMMON APPLICATION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

Registered Office: Abcd Efgh Ijklm Nopqrst Uvwxys Abcd Efgh Ijklm Nopqrst Uvwxys.
Corporate Office: Abcd Efgh Ijklm Nopqrst Uvwxys, CIN: ABCD1234ABDC123ABCDE;
Tel: +91 1234567890; E-mail: abcedefghi@abce.com; Website: www.abcedfeghijkl.com

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

TEAR HERE

LOGO

To,
The Board of Directors
XYZ LIMITED

FIXED PRICE SME ISSUE
ISIN – INE1234567890

Application Form No.

Date: _____

BROKER'S / SCSB / DP / RTA STAMP & CODE	SUB-BROKER'S / SUB-AGENT'S STAMP & CODE
SCSB / BANK BRANCH STAMP & CODE	**SCSB / BANK BRANCH SERIAL NO.**

1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE/FIRST APPLICANT

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.

4. APPLICATION DETAILS

No. of Equity Shares of ₹ [●]/- each applied at the Issue Price i.e. at ₹ [●]/- per share [1]

(In Figures) (In Words)

ALLOTMENT WILL BE IN DEMAT MODE ONLY [2]

[1] Please note that applications must be made in minimum of [●] shares and further multiples of [●] shares accordingly.
[2] Please note that the equity shares on allotment will be alloted only in the dematerialized mode on the SME Platform of BSE.

5. CATEGORY

☐ Retail Individual
☐ Non-Institutional
☐ QIB

6. INVESTOR STATUS

☐ Individual(s)	- IND
☐ Non-Resident Indians (Non-Repatriation Basis)	- NRI
☐ Hindu Undivided Family*	- HUF
☐ Bodies Corporate	- CO
☐ Banks & Financial Institutions	- FI
☐ Mutual Funds	- MF
☐ National Investment Funds	- NIF
☐ Insurance Funds	- IF
☐ Insurance Companies	- IC
☐ Venture Capital Funds	- VCF
☐ Alternative Investment Funds	- AIF
☐ Others (Please Specify)	- OTH

*HUF Should apply only through Karta (Application by HUF would be treated on par with individual)

PLEASE FILL IN BLOCK LETTERS

7. PAYMENT DETAILS | **PAYMENT OPTION : Full Payment**

Amount Blocked (₹ in Figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

UPI Id
(Maximum 45 characters)

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

8 A. SIGNATURE OF SOLE / FIRST APPLICANT	8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue	
Date: ....., 2019	1)	
	2)	
	3)	

TEAR HERE

LOGO

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Application Form No.

DPID / CLID

PAN of Sole/First Applicant

Amount Blocked (₹ in figures) ASBA Bank & Branch

ASBA Bank A/c No./UPI Id

Received from Mr./Ms.

Telephone / Mobile Email

Stamp & Signature of SCSB Branch

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

	In Figures	In Words
No. of Equity Shares		
Amount Blocked (₹)		

Stamp & Signature of SCSB/Broker/ DP/RTA

ASBA Bank A/c No. / UPI Id

Bank & Branch

Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.

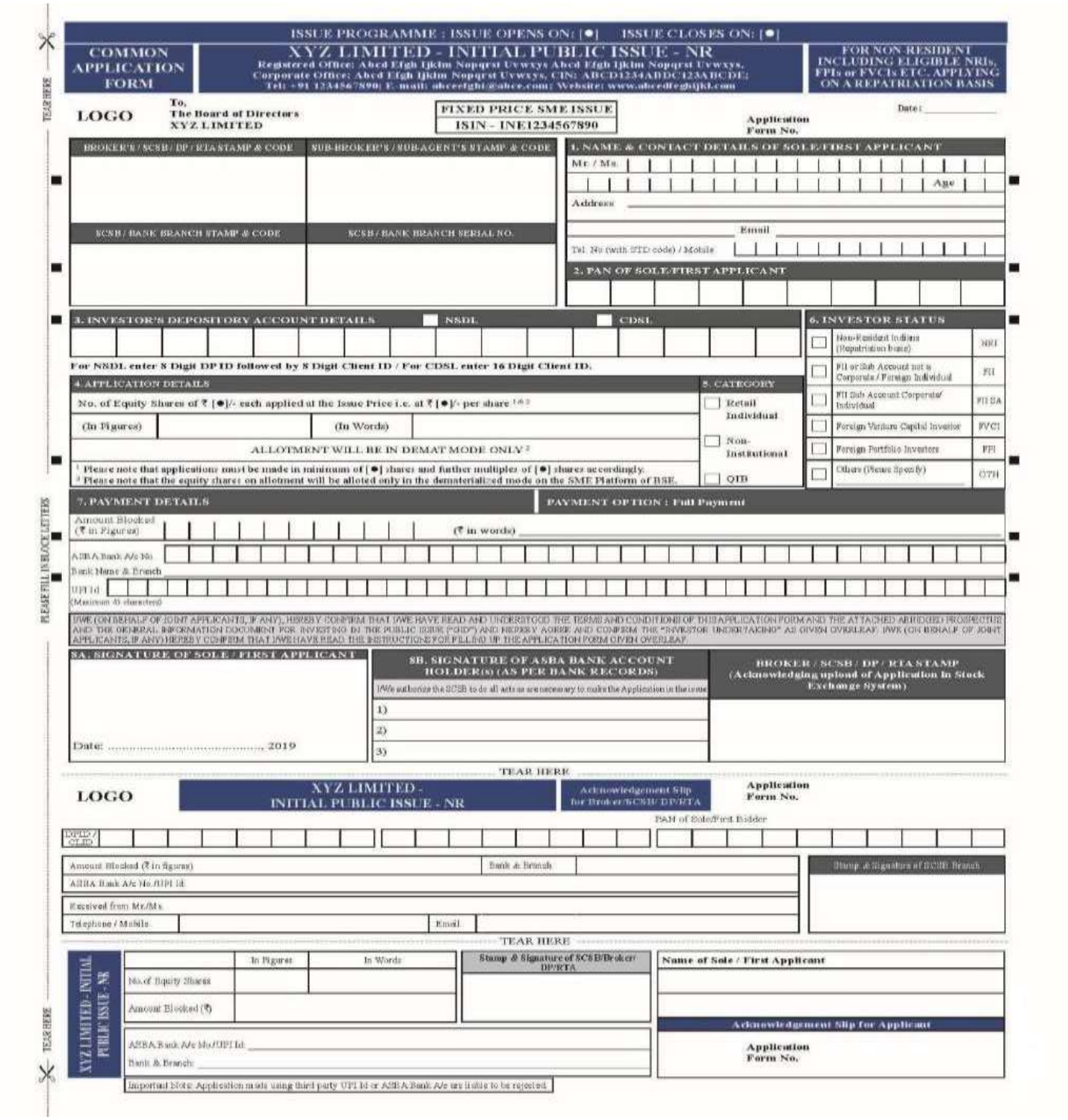
Name of Sole / First Applicant

Acknowledgement Slip for Applicant

Application Form No.

TEAR HERE

Application Form – For Non-Resident



ISSUE PROGRAMME : ISSUE OPENS ON: [●] ISSUE CLOSES ON: [●]

COMMON APPLICATION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR

Registered Office: Abcd Efgh Ijklm Nopqrst Uvwxys Abcd Efgh Ijklm Nopqrst Uvwxys.
Corporate Office: Abcd Efgh Ijklm Nopqrst Uvwxys. CIN: ABCD1234ABDC123ABCDE;
Tel: +91 1234567890; E-mail: abcdefghi@abcd.com; Website: www.abcdefghijkl.com

FOR NON-RESIDENT INCLUDING ELIGIBLE NRIs, FPIs or FVCIs ETC. APPLYING ON A REPATRIATION BASIS

LOGO

To,
The Board of Directors
XYZ LIMITED

FIXED PRICE SME ISSUE
ISIN - INE1234567890

Application Form No.

Date: _____

BROKER'S / SCSB / DP / RTA STAMP & CODE | SUB-BROKER'S / SUB-AGENT'S STAMP & CODE

SCSB / BANK BRANCH STAMP & CODE | SCSB / BANK BRANCH SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT

Mr / Ms. _____ Age _____

Address _____

Email _____

Tel. No (with STD code) / Mobile _____

2. PAN OF SOLE/FIRST APPLICANT

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.

4. APPLICATION DETAILS

No. of Equity Shares of ₹ [●]/- each applied at the Issue Price i.e. at ₹ [●]/- per share [1 & 2]

(In Figures) _____ (In Words) _____

ALLOTMENT WILL BE IN DEMAT MODE ONLY [2]

[1] Please note that applications must be made in minimum of [●] shares and further multiples of [●] shares accordingly.
[2] Please note that the equity shares on allotment will be alloted only in the dematerialized mode on the SME Platform of BSE.

5. CATEGORY

☐ Retail Individual
☐ Non-Institutional
☐ QIB

6. INVESTOR STATUS

☐	Non-Resident Indians (Repatriation basis)	NRI
☐	FII or Sub Account not a Corporate / Foreign Individual	FII
☐	FII Sub Account Corporate/ Individual	FII SA
☐	Foreign Venture Capital Investor	FVCI
☐	Foreign Portfolio Investors	FPI
☐	Others (Please Specify) _____	OTH

7. PAYMENT DETAILS | PAYMENT OPTION : Full Payment

Amount Blocked (₹ in Figures) _____ (₹ in words) _____

ASBA Bank A/c No. _____

Bank Name & Branch _____

UPI Id _____ (Maximum 49 characters)

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE / FIRST APPLICANT

Date: ....., 2019

8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)

I/We authorize the SCSB to do all acts as are necessary to make the Application in the name

1)
2)
3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)

TEAR HERE

LOGO

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR

Acknowledgement Slip for Broker/SCSB/DP/RTA

Application Form No.

DPID / CLID _____ PAN of Sole/First Bidder _____

Amount Blocked (₹ in figures) _____ Bank & Branch _____

ASBA Bank A/c No./UPI Id _____

Received from Mr./Ms. _____

Telephone / Mobile _____ Email _____

Stamp & Signature of SCSB Branch

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR

	In Figures	In Words
No. of Equity Shares		
Amount Blocked (₹)		

Stamp & Signature of SCSB/Broker/ DP/RTA

Name of Sole / First Applicant

Acknowledgement Slip for Applicant

Application Form No.

ASBA Bank A/c No./UPI Id: _____

Bank & Branch: _____

Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.

Specific instructions for filling various fields of the Resident Application Form and Non-Resident Application Form and samples are provided below.

4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE / FIRST APPLICANT

a) Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

b) Mandatory Fields: Applicants should note that the name and address fields are compulsory, and e-mail and/or telephone number/mobile number fields are optional. Applicants should note that the contact details mentioned in the Application Form may be used to dispatch communications (including letters notifying the unblocking of the bank accounts of Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details

provided in the Bid cum Application Form may be used by the Issuer, the Designated Intermediaries and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.

c) Joint Bids/Applications: In the case of Joint Applications, the Applications should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders. All communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

d) Impersonation: Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who:

- makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- 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
- 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 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

e) Nomination Facility to Applicant: Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of Allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective DP.

4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE/FIRST APPLICANT

a) PAN (of the sole/first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.

b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Applications on behalf of the Central or State Government, Applications by officials appointed by the courts and Applications by Applicants residing in Sikkim ("PAN Exempted Applicants"). Consequently, all Applicants, other than the PAN Exempted Applicants, are required to disclose their PAN in the Application Form, irrespective of the Application Amount. An Application Form without PAN, except in case of PAN Exempted Applicants, is liable to be rejected. Applications by the Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

c) The exemption for the PAN Exempted Applicants 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.

d) Application Forms which provide the General Index Register Number instead of PAN may be rejected.

e) Applications by Applicants whose demat accounts have been 'suspended for credit' are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and Demographic Details are not provided by depositories.

4.1.3 FIELD NUMBER 3: APPLICANTS DEPOSITORY ACCOUNT DETAILS

a) Applicants should ensure that DP ID and the Client ID are correctly filled in the Application Form. The DP ID and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, otherwise, the Application Form is liable to be rejected.

b) Applicants should ensure that the beneficiary account provided in the Application Form is active.

c) Applicants should note that on the basis of the PAN, DP ID and Client ID as provided in the Application Form, the Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for unblocking of ASBA Account or for other correspondence(s) related to an Issue.

d) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk.

4.1.4 FIELD NUMBER 4: BID OPTIONS

a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Prospectus by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation at the place where the Issuer's registered office is situated, at least two Working Days before Bid/ Issue Opening Date in case of an IPO, and at least one Working Day before Bid/ Issue Opening Date in case of an FPO.

b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs/FPOs undertaken through the Book Building Process. In the case of Alternate Book Building Process for an FPO, the Bidders may Bid at Floor Price or any price above the Floor Price (For further details Bidders may refer to (Section 5.6 (e))

c) Cut-Off Price: Retail Individual Investors or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs are liable to be rejected.

d) Minimum Application Value and Bid Lot: The Issuer in consultation with the BRLMs may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹ 1.00 Lakh to ₹ 2.00 Lakh. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum application value.

e) Allotment: The Allotment of specified securities to each RII shall not be less than the minimum Bid Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. For details of the minimum Bid Lot, Bidders may to the Prospectus or the advertisement regarding the Price Band published by the Issuer.

4.1.4.1 MAXIMUM AND MINIMUM BID SIZE

a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Investors, Employees and Retail Individual Shareholders must be for such number of shares so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed ₹ 2.00 Lakh.

b) In case the Bid Amount exceeds ₹ 2.00 Lakh due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category (with it not being eligible for Discount), then such Bid may be rejected if it is at the Cut-off Price.

c) For NRIs, a Bid Amount of up to ₹ 2.00 Lakh may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding ₹ 2.00 Lakh may be considered under the Non-Institutional Category for the purposes of allocation.

d) Bids by QIBs and NIIs must be for such minimum number of shares such that the Bid Amount exceeds ₹ 2.00 Lakh and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Investors and QIBs are not allowed to Bid at Cut off Price.

e) RII may revise or withdraw their bids until Bid/ Issue Closing Date. QIBs and NII's cannot withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after Bidding and are required to pay the Bid Amount upon submission of the Bid.

f) In case the Bid Amount reduces to ₹ 2.00 Lakh or less due to a revision of the Price Band, Bids by the Non-Institutional Investors who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.

g) For Anchor Investors, if applicable, the Bid Amount shall be least ₹ 10 crores. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 60% of the QIB Category under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/ Issue Period and are required to pay the Bid Amount at the time of submission

of the Bid. In case the Anchor Investor Issue Price is lower than the Issue Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Issue Price is lower than the Anchor Investor Issue Price, the amount in excess of the Issue Price paid by the Anchor Investors shall not be refunded to them.

h) A Bid cannot be submitted for more than the Issue size.

i) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.

j) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Issue Price, the number of Equity Shares Bid for by a Bidder at or above the Issue Price may be considered for Allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process (For details of Bidders may refer to (Section 5.6 (e))

4.1.4.2 MULTIPLE BIDS

a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of three Bids at different price levels in the Bid cum Application Form and such options are not considered as multiple Bids.

Submission of a second Bid cum Application Form to either the same or to another Designated Intermediary and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

b) Bidders are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple Bids:

i. All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.

ii. For Bids from Mutual Funds, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.

c) The following Bids may not be treated as multiple Bids:

i. Bids by Reserved Categories Bidding in their respective Reservation Portion as well as bids made by them in the Net Offer portion in public category.

ii. Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.

iii. Bids by Mutual Funds, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

iv. Bids by Anchor Investors under the Anchor Investor Portion and the QIB Category.

4.1.5 FIELD NUMBER 5: CATEGORY OF BIDDERS

a) The categories of Bidders identified as per the SEBI ICDR Regulations, for the purpose of Bidding, allocation and Allotment in the Issue are RIIs, NIIs and QIBs.

b) Up to 60% of the QIB Category can be allocated by the Issuer, on a discretionary basis subject to the criteria of minimum and maximum number of Anchor Investors based on allocation size, to the Anchor Investors, in accordance with SEBI ICDR Regulations, with one-third of the Anchor Investor Portion reserved for domestic Mutual Funds subject to valid Bids being received at or above the Issue Price. For details regarding allocation to Anchor Investors, Bidders may refer to the Prospectus.

c) An Issuer can make reservation for certain categories of Applicants as permitted under the SEBI ICDR Regulations. For details of any reservations made in the Issue, Applicants may refer to the Prospectus.

d) The SEBI ICDR Regulations, specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation Applicant may refer to the Prospectus.

4.1.6 FIELD NUMBER 6: INVESTOR STATUS

a) Each Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective Allotment to it in the Issue is in compliance with the investment restrictions under applicable law.

b) Certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

c) Applicants should check whether they are eligible to apply on non -repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.

d) Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 FIELD NUMBER 7: PAYMENT DETAILS

a) Applicants are required to enter either the ASBA Bank account details or the UPI ID in this field. In case the Applicants doesn't provide any of the ASBA Bank account details or the UPI ID then the application would be rejected. For application submitted to Designated Intermediaries (other than SCSBs), Applicants providing both, the ASBA Bank account details as well as the UPI ID, the UPI ID will be considered for processing of the application.

b) The full Bid Amount (net of any Discount, as applicable) shall be blocked based on the authorisation provided in the Bid cum Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full Bid Amount in the Bid cum Application Form and the funds shall be blocked for Bid Amount net of Discount. Only in cases where the Prospectus indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount offered, if any.

c) RIIs applying at Cut-off Price shall deposit the Application Amount based on the Issue Price.

d) RIIs submitting their applications through Designated Intermediaries (other than the SCSBs) can participate in the Issue through UPI mechanism, through their UPI ID linked with their bank account.

e) All QIB and NII Bidders (except Anchor Investors) can participate in the Issue only through the ASBA mechanism.

f) Bid Amount cannot be paid in cash, cheque, demand draft, through money order or through postal order.

4.1.7.1 INSTRUCTIONS FOR ANCHOR INVESTORS:

a) Anchor Investors may submit their Bids with a Book Running Lead Manager.

b) Payments should be made either by direct credit, RTGS, NACH or NEFT.

c) The Anchor Escrow Bank(s) shall maintain the monies in the Anchor Escrow Account for and on behalf of the Anchor Investors until the Designated Date.

4.1.7.2 PAYMENT INSTRUCTIONS FOR BIDDERS (OTHER THAN ANCHOR INVESTORS)

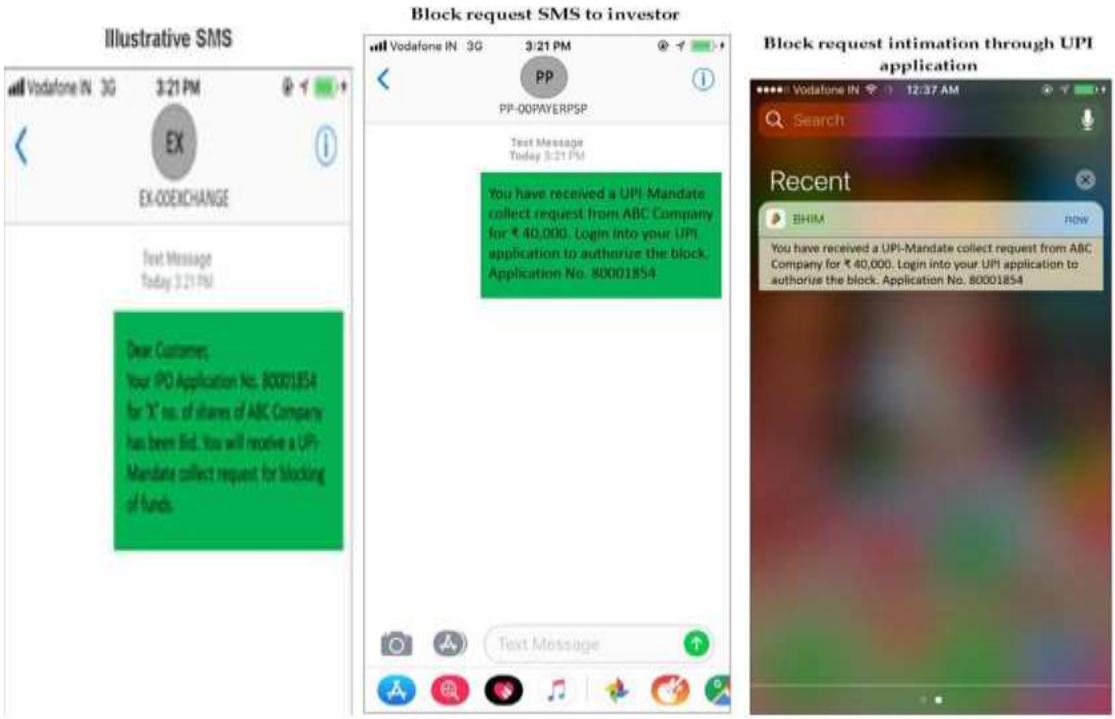
a) RIIs bidding through Designated Intermediaries should note that with the introduction of UPI as a payment mechanism, there are four channels of making applications in public issues available to them in UPI Phase I (i.e. from January 1, 2019 for a period of three months or floating of five main board public issues, whichever is later). The four channels for making applications in public issues available to RIIs bidding through Designated Intermediaries are as follows:

Channel I	Channel II	Channel III	Channel IV

RIIs may submit the Bid cum Application Form with ASBA as the sole mechanism for making payment either physically (at the branch of the SCSB) or online. For such applications the existing process of uploading the bid and blocking of funds in the RIIs account by the SCSB would continue.	RIIs may submit the Bid cum Application Form online using the facility of linked online trading, demat and bank account (3-in-1 type accounts) provided by Registered Brokers.	RIIs may submit the Bid cum Application Form with any of the Designated Intermediaries, along with details of his/her ASBA Account for blocking of funds. For such applications the Designated Intermediary will upload the bid in the stock exchange bidding platform and forward the application form to Designated Branch of the concerned SCSB for blocking of funds.	RIIs may submit the Bid cum Application Form with any of the Designated Intermediaries (other than SCSBs) and use his/her UPI ID for the purpose of blocking of funds.

For UPI Phase II and UPI Phase III, RIIs will have the option to use only Channel I, Channel II and Channel IV (as described above) for making applications in a public issue.

Please see below a graphical illustrative process of the investor receiving and approving the UPI Mandate Request.



1. Investor UPI application screen

2. Sample of IPO details in attachment

3. Post verification of details above

4. Pre-confirmation page

b) QIB and NII Bidders may submit the Bid cum Application Form either

To SCSBs in physical or:

1) electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or

2) in physical mode to any Designated Intermediary.

3) Bidders must specify the Bank Account number, or the UPI ID, as applicable, in the Bid cum Application Form. The Bid cum Application Form submitted by a Bidder and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account, may not be accepted.

4) Bidders should note that application made using third party UPI ID or ASBA Bank Account are liable to be rejected;

5) Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the ASBA account.

6) Bidders should submit Bid cum Application Form only at the Bidding Centers, i.e. to the respective member of the Syndicate at the Specified Locations. The SCSBs, the Registered Broker, at the Broker Centres, the RTA at the Designated CRTA Locations or CDP at the Designated CDP Locations.

7) Bidders bidding through Designated Intermediaries other than a SCSB, should note that ASBA Application Forms submitted to such Designated Intermediary may not be accepted, if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for such Designated Intermediary, to deposit ASBA Forms.

8) Bidders bidding directly through the SCSBs should ensure that the Bid cum Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

9) Upon receipt of the Bid cum Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.

10) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.

11) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Bids on the Stock Exchange platform and such bids are liable to be rejected.

12) Upon submission of a completed Bid cum Application Form each Bidder (not being a RII who has opted for the UPI mechanism and provided a UPI ID with the Bid cum Application Form) may be deemed to have agreed to block the entire Bid Amount and authorized the Designated Branch of the SCSB to block the Bid Amount specified in the Bid cum Application Form in the ASBA Account maintained with the SCSBs. For details regarding blocking of Bid Amount for RIIs who have provided a UPI ID with the Application Form please refer to paragraph 4.1.7.4.

13) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Bid, as the case may be.

14) SCSBs bidding in the Issue must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

4.1.7.3 UNBLOCKING OF ASBA ACCOUNT

a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB or the Sponsor Bank, as the case may be, along with instructions to unblock the relevant ASBA accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant ASBA account to the Public Issue Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, (iv) the amount to be unblocked, if any in case of partial allotments and (v) details of rejected ASBA Bids, if any, along with reasons for rejection and details of withdrawn or unsuccessful Bids, if any, to enable the SCSBs or the Sponsor Bank, as the case may be, to unblock the respective ASBA accounts.

b) On the basis of instructions from the Registrar to the Issue, the SCSBs or the Sponsor Bank, as the case may be may transfer the requisite amount against each successful Bidder to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

c) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful Bids, the Registrar to the Issue may give instructions to the SCSB or to the Sponsor Bank to revoke the mandate and, as the case may be, to unblock the Bid Amount in the relevant Account within four Working Days of the Bid/ Issue Closing Date.

4.1.7.4. ADDITIONAL PAYMENT INSTRUCTIONS FOR RIIS BIDDING THROUGH DESIGNATED INTERMEDIARIES (OTHER THAN SCSBS) USING THE UPI MECHANISM

a) Before submission of the application form with the Designated Intermediary (other than SCSBs), an RII shall download the mobile application, associated with the UPI ID linked bank account, for UPI and create a UPI ID (xyz@bankname) of not more than 45 characters with its bank and link it to his/ her bank account where the funds equivalent to the application amount is available.

b) RIIs shall ensure that the bank, with which it has its bank account, where the funds equivalent to the application amount is available for blocking has been notified as Issuer Banks for UPI. A list of such banks is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40.

c) RIIs shall mention his / her UPI ID along with the bid details in the Bid cum Application Form in capital letters and submit the Bid cum Application Form to any of the Designated Intermediaries (other than SCSBs). It is clarified that if an RII submits a third party UPI ID instead of his/her own UPI ID in the Bid cum Application Form, the application is liable to be rejected.

d) The Designated Intermediary (other than SCSB) upon receipt of the Bid cum Application Form will upload the bid details along with UPI ID in the stock exchange bidding platform.

e) Once the bid has been entered into the Stock Exchange bidding platform, the stock exchange will validate the PAN and Demat Account details of the RII with the Depository. The Depository will validate the aforesaid details on a real time basis and send a response to the stock exchange which will be shared by the stock exchange with the respective Designated Intermediary through its bidding platform, for corrections, if any.

f) Once the bid details have been validated by the Depository, the stock exchange will, on a continuous basis, electronically share the bid details along with the UPI ID of the concerned RII with the Sponsor Bank appointed by the Issuer.

g) The Sponsor Bank will validate the UPI ID of the RII before initiating the Mandate request.

h) The Sponsor Bank after validating the UPI ID will initiate a UPI Mandate Request for valid UPI ID on the RII which will be electronically received by the RII as an SMS / intimation on his / her mobile number / mobile app associated with the UPI ID linked account. The RII shall ensure that the details of the Bid are correct 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 authorization of the mandate using his/her UPI PIN, an RII may be deemed to have verified the attachment containing the application details of the RII in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form and subsequent debit in case of allotment.

i) Upon successful validation of the block request by the RII, the said information would be electronically received by the RII's bank, where the funds, equivalent to the application amount would get blocked in the ASBA Account of the RII. Intimation regarding confirmation of such blocking of funds in the ASBA Account of the RII would also be received by the RII. Information on the block status request would be shared with the Sponsor Bank which in turn would share it with the stock exchange which in turn would share it with the Registrar in the form of a file for the purpose of reconciliation and display it on the stock exchange bidding platform for the information of the Designated Intermediary.

j) RIIs may continue to modify or withdraw the Bid till the closure of the Bidding Period. For each modification of the Bid, the RII will submit a revised Bid and will receive a UPI Mandate Request from the Sponsor Bank to be validated as per the process indicated above.

k) Post closure of the Offer, the stock exchange will share the Bid details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by RIIs using UPI ID.

4.1.7.5 DISCOUNT (IF APPLICABLE)

a) The Discount is stated in absolute rupee terms.

b) Bidders applying under RII category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Issue, Bidders may refer to the Prospectus.

c) The Bidders entitled to the applicable Discount in the Issue may block their ASBA Account for an amount i.e. the Bid Amount less Discount (if applicable).

Bidder may note that in case the net amount blocked (post Discount) is more than two lakh Rupees, the Bidding system automatically considers such applications for allocation under Non-Institutional Category. These applications are neither eligible for Discount nor fall under RII category.

4.1.8 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS

a) Only the First Applicant is required to sign the Bid cum Application Form/Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.

b) The signature has to be correctly affixed in the authorisation/undertaking box in the Bid cum Application Form/Application Form, or an authorisation has to be provided to the SCSB or using the UPI to the Sponsor Bank, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form/Application Form.

c) Applicants must note that Bid cum Application Form/Application Form without signature of Applicant and/or ASBA Account holder is liable to be rejected.

4.1.9 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

a) Bidders should ensure that they receive the Acknowledgement Slip or number duly signed and stamped by the Designated Intermediary, as applicable, for submission of the Bid cum Application Form.

b) All communications in connection with Bids/Applications made in the Issue should be addressed as under:

   i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of Allotted Equity shares, unblocking of funds, the Applicants should contact the Registrar to the Issue.

   ii. In case of Bids submitted to the Designated Branches of the SCSBs, the Applicants should contact the relevant Designated Branch of the SCSB.

   iii. In case of queries relating to uploading of Syndicate Member ASBA Bids, the Applicants should contact the relevant Syndicate Member.

   iv. In case of queries relating to uploading of Bids by a Designated Intermediary, the Applicants should contact the relevant Designated Intermediary.

   v. In case of queries relating to uploading of Bids through UPI mechanism, the Applicants should contact the Designated Intermediary.

   vi. Applicant may contact the Company Secretary and Compliance Officer or BRLM(s) in case of any other complaints in relation to the Issue.

c) The following details (as applicable) should be quoted while making any queries –

   i. full name of the sole or First Applicant, Bid cum Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application;

   ii. name and address of the Designated Intermediary, where the Bid was submitted along with the acknowledgment slip from Designated Intermediary; or

   iii. Bids, ASBA Account number or the UPI ID (for RIIs who make the payment of Bid Amount through the UPI mechanism) linked to the ASBA Account where the Bid Amount was blocked.

For further details, Applicant may refer to the Prospectus and the Bid cum Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

a) During the Bid/ Issue Period, any Applicant (other than QIBs and NIIs, who can only revise their bid upwards) who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band using the Revision Form, which is a part of the Bid cum Application Form.

b) RII may revise their bids or withdraw their Bids till the Bid/ Issue Close Date.

c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.

d) The Applicant can make this revision any number of times during the Bid/ Issue Period. However, for any revision(s) in the Bid, the Applicants will have to use the services of the same Designated Intermediary through which such Applicant had placed the

original Bid. It is clarified that RIIs whose original Bid is made using the UPI mechanism can make revision(s) to their Bid using the UPI mechanism only, whereby each time the Sponsor Bank will initiate a new UPI Mandate Request. Bidders /Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.

A sample revision form is reproduced below:

Revision Form – For Resident

ISSUE PROGRAMME : ISSUE OPENS ON: ISSUE OPENS ON: [●] ISSUE CLOSES ON: [●]

COMMON APPLICATION REVISION FORM

XYZ LIMITED - PUBLIC ISSUE- REVISION - R

Registered Office: Abcd Efgh Ijklm Nopqrst Uvwxyz Abcd Efgh Ijklm Nopqrst Uvwxyz,
Corporate Office: Abcd Efgh Ijklm Nopqrst Uvwxyz, CIN: ABCD1234ABDC123ABCDE;
Tel: +91 1234567890; E-mail: abcedfghijkl@abce.com; Website: www.abcedfghijkl.com

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

TEAR HERE

LOGO

To,
The Board of Directors
XYZ LIMITED

FIXED PRICE SME ISSUE
ISIN – INE1234567890

Application Form No.

Date : _____

BROKER'S / SCSB / DP / RTA STAMP & CODE	SUB BROKER'S / SUB AGENT'S STAMP & CODE
SCSB / BANK BRANCH STAMP & CODE	**SCSB / BANK BRANCH SERIAL NO.**

1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT

Mr. / Ms.

Address

Tel. No (with STD code) / Mobile

2. PAN OF SOLE/FIRST APPLICANT

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY APPLICATION PHYSICAL

4. FROM (as per last Application or Revision)

Options	No. of Equity Shares applied (Application must be in multiples of [●] equity shares) (In Figures)	Price per Equity Share (₹) [●]/- (In Figures) Issue Price	Discount, if any	Net Price
Option 1				
(OR) Option 2	NOT APPLICABLE		NOT APPLICABLE	
(OR) Option 3				

5. TO (Revised Application)

Options	No. of Equity Shares applied (Application must be in multiples of [●] equity shares) (In Figures)	Price per Equity Share (₹) [●]/- (In Figures) Issue Price	Discount, if any	Net Price
Option 1				
(OR) Option 2	NOT APPLICABLE		NOT APPLICABLE	
(OR) Option 3				

6. PAYMENT DETAILS | **PAYMENT OPTION : Full Payment**

Amount Blocked (₹ in Figures) (₹ in words) _____

ASBA Bank A/c No.

Bank Name & Branch

UPI Id
(Maximum 45 characters)

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE / FIRST APPLICANT	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue	
	1)	
Date: ....., 2019	2)	
	3)	

TEAR HERE

LOGO

XYZ LIMITED - INITIAL PUBLIC ISSUE - REVISION - R

Acknowledgement Slip for Broker/SCSB/DP/RTA

Application Form No.

DPID / CLID | PAN

Additional Amount Blocked (₹ in figures) | ASBA Bank & Branch

ASBA Bank A/c No./UPI Id

Received from Mr./Ms.

Telephone / Mobile | Email

Stamp & Signature of SCSB Branch

TEAR HERE

XYZ LIMITED- INITIAL PUBLIC ISSUE REVISION - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Issue Price		NOT APPLICABLE	
Additional Amount Blocked (₹)			

Stamp & Signature of SCSB/Broker/DP/RTA

Name of Sole / First Applicant

ASBA Bank A/c No. / UPI Id:

Bank & Branch:

Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.

Acknowledgment Slip for Applicant

Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

Revision Form – For Non-Resident

ISSUE PROGRAMME : ISSUE OPENS ON: [●] ISSUE CLOSES ON: [●]

COMMON APPLICATION REVISION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - REVISION - NR

Registered Office: Abcd Efgh Ijklm Nopqrst Uvwxys Abcd Efgh Ijklm Nopqrst Uvwxys,
Corporate Office: Abcd Efgh Ijklm Nopqrst Uvwxys, CIN: ABCD1234ABDC123ABCDE;
Tel: +91 1234567890; E-mail: abcedfghijkl@abce.com; Website: www.abcedfghijkl.com

FOR NON RESIDENT INCLUDING ELIGIBLE NRIs, FPIs or FVCIs ETC. APPLYING ON A REPATRIATION BASIS

LOGO

To,
The Board of Directors
XYZ LIMITED

FIXED PRICE SME ISSUE
ISIN – INE1234567890

Application Form No.

Date : _____

BROKER'S / SCSB / DP / RTA STAMP & CODE	SUB-BROKER'S / SUB-AGENT'S STAMP & CODE
SCSB / BANK BRANCH STAMP & CODE	**SCSB / BANK BRANCH SERIAL NO.**

1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT

Mr. / Ms.

Address

Tel. No (with STD code) / Mobile

2. PAN OF SOLE/FIRST APPLICANT

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY APPLICATION ☐ PHYSICAL

4. FROM (as per last Application or Revision)

Options	No. of Equity Shares applied (Application must be in multiples of [●] equity shares) (In Figures)	Price per Equity Share (₹) 10/- (In Figures) Issue Price	Discount, if any	Net Price
Option 1				
(OR) Option 2	NOT APPLICABLE		NOT APPLICABLE	
(OR) Option 3	NOT APPLICABLE		NOT APPLICABLE	

5. TO (Revised Application)

Options	No. of Equity Shares applied (Application must be in multiples of [●] equity shares) (In Figures)	Price per Equity Share (₹) 10/- (In Figures) Issue Price	Discount, if any	Net Price
Option 1				
(OR) Option 2	NOT APPLICABLE		NOT APPLICABLE	
(OR) Option 3				

6. PAYMENT DETAILS | **PAYMENT OPTION : Full Payment**

Amount Blocked (₹ in Figures) (₹ in words) _____

ASBA Bank A/c No.

Bank Name & Branch

UPI Id
(Maximum 45 characters)

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

7 A. SIGNATURE OF SOLE / FIRST APPLICANT	**7 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)**	**BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)**
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue	
	1)	
Date: ....., 2018	2)	
	3)	

TEAR HERE

LOGO

XYZ LIMITED - INITIAL PUBLIC ISSUE - REVISION - NR

Acknowledgement Slip for Broker/SCSB/DP/RTA

Application Form No.

DP ID / CLID | DAN

Additional Amount Blocked (₹ in figures) | Bank & Branch

ASBA Bank A/c No./UPI Id

Received from Mr./Ms.

Telephone / Mobile | Email

SCSB Branch Stamp & Signature

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - REVISION - NR

	Option 1	Option 2	Option 3
No. of Equity Shares			
Issue Price			
Additional Amount Blocked (₹)			

Stamp & Signature of SCSB/Broker/DP/RTA

Name of Sole / First Applicant

ASBA Bank A/c No./UPI Id

Bank & Branch

Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.

Acknowledgment Slip for Applicant

Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

4.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT

Bidders/Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3. 4.2.2

4.2.2 FIELD 4 & 5: BID OPTIONS REVISION 'FROM' AND 'TO'

a) Apart from mentioning the revised options in the Revision Form, the Applicant must also mention the details of all the bid options given in his or her Bid cum Application Form or earlier Revision Form. For example, if an Applicant has Bid for three options in the Bid cum Application Form and such Applicant is changing only one of the options in the Revision Form, the Applicant must still fill the details of the other two options that are not being revised, in the Revision Form. The Designated Intermediaries may not accept incomplete or inaccurate Revision Forms.

b) In case of revision, Bid options should be provided by Applicants in the same order as provided in the Bid cum Application Form.

c) In case of revision of Bids by RIIs, Employees and Retail Individual Shareholders, such Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed ₹ 2.00 Lakh. In case the Bid Amount exceeds ₹ 2.00 Lakh due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIIs, Employees and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process.

d) In case of revision of Bids by Employees, such Bidders/Applicants should ensure that the total Bid subsequent to revision, does not exceed ₹ 2.00 Lakh.

e) If, however, the RII does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised Bid at Cut-off Price.

f) In case of a downward revision in the Price Band, RIIs and Bids by Employees under the Reservation Portion, who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of Bidding will be unblocked.

4.2.3 FIELD 6: PAYMENT DETAILS

a) All Applicants are required to authorize blocking of the full Bid Amount (less Discount, if applicable) at the time of submitting the Bid Revision Form. In case of Applicants specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less discount offered, if any.

b) Applicant may Offer instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same Designated Intermediary through whom such Applicant had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.

c) In case of a downward revision in the Price Band, RIIs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked.

4.2.4 FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS

Bidders/Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)

4.3.1 FIELDS 1, 2, 3 NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.3.2 FIELD 4: PRICE, APPLICATION QUANTITY & AMOUNT

a) The Issuer may mention Price or Price Band in the Prospectus. However, a Prospectus registered with RoC contains one price or coupon rate (as applicable).

b) Minimum Application Value and Bid Lot: The Issuer in consultation with the Lead Manager to the Issue (LM) may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹ 1.00 Lakh to ₹ 2.00 Lakh. The minimum Lot size is accordingly determined by an Issuer on basis of such minimum application value.

c) Applications by RIIs, Employees and Retail Individual Shareholders, must be for such number of shares so as to ensure that the application amount payable does not exceed ₹ 2.00 Lakh.

d) Applications by other investors must be for such minimum number of shares such that the application amount exceeds ₹ 2.00 Lakh and in multiples of such number of Equity Shares thereafter, as may be disclosed in the application form and the Prospectus, or as advertised by the Issuer, as the case may be.

e) An application cannot be submitted for more than the Issue size.

f) The maximum application by any Applicant should not exceed the investment limits prescribed for them under the applicable laws.

g) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or other SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

For details regarding the procedures to be followed by the Registrar to detect multiple applications. Applicants should refer to paragraphs 4.1.4.2(b) and 4.1.4.2(c).

4.3.3 FIELD NUMBER 5 : CATEGORY OF APPLICANTS

a) The categories of applicants identified as per the SEBI ICDR Regulations for the purpose of Bidding, allocation and Allotment in the Issue are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).

b) An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations. For details of any reservations made in the Issue, applicants may refer to the Prospectus.

c) The SEBI ICDR Regulations specify the allocation or Allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation applicant may refer to the Prospectus.

4.3.4 FIELD NUMBER 6: INVESTOR STATUS

Applicants should refer to instructions contained in paragraphs 4.1.6.

4.3.5 FIELD 7: PAYMENT DETAILS

a) Applicants are required to enter either the ASBA Bank account details or the UPI ID in this field. In case the Applicants doesn't provide any of the ASBA Bank account details or the UPI ID then the application would be rejected. For application submitted to Designated Intermediaries (other than SCSBs), Bidder providing both the ASBA Bank account details as well as the UPI ID, the UPI ID will be considered for processing of the application.

b) All Applicants (other than Anchor Investors) are required to make use ASBA for applying in the Issue.

c) RIIs applying through Designated Intermediaries (other than SCSBs) may make use of the UPI mechanism for applying in the Issue.

d) Application Amount cannot be paid in cash, cheques or demand drafts through money order, cheque or through postal order or through stock invest.

4.3.5.1 PAYMENT INSTRUCTIONS FOR APPLICANTS

Applicants should refer to instructions contained in paragraphs 4.1.7.2

4.3.5.2 UNBLOCKING OF ASBA ACCOUNT

Applicants should refer to instructions contained in paragraph 4.1.7.3.

4.3.5.1 ADDITIONAL PAYMENT INSTRUCTIONS FOR RIIS BIDDING THROUGH DESIGNATED INTERMEDIARIES (OTHER THAN SCSBS) USING THE UPI MECHANISM

Applicants should refer to instructions contained in paragraph 4.1.7.4

4.3.5.4 DISCOUNT (IF APPLICABLE)

Applicants should refer to instructions contained in paragraph 4.1.7.5

4.3.6 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS & ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

Applicants should refer to instructions contained in paragraphs 4.1.8 & 4.1.9.

4.4 SUBMISSION OF BID CUM APPLICATION FORM/REVISION FORM/APPLICATION FORM

4.4.1 Bidders/Applicants may submit completed Bid cum application form/Revision Form in the following manner:

Mode of Application	Submission of Bid cum Application Form
Anchor Investors Application Form	To the Book Running Lead Manager at the Specified Locations mentioned in the Bid cum Application Form
All Applications (other than Anchor Investors)	• To members of the Syndicate in the Specified Locations or Registered Brokers at the Broker Centres or the CRTAs at the Designated RTA Location or the CDPs at the CDP Location • To the Designated Branches of the SCSBs where the ASBA Account is maintained

a) Applicants should submit the Revision Form to the same Designated Intermediary through which such Applicant had placed the original Bid.

b) Upon submission of the Bid cum Application Form, the Applicant will be deemed to have authorized the Issuer to make the necessary changes in the Prospectus and the Bid cum Application Form as would be required for filing Prospectus with the RoC and as would be required by the RoC after such filing, without prior or subsequent notice of such changes to the relevant Applicant.

c) Upon determination of the Issue Price and filing of the Prospectus with the RoC, the Bid cum Application Form will be considered as the application form.

SECTION 5: ISSUE PROCEDURE IN BOOK BUILT ISSUE

Book Building, in the context of the Issue, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Issue Price based on the Bids received as detailed in Schedule XIII of SEBI ICDR Regulations. The Issue Price is finalised after the Bid/ Issue Closing Date. Valid Bids received at or above the Issue Price are considered for allocation in the Issue, subject to applicable regulations and other terms and conditions.

5.1 SUBMISSION OF BIDS

a) During the Bid/ Issue Period, Applicants may approach any of the Designated Intermediaries to register their Bids. Anchor Investors who are interested in subscribing for the Equity Shares should approach the Book Running Lead Manager, to register their Bid.

b) In case of Applicants (excluding NIIs and QIBs) Bidding at Cut-off Price, the Applicants may instruct the SCSBs or the Sponsor Bank, as applicable, to block Bid Amount based on the Cap Price less Discount (if applicable).

c) For Details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Applicants are requested to refer to the Prospectus.

5.2 ELECTRONIC REGISTRATION OF BIDS

a) 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 on a regular basis before the closure of the issue.

b) On the Bid/ Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges.

c) Only Bids that are uploaded on the Stock Exchanges Platform would be considered for allocation/Allotment. In UPI Phase I, the Designated Intermediaries are given till 1:00 pm on the day following the Bid/ Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/ Issue Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

5.3 BUILD UP OF THE BOOK

a) Bids received from various Applicants through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchanges' on a regular basis. The book gets built up at various price levels. This information may be available with the BRLMs at the end of the Bid/ Issue Period.

b) Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the Bidding centres during the Bid/ Issue Period.

5.4 WITHDRAWAL OF BIDS

a) RIIs can withdraw their Bids until Bid/ Issue Closing Date. In case a RII wishes to withdraw the Bid, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.

b) The Registrar to the Issue shall give instruction to the SCSB or the Sponsor Bank, as applicable, for unblocking the ASBA Account upon or after the finalization of basis of Allotment. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

5.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS

a) The Designated Intermediaries are individually responsible for the acts, mistakes or errors or omission in relation to:

   i. the Bids accepted by the Designated Intermediaries,

   ii. the Bids (including UP ID, as applicable) uploaded by the Designated Intermediaries, and

   iii. the Bid cum application forms accepted but not uploaded by the Designated Intermediaries.

b) The BRLMs and their affiliate Syndicate Members, as the case may be, may reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect.

c) The SCSBs or the Sponsor Banks, as applicable, shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.

d) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) BRLMs and their affiliate Syndicate Members (only in the Specified Locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.

e) All bids by QIBs, NIIs & RIIs Bids can be rejected on technical grounds listed herein.

5.5.1 GROUNDS FOR TECHNICAL REJECTIONS

Bid cum Application Forms/Application Form can be rejected on the below mentioned technical grounds either at the time of their submission to any of the Designated Intermediaries, or at the time of finalisation of the Basis of Allotment. Bidders/Applicants are advised to note that the Bids/Applications are liable to be rejected, inter-alia, on the following grounds, which have been detailed at various places in this GID:-

a) Bid/Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);

b) Bids/Applications of Bidders (other than Anchor Investors) accompanied by cash, draft, cheques, money order or any other mode of payment other than amounts blocked in the Bidders' ASBA Account;

c) Bids/Applications by OCBs; and

d) In case of partnership firms, Bid/Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;

e) In case of Bids/Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents not being submitted along with the Bid cum application form/Application Form;

f) Bids/Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;

g) Bids/Applications by any person outside India if not in compliance with applicable foreign and Indian laws;

h) DP ID and Client ID not mentioned in the Bid cum Application Form/Application Form;

i) ASBA Account number or UPI ID not mentioned or incorrectly mentioned in the Bid cum Application Form/Application Form;

j) PAN not mentioned in the Bid cum Application Form/Application Form, except for Bids/Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;

k) In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;

l) Bids/Applications for lower number of Equity Shares than the minimum specified for that category of investors;

m) Bids/Applications at a price less than the Floor Price and Bids/Applications at a price more than the Cap Price;

n) Bids/Applications at Cut-off Price by NIIs and QIBs;

o) The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;

p) Bids/Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;

q) Submission of Bid cum Application Forms/Application Form using third party UPI ID or ASBA Bank Account;

r) Submission of more than one Bid cum Application Form per UPI ID or ASBA Account mentioned in the Bid Cum Application Form by RIIs bidding through Designated Intermediaries (except for RIIs applying as Retail Individual Shareholder also)

s) In case of joint Bids, submission of Bid cum Application Forms/Application Form using second or third party's UPI ID or ASBA Bank Account;

t) Bids/Applications for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the Prospectus;

u) Multiple Bids/Applications as defined in this GID and the Prospectus;

v) Bid cum Application Forms/Application Forms are not delivered by the Bidders/Applicants within the time prescribed as per the Bid cum Application Forms/Application Form, Bid/ Issue Opening Date advertisement and as per the instructions in the Prospectus and the Bid cum Application Forms;

w) Bank account mentioned in the Bid cum Application Form (for Bidders applying through the non UPI mechanism) may not be an account maintained by SCSB. Inadequate funds in the ASBA account to block the Bid/Application Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid/Application Amount in the ASBA account;

x) case of Bids by RIIs (applying through the UPI mechanism), the UPI ID mentioned in the Bid cum Application Form is linked to a third party bank account;

y) In case of Bids by RIIs (applying through the UPI mechanism), the UPI ID is not mentioned in the Bid cum Application Form;

z) In case of Anchor Investors, Bids/Applications where sufficient funds are not available in Escrow Accounts as per final certificate from the Escrow Collection Banks;

aa) Where no confirmation is received from SCSB or the Sponsor Bank, as applicable, for blocking of funds;

bb) Bids/Applications by Bidders (other than Anchor Investors) not submitted through ASBA process;

cc) Bids/Applications submitted to Designated Intermediaries at locations other than the Bidding Centers or, submitted to the Escrow Collecting Banks (assuming that such bank is not a SCSB where the ASBA Account is maintained), to the issuer or the Registrar to the Issue;

dd) Bids/Applications not uploaded on the terminals of the Stock Exchanges;

ee) Bids/Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form;

ff) The UPI Mandate is not approved by Retail Individual Investor; and

gg) The original Bid/Application is made using the UPI mechanism and revision(s) to the Bid/Application is made using ASBA either physically or online through the SCSB, and vice- versa.

hh) Applicants are required to enter either the ASBA Bank account details or the UPI ID in the Bid cum Application Form. In case the Bidder doesn't provide any of the ASBA Bank account details or the UPI ID then the application would be rejected. For application submitted to Designated Intermediaries (other than SCSBs), Bidder providing both the ASBA Bank account details as well as the UPI ID, the UPI ID will be considered for processing of the application.

ii) RIIs shall ensure that the bank, with which it has its bank account, where the funds equivalent to the application amount is available for blocking has been notified as Issuer Banks for UPI. A list of such banks is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40

jj) In case of revision of Bids by RII Bidders, if UPI Mandate Request for the revised Bid is not approved, the Application is liable to be rejected.

5.6 BASIS OF ALLOCATION

a) The SEBI ICDR Regulations specify the allocation or Allotment that may be made to various categories of Applicants in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the Prospectus. For details in relation to allocation, the Applicant may refer to the Prospectus.

b) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLMs and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.

c) In case of under subscription in the Net Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Net Issue. For allocation in the event of an under-subscription applicable to the Issuer, Applicants may refer to the Prospectus.

d) Illustration of the Book Building and Price Discovery Process Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors.

Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹ 20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%

1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

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

e) Alternate Method of Book Building

In case of FPOs, Issuers may opt for an alternate method of Book Building in which only the Floor Price is specified for the purposes of bidding ("Alternate Book Building Process").

The Issuer may specify the Floor Price in the Prospectus or advertise the Floor Price at least one Working Day prior to the Bid/ Issue Opening Date. QIBs may Bid at a price higher than the Floor Price and the Allotment to the QIBs is made on a price priority basis. The Bidder with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Bidder is Allotted Equity Shares and this process continues until all the Equity Shares have been allotted. RIIs, NIIs and Employees are Allotted Equity Shares at the Floor Price and Allotment to these categories of Bidders is made proportionately. If the number of Equity Shares Bid for at a price is more than available quantity then the Allotment may be done on a proportionate basis. Further, the Issuer may place a cap either in terms of number of specified securities or percentage of issued capital of the Issuer that may be Allotted to a single Bidder, decide whether a Bidder be allowed to revise the bid upwards or downwards in terms of price and/or quantity and also decide whether a Bidder be allowed single or multiple bids.

SECTION 6: ISSUE PROCEDURE IN FIXED PRICE ISSUE

Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue. As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the Application Form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through the Designated Intermediary.

ASBA Applicants may submit an Application Form either in physical form to the Designated Intermediaries or in the electronic form to the SCSB or the Designated Branches of the SCSBs authorising blocking of funds that are available in the ASBA account specified in the Application Form only. The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Bid/Issue Opening Date.

In a fixed price Issue, allocation in the net issue to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

For details of instructions in relation to the Application Form, Applicants may refer to the relevant section of the GID.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Applicants other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Applicants may refer to Prospectus. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue (excluding any Offer for Sale of specified securities). However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

7.1 ALLOTMENT TO RIIs

Bids received from the RIIs at or above the Issue Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Category at or above the Issue Price, full Allotment may be made to the RIIs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation to in the Retail Category at or above the Issue Price, then the maximum number of RIIs who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot ("Maximum RII Allottees"). The Allotment to the RIIs will then be made in the following manner:

a) In the event the number of RIIs who have submitted valid Bids in the Issue is equal to or less than Maximum RII Allottees, (i) all such RIIs shall be Allotted the minimum Bid Lot; and (ii) the balance available Equity Shares, if any, remaining in the Retail Category shall be Allotted on a proportionate basis to the RIIs who have received Allotment as per (i) above for the balance demand of the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot).

b) In the event the number of RIIs who have submitted valid Bids in the Issue is more than Maximum RII Allottees, the RIIs (in that category) who will then be Allotted minimum Bid Lot shall be determined on the basis of draw of lots.

7.2 ALLOTMENT TO NIIs

Bids received from NIIs at or above the Issue Price may be grouped together to determine the total demand under this category. The Allotment to all successful NIIs may be made at or above the Issue Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Category at or above the Issue Price, full Allotment may be made to NIIs to the extent of their demand. In case the aggregate demand in this category is greater than the Non-Institutional Category at or above the Issue Price, Allotment may be made on a proportionate basis up to a minimum of the Non-Institutional Category.

7.3 ALLOTMENT TO QIBs

For the Basis of Allotment to Anchor Investors, Applicants may refer to the SEBI ICDR Regulations, 2018 or Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner:

a) In the first instance allocation to Mutual Funds for up to 5% of the QIB Category may be determined as follows:

   i. In the event that Bids by Mutual Fund exceeds 5% of the QIB Category, allocation to Mutual Funds may be done on a proportionate basis for up to 5% of the QIB Category;

   ii. In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Category then all Mutual Funds may get full Allotment to the extent of valid Bids received above the Issue Price; and

   iii. Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds may be available for Allotment to all QIBs as set out at paragraph 7.4(b) below;

b) In the second instance, Allotment to all QIBs may be determined as follows:

   i. In the event of oversubscription in the QIB Category, all QIBs who have submitted Bids above the Issue Price may be Allotted Equity Shares on a proportionate basis for up to 95% of the QIB Category;

   ii. Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs; and

   iii. Under-subscription below 5% of the QIB Category, if any, from Mutual Funds, may be included for allocation to the remaining QIBs on a proportionate basis.

7.4 ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Issue Price will be at the discretion of the issuer in consultation with the Investor and the BRLMs, subject to compliance with the following requirements:

   i. not more than 60% of the QIB Category will be allocated to Anchor Investors;

   ii. one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and

   iii. allocation to Anchor Investors shall be on a discretionary basis and subject to:

      - a maximum number of two Anchor Investors for allocation up to ₹ 10 crore;

      - a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 10 crore and up to ₹ 250 crore subject to minimum Allotment of ₹ 5 crore per such Anchor Investor; and

- a minimum number of five Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 250 crore, and an additional 10 Anchor Investors for every additional ₹ 250 crore or part thereof, subject to minimum Allotment of ₹ 5 crore per such Anchor Investor.

b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the issuer in consultation with the BRLMs, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

c) In the event that the Issue Price is higher than the Anchor Investor Issue Price: Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Issue Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.

d) In the event the Issue Price is lower than the Anchor Investor Issue Price: Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

7.5 BASIS OF ALLOTMENT FOR QIBs (OTHER THAN ANCHOR INVESTORS), NIIs AND RESERVEDCATEGORY IN CASE OF OVER-SUBSCRIBED ISSUE

In the event of the Issue being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the Designated Stock Exchange in accordance with the SEBI ICDR Regulations, 2018.

The allocation may be made in marketable lots, on a proportionate basis as explained below:

a) Bidders may be categorized according to the number of Equity Shares applied for;

b) The total number of Equity Shares to be Allotted to each category as a whole may be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio;

c) The number of Equity Shares to be Allotted to the successful Bidders may be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio;

d) In all Bids where the proportionate Allotment is less than the minimum Bid Lot decided per Bidder, the Allotment may be made as follows: the successful Bidders out of the total Bidders for a category may be determined by a draw of lots in a manner such that the total number of Equity Shares Allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and each successful Bidder may be Allotted a minimum of such Equity Shares equal to the minimum Bid Lot finalised by the Issuer;

e) If the proportionate Allotment to a Bidder is a number that is more than the minimum Bid lot but is not a multiple of one (which is the marketable lot), the decimal may be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it may be rounded off to the lower whole number. Allotment to all Bidders in such categories may be arrived at after such rounding off; and

f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares Allotted to the Bidders in that category, the remaining Equity Shares available for Allotment may be first adjusted against any other category, where the Allotted Equity Shares are not sufficient for proportionate Allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment may be added to the category comprising Bidders applying for minimum number of Equity Shares.

7.6 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

a) Designated Date: On the Designated Date, the Escrow Bank shall transfer the funds represented by allocation of Equity Shares to Anchor Investors from the Escrow Account, as per the terms of the Escrow Agreement, into the Public Issue Account with the Bankers to the Issue. The balance amount after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund to the Bidders applying in the Anchor Investor Portion shall be made from the Refund Account as per the terms of the Escrow Agreement and the Prospectus. On the Designated Date, the Registrar to the Issue shall instruct the SCSBs or the Sponsor Bank, as applicable, to transfer funds represented by allocation of Equity Shares from ASBA Accounts into the Public Issue Account.

b) Issuance of Allotment Advice: Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary resolutions and

undertake corporate action to facilitate the Allotment and credit of Equity Shares. Applicants are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.

c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Applicants Depository Account will be completed within six Working Days of the Bid/ Issue Closing Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within six Working Days of the Bid/ Issue Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON-RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Prospectus. The Designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalized.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith initiate action to unblock the application amount from the Investors accounts.

If such money is not repaid within the eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of Companies Act, and disclosed in the Prospectus.

8.2.2 NON-RECEIPT OF MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten.

As per Section 39 of Companies Act, 2013 if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the prospectus, the application money has to be returned within such period as may be prescribed. If our company does not receive the 100% subscription of the offer through the Offer Document including devolvement of underwriter, if any, within sixty (60) days from the date of closure of the issue, our company shall forthwith unblock the entire application amount received. If there is a delay beyond eighty days after our company becomes liable to pay the amount, our company and every officer in default will, on and from the expiry of this period be jointly and severally liable to repay the money, with interest or other penalty as prescribed under SEBI Regulations, the Companies Act, 2013.

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50 no allotment will be made pursuant to this Issue and the amounts in the ASBA Account shall be unblocked within 6working days of closure of the issue.

Further in accordance with Regulation 267 of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than ₹1.00 Lakh (Rupees One Lakh) per application.

The equity shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance without the applicable laws of such jurisdiction.

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be unblocked forthwith.

8.3 MODE OF REFUND

In case of ASBA Bids/Applications: Within six Working Days of the Bid/ Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs or in case of Bids by RIIs applying through the UPI mechanism to the Sponsor Bank to revoke the mandate and for unblocking the amount for unsuccessful Bid/Application and also for any excess amount blocked on Bidding/Application.

In case of Anchor Investors: Within six Working Days of the Bid/ Issue Closing Date, the Registrar to the Issue may dispatch the refund orders for all amounts payable to unsuccessful Anchor Investors.

In case of Anchor Investors, the Registrar to the Issue may obtain from the depositories, the Applicants' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Anchor Investors in their Anchor Investor Application Forms for refunds. Accordingly, Anchor Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Anchor Investors' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Banks, or the Syndicate, may be liable to compensate the Anchor Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay. Please note that refunds shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

In the case of Bids from Eligible NRI Bidders and FPIs, refunds, if any, may generally be payable in Indian Rupees only and net of bank charges and/or commission. If so desired, such payments in Indian Rupees may be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and may be dispatched by registered post. The Company may not be responsible for loss, if any, incurred by the Bidder/Applicant on account of conversion of foreign currency.

8.3.1 ELECTRONIC MODE OF MAKING REFUNDS FOR ANCHOR INVESTORS.

The payment of refund, if any, may be done through various electronic modes as mentioned below:

a) NACH — National Automated Clearing House is a consolidated system of ECS. Payment of refunds would be done through NACH for Anchor Investors having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of refunds through NACH is mandatory for Anchor Investors having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS;

b) NEFT - Payment of refund may be undertaken through NEFT wherever the branch of the Anchor Investors' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Anchor Investors have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Anchor Investors through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;

c) Direct Credit - Anchor Investors having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;

d) RTGS - Anchor Investors having a bank account with a bank branch which is RTGS enabled as per the information available on the website of RBI and whose refund amount exceeds ₹ 0.2 million, shall be eligible to receive refund through RTGS, provided the Demographic Details downloaded from the Depositories contain the nine digit MICR code of the Anchor Investor's bank which can be mapped with the RBI data to obtain the corresponding IFSC. Charges, if any, levied by the Anchor Escrow Bank for the same would be borne by our Company. Charges, if any, levied by the Anchor Investor's bank receiving the credit would be borne by the Anchor Investor.

Please note that refunds through the abovementioned modes shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers, etc. Anchor Investors may refer to Prospectus.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum if refund orders, as applicable, are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/or demat credits are not made to Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the 6 working days of the Bid/ Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 15 days from the Bid/ Issue Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.

Term	Description
Allotment/ Allot/ Allotted	The allotment of Equity Shares pursuant to the Issue to successful Applicants
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been Allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Allottee	An Applicant to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Invest or Portion in accordance with the requirements specified in SEBI ICDR Regulations, 2018 and the Prospectus.
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Prospectus
Anchor Investor Portion	Up to 60% of the QIB Category which may be allocated by the Issuer in consultation with the BRLMs, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid Applications being received from domestic Mutual Funds at or above the price at which allocation is being done to Anchor Investors
Applicant	Any prospective investor who makes a Bid pursuant to the terms of the Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to an Applicant should be construed to mean an Applicant
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue
Application Supported by Blocked Amount/ ASBA	An application, whether physical or electronic, used by Bidders/Applicants, other than Anchor Investors, to make a Bid and authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB and will include amounts blocked by RIIs using the UPI mechanism
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB or the account of the RII Bidder blocked upon acceptance of UPI Mandate Request by RIIs using the UPI Mechanism to the extent of the Bid Amount of the Bidder/Applicant
Banker(s) to the Issue / Escrow Collection Bank(s) / Collecting Banker	The banks which are clearing members and registered with SEBI as Banker to the Issue with whom the Escrow Account(s) for Anchor Investors may be opened, and as disclosed in the Prospectus and Bid cum Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Applicants under the Issue
Bid/Application	An indication to make an Issue during the Bid/ Issue Period by a prospective Bidder pursuant to submission of Bid cum Application Form or during the Anchor Investor Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications there to. In case of issues undertaken through the fixed price process, all references to a Bid should be construed to mean an Application
Bid Amount/ Application Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Applicant up on submission of the Bid (except for Anchor Investors), less discounts (if applicable). In case of issues undertaken through the fixed price process, all references to the Bid Amount should be construed to mean the Application Amount
Bid/ Issue Closing Date	Except in the case of Anchor Investors (if applicable), the date after which the Designated Intermediaries may not accept any Bids for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Bid/ Issue Closing Date
Bid/ Issue Opening Date	The date on which the Designated Intermediaries may start accepting Bids for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Bid/ Issue Opening Date

Term	Description
Bid/ Issue Period	Except in the case of Anchor Investors (if applicable), the period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants (other than Anchor Investors) can submit their Applications, inclusive of any revisions thereof. The Issuer may consider closing the Application/ Issue Period for QIBs one working day prior to the Issue Closing Date in accordance with the SEBI ICDR Regulations, 2018. Applicants may refer to the Prospectus for the Issue Period.
Bid cum Application Form/ Application Form	An application form, whether physical or electronic, used by Bidders/Applicants, other than Anchor Investors, to make a Bid/ Application and which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Book Built Process / Book Building Process / Book Building Method	The book building process as provided under SEBI ICDR Regulations, 2018, in terms of which the Issue is being made
Broker Centres	Broker centres notified by the Stock Exchanges, where Applicants can submit the Bid cum Application Forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges.
BRLM/ Book Running Lead Manager / Lead Manager / LM	The Book Running Lead Manager to the Issue as disclosed in the Prospectus and the Bid cum Application Form of the Issuer. In case of issues undertaken through the fixed price process, all references to the Book Running Lead Manager should be construed to mean the Lead Manager or LM
Business Day	Monday to Saturday (except 2nd & 4th Saturday of a month and public holidays)
CAN / Confirmation of Allotment Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Cap Price	The higher end of the Price Band, above which the Issue Price and the Anchor Investor Issue Price may not be finalised and above which no Bids may be accepted
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant or CDPs	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 circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Cut-off Price	Issue Price, finalised by the Issuer in consultation with the Book Running Lead Manager, which can be any price within the Price Band. Only RIIs, Retail Individual Shareholders and employees are entitled to Bid at the Cut-off Price. No other category of Applicants is entitled to Bid at the Cut-off Price
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Applicants including the Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by Applicants (excluding Anchor Investor) and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the Bid cum Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchange (www.bseindia.com)
Designated Date	The date on which funds are transferred by the Escrow Collection Bank(s) from the Escrow Account and the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful Applicants in the Fresh Issue may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale
Designated Intermediaries / Collecting Agent	Syndicate Members, Sub-Syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and RTAs, who are authorized to collect Bid cum Application Forms from the Bidders, in relation to the Issue
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the Bid cum Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchange (www.bseindia.com)
Designated Stock Exchange	The designated stock exchange as disclosed in the Prospectus of the Issuer
Draft Prospectus	The draft prospectus filed with SEBI in case of Fixed Price Issues and which may mention a price or a Price Band

Term	Description
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations, 2018 and including, in case of a new company, persons in the permanent and full-time employment of the promoting companies excluding the promoter and immediate relatives of the promoter. For further details, Applicant may refer to the Prospectus
Equity Shares	Equity Shares of the Issuer
Escrow Account	Account opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors may issue cheques or demand drafts or transfer money through NEFT or RTGS in respect of the Bid Amount when submitting a Bid
Escrow Agreement	Agreement to be entered into among the Issuer, the Registrar to the Issue, the Book Running Lead Manager, the Syndicate Member(s), the Escrow Collection Bank(s) and the Refund Bank(s) for collection of the Bid Amounts from Anchor Investors and where applicable, remitting refunds of the amounts collected to the Anchor Investors on the terms and conditions thereof
Escrow Collection Bank(s)	Refer to definition of Banker(s) to the Issue
FCNR Account	Foreign Currency Non-Resident Account
First Applicant	The Applicant whose name appears first in the Bid cum Application Form or Revision Form
Fixed Price Issue / Fixed Price Process / Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, 2018, in terms of which the Issue is being made
Floor Price	The lower end of the Price Band, at or above which the Issue Price and the Anchor Investor Issue Price may be finalised and below which no Bids may be accepted, subject to any revision thereto
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial Public Offering
Issuer/Company	The Issuer proposing the initial public offering/ further public offering as applicable
Maximum RII Allottees	The maximum number of RIIs who can be Allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
Mutual Funds Portion	5% of the QIB Category (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the Prospectus and Bid cum Application Form
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Issue	The Issue less reservation portion
Non-Institutional Investors or NIIs	All Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporates or foreign individuals and FPIs which are Category III foreign portfolio investors, that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than ₹ 2.00 Lakh (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the Prospectus and the Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs and FVCIs registered with SEBI
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of 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
Offer	Public issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted to Bidders other than Anchor Investors, in terms of the Prospectus. Equity Shares will be Allotted to Anchor

Term	Description
	Investors at the Anchor Investor Issue Price. The Issue Price may be decided by the Issuer in consultation with the Lead Manager
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Price Band	Price Band with a minimum price, being the Floor Price and the maximum price, being the Cap Price and includes revisions thereof. The Price Band and the minimum Bid lot size for the Issue may be decided by the Issuer in consultation with the Book Running Lead Manager and advertised, at least five working days in case of an IPO and one working day in case of FPO, prior to the Bid/ Issue Opening Date, in English national daily, Hindi national daily and regional language at the place where the registered office of the Issuer is situated, newspaper each with wide circulation
Pricing Date	The date on which the Issuer in consultation with the Book Running Lead Manager, finalise the Issue Price
Prospectus	This Prospectus to be filed with the RoC in accordance with Section 26 and 32 of the Companies Act, 2013 after the Pricing Date, containing the Issue Price, the size of the Issue and certain other information
Public Issue Account	An account opened with the Banker to the Issue to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
QIB Category	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under SEBI ICDR Regulations, 2018
RTGS	Real Time Gross Settlement
Refund Account(s)	The account opened with Refund Bank(s), from which refunds to Anchor Investors, if any, of the whole or part of the Bid Amount may be made
Refund Bank(s)	Refund bank(s) as disclosed in the Prospectus and Bid cum Application Form of the Issuer
Refunds through electronic transfer of funds	Refunds through Direct Credit, NEFT, RTGS or ASBA, as applicable
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 issued by SEBI
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Issue /RTI	The Registrar to the Issue as disclosed in the Prospectus and Application Form
Reserved Category / Categories	Categories of persons eligible for making application/ Bidding under reservation portion
Reservation Portion	The portion of the Issue reserved for such category of eligible Applicants as provided under the SEBI ICDR Regulations, 2018
Retail Individual Investors/RIIs	Investors who applies or bids for a value of not more than ₹ 2.00 Lakh (including HUFs applying through their karta and eligible NRIs and does not include NRIs other than Eligible NRIs.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than ₹ 2.00 Lakh.
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum Bid Lot, subject to availability in RII category and the remaining shares to be Allotted on proportionate basis.
Revision Form	The form used by the Bidders, including ASBA Bidders, in an issue through Book Building Process to modify the quantity of Equity Shares and/or bid price indicated therein in any of their Bid cum Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations, 2018 / SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Self-Certified Syndicate Bank(s) or SCSB(s)	The banks registered with the SEBI which offers the facility of ASBA and the list of which is available on the website of the http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms, a list of which is available on the website of SEBI at http://www.sebi.gov.in/ and updated from time to time
Sponsor Bank	The Banker to the Offer registered with SEBI which is appointed by the Issuer/Offer or to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the mandate collect requests and / or payment instructions of the RIIs into the UPI
Stock Exchanges / SE	The stock exchanges as disclosed in the Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed

Term	Description
Syndicate	The Book Running Lead Manager and the Syndicate Member
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of Bid cum Application Forms by Syndicate Members
Syndicate Member(s) / SM	The Syndicate Member(s) as disclosed in the Prospectus
Underwriter	The Lead Manager and the Syndicate Member(s)
Underwriting Agreement	The agreement amongst the Issuer, and the Underwriter to be entered into on or after the Pricing Date
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI Mandate Request	A request (intimating the RII by way of a notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
UPI PIN	Password to authenticate UPI transaction
Working Day	All days on which commercial banks in Mumbai are open for business. In respect of announcement of Price Band and Bid / Offer Period, Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. In respect of 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 the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI.

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 through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as Department of Industrial Policy and Promotion), issued the Consolidated FDI Policy of 2017, which, with effect from August 28, 2017, consolidated and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on August 27, 2017. The Consolidated 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 Consolidated 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.

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 Consolidated FDI Policy and transfer does not attract the provisions of the SAST Regulations;

ii) The Non-Resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and

iii) The pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue. For details, please refer to the section titled *'Issue Procedure'* beginning on page 204 of this Prospectus.

Foreign Exchange Laws

The foreign investment in our Company is governed by, inter alia, the FEMA, as amended, the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2017 as amended, the Consolidated FDI Policy issued and amended by way of press notes, and the FPI Regulations. In terms of the Consolidated FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which the foreign investment is sought to be made. In terms of the Consolidated FDI Policy, the work of granting government approval for foreign investment under the Consolidated FDI Policy and FEMA has now been entrusted to the concerned administrative ministries/departments.

RBI has also issued Master Direction on Foreign Investment in India dated January 4, 2018 (updated until March 8, 2019) (**"Master Directions"**). In terms of the Master Directions, an Indian company may issue fresh shares to persons resident outside India (who are eligible to make investments in India, for which the eligibility criteria are as prescribed).

The FEMA Non-Debt Instruments Rules was enacted on October 17, 2019 in supersession of the FEMA Regulations 2017, except as respects things done or omitted to be done before such supersession.

The Equity Shares offered in this Issue have not been and will not be registered under the U.S. Securities Act of 1933, as amended or any other state securities laws in the United States of America and unless so registered may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of U.S. Securities Act and applicable state securities laws.

Accordingly, such Equity Shares are being offered and sold only (i) outside the United States of America in an offshore transaction in reliance upon Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sale occur; and (ii) to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act), pursuant to the private placement exemption set out in Section 4(a) of the U.S. Securities Act.

Further, no Issue to the public (as defined under Directive 20003/71/EC, together with any amendments) and implementing measures thereto, (the "Prospectus Directive") has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such Issue made under exemptions available under the Prospectus Directive, provided that no such Issue shall result in a requirement to publish or supplement a Prospectus pursuant to the Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorized. Failure to comply with this directive may result in a violation of the U.S. Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Prospectus.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

SECTION XII: MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

TABLE -F

*ARTICLES OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

Interpretation

(1) In these regulations --

(a) "the Act" means the Companies Act, 2013,

(b) "the seal" means the common seal of the company,

*****(c) "Company" Means ****PLATINUMONE BUSINESS SERVICES LIMITED,**

(d)"office" means registered office of the Company,

(e) "Directors" means the Directors of the Company and includes persons occupying the position of the Directors by whether names called.

(2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

PUBLIC COMPANY

(3)The Company is a Public Company within the meaning of Section 2(71) of the Companies Act, 2013 and accordingly:-

(a) Which is not a private company and

(b) has a minimum paid-up share capital, as may be prescribed:
Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to a public company for the purposes of this act where such subsidiary company continues to be a private company in its articles;

SHARE CAPITAL AND VARIATION OF RIGHTS

II. 1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

2. (*i*) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be

Provided,—

(*a*) One certificate for all his shares without payment of any charges; or

(*b*) Several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(*ii*) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

****Adopted Table F vide Special Resolution passed on 08.07.2020***

*****Converted Private Limited Company into Public Limited vide Special Resolution passed on 08.07.2020***

(*iii*) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

3. (*i*) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(*ii*) The provisions of Articles (*2*) and (*3*) shall *mutatis mutandis* apply to debentures of the company.

4. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5. (*i*) The company may exercise the powers of paying commissions conferred by sub-section (*6*) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rule made thereunder.

(*ii*) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(*iii*) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

6. (*i*) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(*ii*) To every such separate meeting, the provisions of these regulations relating general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further share ranking *pari passu* there with.

8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

LIEN

9 . (*i*) The company shall have a first and paramount lien—

(*a*) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(*b*) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to wholly or in part exempt from the provisions of this clause.
(*ii*) The company's lien, if any, on a share shall extend to all dividend bonuses declared from time to time in respect of such shares.

10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

(*a*) unless a sum in respect of which the lien exists is presently payable; or

(*b*) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

11. (*i*) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(*ii*) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(*iii*) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

12. (*i*) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(*ii*) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

13. (*i*) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call

(*ii*) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(*iii*) A call may be revoked or postponed at the discretion of the Board

.

14. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by installments.

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16. (*i*) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.

(*ii*) The Board shall be at liberty to waive payment of any such interest wholly or in part.

17. (*i*) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(*ii*) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18. The Board—

(*a*) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(*b*) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.

TRANSFER OF SHARES

19. (*i*) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(*ii*) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

20. The Board may, subject to the right of appeal conferred by section 58 decline to register—

(*a*) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(*b*) any transfer of shares on which the company has a lien.

21. The Board may decline to recognise any instrument of transfer unless—

(*a*) the instrument of transfer is in the form as prescribed in rules made under sub-section (*1*) of section 56;

(*b*) the instrument 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

(*c*) the instrument of transfer is in respect of only one class of shares.

22. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

TRANSMISSION OF SHARES

23. (*i*) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a shareholder, shall be the only persons recognized by the company as having any title to his interest in the shares.

(*ii*) Nothing in clause (*i*) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

24. (*i*) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

(*a*) to be registered himself as holder of the share; or

(*b*) to make such transfer of the share as the deceased or insolvent member could have made.

(*ii*) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

25. (*i*) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(*ii*) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(*iii*) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

26. 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 complied with.

FORFEITURE OF SHARES

27. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

28. 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.

29. 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

.

30. (*i*) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(*ii*) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

31. (*i*) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(*ii*) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

32. (*i*) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(*ii*) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

(*iii*) The transferee shall thereupon be registered as the holder of the share; and

(*iv*) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

33. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at 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.

ALTERATION OF CAPITAL

34. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

35. Subject to the provisions of section 61, the company may, by ordinary resolution,—

(*a*) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(*b*) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(*c*) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(*d*) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

36. Where shares are converted into stock,—

(*a*) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(*b*) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(*c*) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

37. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

(*a*) its share capital;
(*b*) any capital redemption reserve account; or
(*c*) any share premium account.

CAPITALISATION OF PROFITS

38. (*i*) The company in general meeting may, upon the recommendation of the Board, resolve—

(*a*) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(*b*) that such sum be accordingly set free for distribution in the manner specified in clause (*ii*) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(*ii*) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (*iii*), either in or towards—

(*A*) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(*B*) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(*C*) partly in the way specified in sub-clause (*A*) and partly in that specified in sub-clause (*B*);

(*D*) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(*E*) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

39. (*i*) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(*a*) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(*b*) generally do all acts and things required to give effect thereto.

(*ii*) The Board shall have power—

(*a*) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(*b*) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(*iii*) Any agreement made under such authority shall be effective and binding on such members.

BUY-BACK OF SHARES

40. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

GENERAL MEETINGS

41. All general meetings other than annual general meeting shall be called extraordinary general meeting.

42. (*i*) The Board may, whenever it thinks fit, call an extraordinary general meeting.
(*ii*) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

PROCEEDINGS AT GENERAL MEETINGS

43. (*i*) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(*ii*) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

44. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

45. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

46. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

ADJOURNMENT OF MEETING

47 . (*i*) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(*ii*) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(*iii*) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(*iv*) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING RIGHTS

48. 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.

49. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

50. (*i*) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(*ii*) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

51. 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.

52. Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.

53. 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.

54. (*i*) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(*ii*) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

PROXY

55. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

57. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

58. A. The number of Directors shall not be less than two and not more than fifteen.

B. The following shall be the First Directors of the Company.
1. Amey Saxena
2. Ratul Lahiri

59. (*i*) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(*ii*) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(*a*) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(*b*) in connection with the business of the company.

60. The Board may pay all expenses incurred in getting up and registering the company.

61. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that (section) make and vary such regulations as it may thinks fit respecting the keeping of any such register.

62. 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.

63. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

64. (*i*) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(*ii*) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

PROCEEDINGS OF THE BOARD

65. (*i*) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(*ii*) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

66. (*i*) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(*ii*) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

67. 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.

68. (*i*) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(*ii*) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their numbers to be Chairperson of the meeting.

69. (*i*) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(*ii*) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

70. (*i*) A committee may elect a Chairperson of its meetings.

(*ii*) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

71. (*i*) A committee may meet and adjourn as it thinks fit.

(*ii*) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

72. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

73. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

74. Subject to the provisions of the Act,—

(*i*) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(*ii*) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

75. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

THE SEAL

76. (*i*) The Board shall provide for the safe custody of the seal.

(*ii*) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

DIVIDENDS AND RESERVE

77. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

78. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

79. (*i*) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.

(*ii*) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

80. (*i*) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(*ii*) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(*iii*) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

81. 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.

82. (*i*) Any dividend, interest or other monies payable in cash in respect of shares maybe paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(*ii*) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

83. 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.

84. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

85. No dividend shall bear interest against the company.

ACCOUNTS

86. (*i*) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(*ii*) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

WINDING UP

87. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

(*i*) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(*ii*) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(*iii*) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

88. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

SECTION XIII: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of the Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Prospectus will be delivered to the ROC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at Unit No. 0907 & 0908, Lodha Supremus II, Plot No. F-4 & F-4/1, Rd No.22, Wagle Estate, Thane - 400604, Maharashtra, India from date of filing the Prospectus with ROC to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.

A. Material Contracts

1. Issue Agreement dated August 11, 2020 between the Company and the Lead Manager.
2. Registrar Agreement dated August 11, 2020 between the Company and the Registrar to the Issue.
3. Underwriting Agreement dated August 16, 2021 between the Company, the Lead Manager and Underwriter.
4. Market Making Agreement dated August 11, 2020 between the Company, Lead Manager and Market Maker.
5. Banker to the Issue Agreement dated August 11, 2020 between the Company, the Lead Manager, Banker to the Issue/ Sponsor Bank and Registrar to the Issue.
6. Tripartite agreement among the NSDL, the Company and the Registrar dated August 13, 2020.
7. Tripartite agreement among the CDSL, the Company and the Registrar dated August 13, 2020.

B. Material Documents

1. Certified true copy of the Memorandum and Articles of Association of the Company including Certificates of Incorporation, Certificate of Incorporation pursuant to change of name, and Fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company.
2. Board resolution dated May 27, 2020 and special resolution passed pursuant to Section 62(1)(C) of the Companies Act, 2013 at the EGM by the shareholders of the Company held on May 30, 2020.
3. The Statement of Possible Tax Benefits dated August 12, 2021 issued by the Statutory Auditor, M/s. Vatsaraj & Co., Chartered Accountants.
4. Auditor's Report for Financial Statements as Restated dated August 12, 2021 included in the Prospectus.
5. Copy of Certificate from the Statutory Auditor dated August 12, 2021 regarding the source and deployment of funds.
6. Copies of Audited Financial Statements of the Company for the years ended March 31, 2021; 2020 and 2019.
7. Consents of the Directors, Promoters, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditor holding Peer Review Certificate, Lead Manager to the Issue, Legal Advisor to the Issue, Registrar to the Issue, Underwriter, Market Maker, Bankers to the Company, Banker to the Issue and Sponsor Bank and Group Companies to include their names in the Prospectus to act in their respective capacities.
8. Due Diligence Certificate dated September 11, 2020 addressed to BSE Limited and SEBI from Lead Manager.
9. Due Diligence Certificate dated September 24, 2021 addressed to SEBI from Lead Manager.
10. Approval from BSE Limited vide letter dated October 05, 2020 to use the name of BSE in this Offer Document for listing of Equity Shares on SME Platform of BSE Limited.

Any of the contracts or documents mentioned in the 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, with the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We, the undersigned, hereby certify and declare that all the relevant provisions of the Companies Act, 1956/ Companies Act, 2013 and the guidelines issued by the Government of India or the regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 1956/ Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations issued, as the case may be. We further certify that all statements in this Prospectus are true and correct.

SIGNED BY ALL THE DIRECTORS OF OUR COMPANY

NAME AND DESIGNATION	SIGNATURE
MR. AMEY NARENDRA SAXENA *Managing Director* *DIN: 02194001*	Sd/-
MR. RATUL LAHIRI *Executive Director* *DIN: 02197443*	Sd/-
MR. VIVEK YOGENDRA KUMAR *Executive Director* *DIN: 02193081*	Sd/-
MS. ANUPAMA VAIDYA *Non-Executive - Independent Director* *DIN:02713517*	Sd/-
MR. PESHWA ACHARYA *Non-Executive - Independent Director* *DIN:06558712*	Sd/-
MR. SUNIL AGRAWAL *Non-Executive - Independent Director* *DIN:07066046*	Sd/-
MR. VIVEK SINGH *Non-Executive - Independent Director* *DIN:07599420*	Sd/-

SIGNED BY THE CHIEF FINANCIAL OFFICER, THE COMPANY SECRETARY AND COMPLIANCE OFFICER OF OUR COMPANY

Sd/-

MR. VIVEK YOGENDRA KUMAR
Chief Financial Officer
PAN: AHXPK0460G

Sd/-

MS. SONY DEVHARE
Company Secretary and Compliance Officer
PAN: CHXPS9968M

Place: Mumbai
Date: August 24, 2021

ANNEXURE - A

DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY GRETEX CORPORATE SERVICES LIMITED

Sr. No.	Issuer Name	Issue Size (Cr)	Issue Price (in Rs.)	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	Deep Polymers Limited	15.24	40.00	August 23, 2018	41.90	-2.20, [-5.30]	9.66, [-8.18]	17.11, [-7.78]
2	Aaron Industries Limited	4.78	38.00	September 03, 2018	38.50	-1.92, [-6.25]	4.32, [-6.03]	-1.56, [-5.14]
3	Mac Hotels Limited	1.94	24.00	October 04, 2018	24.60	118.99, [-0.62]	194.57, [2.05]	256.59, [-66.69]
4	B & B Triplewall Containers Limited	19.99	36.00	October 15, 2018	38.75	42.66, [0.61]	34.43, [2.14]	26.20, [11.20]
5	BCPL Railway Infrastructure Limited	17.01	35.00	October 29, 2018	36.00	-1.52, [4.84]	-12.95, [4.67]	-0.83, [14.57]
6	Misquita Engineering Limited	1.93	27.00	October 04, 2019	27.85	33.56, [6.98]	102.05, [10.49]	122.60, [-24.97]
7	Anuroop Packaging Limited	2.64	13.00	November 21, 2019	13.25	-8.91, [2.73]	-17.97, [1.84]	-20.92, [-25.58]
8	Billwin Industries Limited	2.46	37.00	June 30, 2020	36.90	11.86, [8.08]	1.08, [8.78]	9.16, [35.62]
9	G M Polyplast Limited	8.09	159.00	October 14, 2020	160.00	4.48, [6.28]	0.90, [21.38]	0.30, [17.38]
10	Niks Technology Limited	2.01	201.00	March 31, 2021	217.00	-1.38, [-1.47]	-, [6.16]	-

Sources: All share price data is from www.bseindia.com *and* www.nseindia.com.

Note:

a. The BSE SENSEX and CNX NIFTY are considered as the Benchmark Index.

b. Price on BSE/NSE are considered for all the above calculations.

c. In case 30th, 90th and 180th day is not a trading day, closing price of BSE/NSE of the next trading day have been considered.

d. In case 30th, 90th and 180th day, scripts are not traded then last trading price has been considered.

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the Lead Manager. Hence, disclosure pertaining to recent 10 issues handled by the lead manager are provided.

SUMMARY STATEMENT OF DISCLOSURE

Financial Year	Total no. of IPOs	Total Funds Raised ('in Cr.)	No. of IPOs trading at Discount-30th calendar day from listing day			No. of IPOs trading at Premium-30th calendar day from listing day			No. of IPOs trading at Discount-180th calendar day from listing day			No. of IPOs trading at Premium-180th calendar day from listing day		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2018-19	*7#	77.24	--	--	3	1	1	1	--	--	3	1	2	1
2019-20	**2	4.57	--	--	1	--	1	--	--	--	1	1	--	--
2020-21	***3$	12.56	--	--	--	--	--	3	--	--	--	--	--	2

Upto August 24, 2021

**The scripts with Listing date - Suumaya Lifestyle Limited (June 04, 2018), Debock Sales & Marketing Limited (June 05,2018), Deep Polymers Limited (August 23, 2018), Aaron Industries Limited (September 03, 2018), MAC Hotels Limited (October 04, 2018), B&B Triplewall Container Limited (October 15, 2018) and BCPL Railway Infrastructure Limited (October 29, 2018).*

***The scripts with Listing date - Misquita Engineering Limited (October 04, 2019) and Anuroop Packaging Limited (November 21, 2019).*

**** The script with Listing date Billwin Industries Limited (June 30, 2020), G M Polyplast Limited (October 14, 2020) and Niks Technology Limited (March 31, 2021)..*

$ The script of Niks Technology Limited have not completed 180 Days from the date of listing.

 # As on 30th trading day the closing price of the script Deep Polymers Limited was at par with the issue price. Hence it is not considered for counting the numbers of IPOs trading at discount and premium