Draft Prospectus
Dated: March 20,2023
Fixed Price Issue
Please read section 26 and 32 of the Companies Act, 2013

CELL POINT (INDIA) LIMITED

Corporate Identification Number: **U52390AP2013PLC086912**

Registered Office	**Contact Person**	**Email and Telephone**	**Website**
Door No 30-15-139/F/5,6 Ward No 27, Ram's Arcade, Opposite Visakha Medical Centre, Dabagardens, Visakhapatnam 530020	Mr. Chandra Sekhar Raghavapudi	**Email**: cs@cellpoint.biz; **Tel No.**: +91 9000113897	www.cellpoint.biz

PROMOTERS OF OUR COMPANY: MR. MOHAN PRASAD PANDAY AND MR. BALA BALAJI PANDAY

DETAILS OF ISSUE TO PUBLIC

Type	**Fresh Issue Size**	**Total Issue Size**	**Eligibility**
Fresh Issue	50,34,000 Equity Shares at the Issue Price of Rs. 100.00 each aggregating Rs 5034.00 Lakhs	50,34,000 Equity Shares at the Issue Price of Rs. 100.00 each aggregating Rs 5034.00 Lakhs	This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended. The Issue is being made pursuant to Regulation 229 (2) of SEBI (ICDR) Regulations, as the Company's post issue paid up capital is more than Rs. 10.00 Cr.

RISKS 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 Rs.10/- each and the Issue Price of Rs. 100.00 is 10.0 times of the face value of the Equity Shares. The Issue Price (determined and justified by our Company in consultation with the Lead Manager) as stated under "Basis for Issue Price" beginning on page no. 77 of this Draft Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

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

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares offered through this Draft Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange Limited ("Emerge Platform of NSE"). For the purpose of the Issue, the Designated Stock Exchange will be National Stock Exchange Limited ("NSE").

LEAD MANAGER TO THE ISSUE		**REGISTRAR TO THE ISSUE**	
Name of the Lead Manager to the Issue **FIRST OVERSEAS CAPITAL LIMITED**	**Name of Contact Person:** Mala Soneji/ Rushabh Shroff **Tel No.**: +91 22 40509999 **Email:** mb@focl.in	**Name of the Registrar to the Issue** **BIGSHARE SERVICES PRIVATE LIMITED**	Name of Contact Person: Mr. Babu Rapheal C. **Tel No.:** +91 22 62638200 **E-mail:** ipo@bigshareonline.com

ISSUE PROGRAMME

ISSUE OPENS ON:	[●]
ISSUE CLOSES ON:	[●]

Draft Prospectus
Dated: March 20, 2023
Fixed Price Issue
Please read section 26 and 32 of the Companies Act, 2013

CELL POINT (INDIA) LIMITED

Corporate Identification Number: **U52390AP2013PLC086912**

Our Company was originally incorporated as Cell Point (India) Private Limited on April 10, 2013 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Andhra Pradesh. Subsequently, the name of the company was changed from "as Cell Point (India) Private Limited" to "Cell Point (India) Limited" under The Companies Act, 2013 pursuant to a special resolution passed by our shareholders at the EGM held on October 31, 2022 and had obtained fresh certificate of incorporation dated November 25, 2022 issued by the Registrar of Companies, Vijayawada. For details of the changes in our name and registered office, please refer to the chapter titled '***History and Certain Corporate Matters'*** beginning on page no. 125 of this Draft Prospectus.

Registered Office: Door No 30-15-139/F/5,6 Ward No 27, Ram's Arcade, Opposite Visakha Medical Centre, Dabagardens, Visakhapatnam,, Andhra Pradesh 530020, India; **Tel. No:** +91 9000113897 **Email:** cs@cellpoint.biz; **Website**: www.cellpoint.biz; **Contact Person:** Mr. Chandra Sekhar Raghavapudi**,** Company Secretary & Compliance Officer

PROMOTERS OF OUR COMPANY: MR. MOHAN PRASAD PANDAY AND MR.BALA BALAJI PANDAY

INITIAL PUBLIC ISSUE OF 50,34,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH ("**EQUITY SHARES**") OF CELL POINT (INDIA) LIMITED ("**OUR COMPANY" OR "THE ISSUER COMPANY**") FOR CASH AT A PRICE RS. 100.00/- PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF RS. 90.00/- PER EQUITY SHARE) ("**ISSUE PRICE**") AGGREGATING TO RS. 5034.00 LAKHS ("**THE ISSUE**"), OUT OF WHICH 2,52,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH FOR A CASH PRICE OF RS. 100.00/- PER EQUITY SHARE, AGGREGATING TO RS. 252.00 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("**MARKET MAKER RESERVATION PORTION**"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 47,82,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH AT AN ISSUE PRICE OF RS. 100.00/- PER EQUITY SHARE AGGREGATING TO RS. 4782.00 LAKHS (IS HEREINAFTER REFERRED TO AS THE "**NET ISSUE**"). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.93 %AND 25.56 %, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE NO. 217 OF THIS DRAFT PROSPECTUS.

THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER IX OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (THE "SEBI (ICDR) REGULATIONS"), AS AMENDED. IN TERMS OF RULE 19(2)(b) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED, THIS IS AN ISSUE FOR AT LEAST 25% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET ISSUE TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253 OF THE SEBI (ICDR) REGULATIONS, AS AMENDED. FOR FURTHER DETAILS, SEE "ISSUE PROCEDURE" ON PAGE 225 OF THE DRAFT PROSPECTUS.

All potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details of the irrespective bank accounts and / or UPI IDs, in case of RIIs, if applicable, which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. A copy will be delivered for registration to the Registrar of Companies as under Section 26 and Section 28 of the Companies Act, 2013.For details in this regards, specific attention is invited to "Issue Procedure" on page 225. A copy of the Draft Prospectus will be delivered for registration to the Registrar of companies as required under Section 26 of the Companies Act, 2013.

THE FACE VALUE OF THE EQUITY SHARES IS Rs. 10.00 EACH AND THE ISSUE PRICE OF Rs. 100.00 IS 10.00 TIME OF THE FACE VALUE

RISKS IN RELATION TO THE FIRST ISSUE

This being the first issue of the Issuer, there has been no formal market for the securities of our Company. The face value of the Equity Shares of our Company is ₹10.00. The Issue Price should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares of our Company nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in 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 Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of this Draft Prospectus. **Specific attention of the investors is invited to the statement of '*Risk Factors*' given on page 25 under the section 'General Risks'.**

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares offered through this Draft Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange Limited ("Emerge Platform of NSE"). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an approval letter dated [●] from National Stock Exchange Limited V("NSE") for using its name in the offer document for listing of our shares on the Emerge Platform of NSE. For the purpose of the Issue, the Designated Stock Exchange will be National Stock Exchange Limited ("NSE"). A copy of Draft Prospectus will be delivered for registration to the Registrar of Companies as required under Section 26 of Companies Act, 2013.

LEAD MANAGER TO THE ISSUE	**REGISTAR TO THE ISSUE**
FIRST OVERSEAS CAPITAL LIMITED 1-2 Bhupen Chambers, Dalal Street, Fountain, Mumbai – 400 001, Maharashtra, India **Tel No.**: +91 22 4050 9999 **Email:** mb@focl.in **Investor Grievance Email:** investorcomplaints@focl.in **Website:** www.focl.in **Contact Person:** Rushabh Shroff/ Mala Soneji **SEBI Registration No:** INM000003671	**BIGSHARE SERVICES PRIVATE LIMITED** S6-2, 6th Floor, Pinnacle Business Park, Mahakali Caves Road, Next to Ahura Centre, Andheri East, Mumbai - 400 093, Maharashtra, India **Tel. No.:** +91 22 6263 8200 **Email:**ipo@bigshareonline.com **Investor Grievance Email:**investor@bigshareonline.com **Website:** www.bigshareonline.com **Contact Person:** Babu Rapheal C. **SEBI Registration No.:** INR000001385

ISSUE PROGRAMME

ISSUE OPENS ON: [●]	**ISSUE CLOSES ON:** [●]

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

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

The words and expressions used in this Draft Prospectus, but not defined herein shall have the meaning ascribed to such terms under SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act, and the rules and regulations made thereunder.

Notwithstanding the foregoing, the terms not defined but used in the chapters titled 'Risk Factors', 'Statement of Tax Benefits', 'Industry Overview', 'Our Business', 'Key Regulations and Policies in India', 'Restated Financial Statements', 'Outstanding Litigation and Material Developments', "Issue Procedure", and "Main Provisions of Articles of Association" beginning on page nos. 21, 79, 82, 99, 115, 145, 190, 221, and 250 respectively, shall have the meanings ascribed to such terms in the respective sections.

I. CONVENTIONAL / GENERAL TERMS

CELL POINT (INDIA) LIMITED / CELL POINT / The Company/ Company/ We/ Us/ Our/ our Company/ the Issuer Company	Unless the context otherwise indicates or implies refers to **Cell Point (India) Limited,** a public limited company incorporated under the provisions of the Companies Act, 1956 with its registered office at Door No 30-15-139/F/5,6 Ward No 27, Ram's Arcade, Opposite Visakha Medical Centre, Dabagardens, Visakhapatnam, Andhra Pradesh 530020, India

TERM	DESCRIPTION
AGM	Annual General Meeting
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
Articles / Articles of Association /AoA	Unless the context otherwise requires, refers to the Articles of Association of Cell Point (India) Limited, as amended from time to time.
Audit Committee	The committee of the Board of Directors constituted as the Company's Audit Committee in accordance with Section 177 of the Companies Act, 2013 and SEBI (LODR) Regulations,2015
Auditors/ Statutory Auditors/ Statutory Auditors of the Company	The Statutory Auditors of our Company, being M/s Rao & Kumar, Chartered Accountants
Board of Directors / Board / Director(s) / Our Board	The Board of Directors of our Company, including all duly constituted Committee(s) thereof.
Chief Financial Officer	Chief Financial Officer of our Company in this case being, Mr. Govinda Ganisetti
Company Secretary & Compliance Officer	Company Secretary & Compliance Officer of our Company is Mr. Chandra Sekhar Raghavapudi
Director(s)	Director(s) of our Company unless otherwise specified
Equity Shares/ Shares	Equity Shares of our Company having a face value of Rs. 10/- each, fully paid-up, unless otherwise specified in the context thereof.
Equity Shareholders	Persons holding Equity shares of our Company unless otherwise specified in the context otherwise.
ESOP	Employee Stock Option
FV	Face Value of paid-up Equity Capital per Equity Share, in this case Rs. 10/- each.
Group Companies	In terms of SEBI ICDR Regulations, the term "Group Companies" includes companies (other than our Promoter) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and

TERM	DESCRIPTION
	any other companies as considered material by our Board, such entities as are included in the Chapter in '***Our Promoter Group And Group'*** beginning on page 137 of this Draft Prospectus**.**
Independent Director	A non-executive and independent director of our Company appointed as per Section 149(6) the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations. For details, please refer to the chapter titled "*Our Management*" beginning on page no. 124 of this Draft Prospectus.
Key Managerial Personnel / KMP	The personnel are listed as Key Managerial Personnel our Company as per Section 2(51) of the Companies Act, 2013 and Regulation 2(bb) of the SEBI (ICDR), Regulation, 2018 and as identified in the chapter titled '***Our Management***' beginning on page 124 of this Draft Prospectus.
Managing Director	Managing Director of our Company in this case being, Mr. Mohan Prasad Panday
Materiality Policy	The policy adopted by our Board on December 12, 2022 for identification of Group Companies, material outstanding litigation and outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations
MOA / Memorandum / Memorandum of Association	Memorandum of Association of our Company, as amended from time to time.
Non- Resident	A person resident outside India, as defined under FEMA Regulations.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Company, constituted on December 12, 2022 in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in "Our Management" on page no. 118 of this Draft Prospectus.
NRIs/Non-Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
Peer Review Auditor	The Peer Review Auditors of our Company, being M/s Rao & Kumar, Chartered Accountants
Promoter/ Promoters of our Company	Mr. Mohan Prasad Panday and Mr. Bala Balaji Panday
Promoter Group	Unless the context otherwise requires, refers to such persons and entities constituting the Promoter Companies/ Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 and as disclosed in '***Our Promoter Group And Group'*** beginning on page 137 of this Draft Prospectus.
Registered Office	The Registered Office of our Company which is located at Door No 30-15-139/F/5,6 Ward No 27, Ram's Arcade, Opposite Visakha Medical Centre, Dabagardens, Visakhapatnam , Andhra Pradesh 530020, India
Registrar of Companies	29-7-33, First Floor, Vishnuvardhanarao Street, Suryaraopet, Vijayawada, Andhra Pradesh 520002, India
Restated Financial Statements	The financial information of the Company which comprises of the restated statement of assets and liabilities, Profit and Loss and Cash Flows as at six months period ended September 30, 2022, March 31, 2021, 2020 and 2019 and the related notes, schedules and annexures thereto included in this Draft Prospectus, which have been prepared in accordance with Section 133 of the Companies Act, 2013, and restated in accordance with the SEBI ICDR Regulations.
SME Exchange	Unless the context otherwise requires, refer to the Emerge Platform of NSE
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Board as described in "***Our Management***" beginning on page no. 124 of this Draft Prospectus.

TERM	DESCRIPTION
Willful Defaulter(s)	Willful defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations

ISSUE RELATED TERMS

TERM	DESCRIPTION
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application
Allot / Allotment / Allotment of Equity Shares	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the Equity Shares pursuant to the issue to the successful Applicants.
Allocation / Allocation of Equity Shares	Unless the Context otherwise requires, the allocation of Equity Shares pursuant to this Issue to successful Applicants.
Allotment Advice	Note, advice or intimation of Allotment sent to the Applicants who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottees	The successful applicant to whom the Equity Shares are/ have been allotted.
Applicant(s)	Any prospective investor who makes an application for Equity Shares in terms of this Draft Prospectus.
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this Draft Prospectus.
Application Collecting Intermediary	1) an SCSB, with whom the bank account to be blocked, is maintained. 2) a syndicate member (or sub-syndicate member), 3) a stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ("broker"), 4) a depository participant ('DP') (and whose name is mentioned on the website of the stock exchange as eligible for this activity), 5) a registrar to an issue and share transfer agent ('RTA') (and whose name is mentioned on the website of the stock exchange as eligible for this activity)
Application Form	The form in terms of which the prospective Applicants shall apply for the Equity Shares of our Company.
Application Supported by Blocked Amount/ASBA	An application, whether physical or electronic, used by all applicants to make a Bid authorizing a SCSB to block the application amount in the ASBA Account maintained with the SCSB and will include amounts blocked by RIIs using UPI Mechanism.
ASBA Account	Account maintained by an ASBA Applicants with an SCSB which will be blocked by such SCSB to the extent of the Application Amount.
ASBA Applicant(s)	Any prospective investor who makes an application pursuant to the terms of the Draft Prospectus and the Application Form.
ASBA Application	An application form (with and without the use of UPI, as may be applicable), whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of the Draft Prospectus.
Banker(s) to the Company	Such banks which are disclosed as bankers to our Company in the chapter titled ***"General Information"*** beginning on page 47 of this Draft Prospectus.
Banker(s) to the Issue/ Escrow Collection Bank(s)/Public Issue Bank/ Refund Banker	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom Escrow Account will be opened and in this case being [●].
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue in consultation with the Stock Exchange which is described in the Chapter titled '***Issue Procedure***' beginning on page 221 of this Draft Prospectus.

TERM	DESCRIPTION
Broker Centres	Broker centres notified by the Stock Exchanges, where the Applicants can submit the 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 website of the NSE- www.nseindia.com
Business Day	Monday to Friday (except public holidays)
CAN / Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Client ID	Client identification number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant(s) or CDP(s)	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular No. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the Lead Manage, the Registrar to the Issue and the Stock Exchange and a list of which is available at www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time
Collection Centres	Centres at which the Designated intermediaries shall accept the Application Forms, being the Designated SCSB Branch for SCSBs, specified locations for syndicate, broker centre for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs
Demographic Details	The demographic details of the Applicants such as their name, address, pan, occupation, application status and bank account details and UPI (If applicable)
Depository/Depositories	A Depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 1996, as amended from time to time.
Depository Participant/DP	A Depository Participant as defined under the Depositories Act, 1996, as amended from time to time.
Designated CDP Location	Such locations of the CDPs where Applicants can submit the 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 Application Forms are available on the website of the Stock Exchange.
Designated Date	The date on which the funds blocked by the SCSBs are transferred from the ASBA Accounts specified by the Applicants to the Public Offer Account or unblock such amounts, as appropriate in terms of the Draft Prospectus.
Designated Intermediaries/ Collecting Agent	An SCSB with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Registered Broker, Designated CDP Locations for CDP, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
Designated Market Maker / Market Maker	In our case, [●]
Designated RTA Locations	Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the website of the Stock Exchange
Designated SCSB Branches	Such branches of the SCSBs which collected the ASBA Application Form from the applicants and a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time.

TERM	DESCRIPTION
Designated Stock Exchange/ SME	SME Platform of the National Stock Exchange Limited- Emerge Platform of NSE
Draft Prospectus	The Draft Prospectus dated March 20, 2023 issued in accordance with section 26 of the Companies Act, 2013 and filed with the NSE under SEBI (ICDR) Regulation, 2018 as amended from time to time.
Escrow Agreement	Agreement dated [●] entered in to amongst our Company, Lead Manager and the Registrar, the Banker(s) to the Issue/ Escrow Collection Bank(s) for collection of the Application Amounts from the ASBA Applicants through the SCSBs Bank Account on the Designated Date in the Public Issue Account.
Eligible NRIs	NRIs from such jurisdiction outside India where it is not unlawful for our Company to make this Issue or an invitation under this Issue and in relation to whom the Reconstitutes an invitation to subscribe to the Equity Shares offered herein.
Electronic Transfer of Funds	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
Eligible QFI	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Draft Prospectus constitutes an invitation to purchase the Equity Shares offered thereby and who have opened dematerialized accounts with SEBI registered qualified depositary participants as QFIs and are deemed as FPIs under the SEBI FPI Regulations.
Escrow Collection Bank(s)	The banks which are clearing members and registered with SEBI as Banker(s) to the Issue/ Escrow Collection Bank(s) at which bank(s) the Escrow Account of our Company will be opened, in this case being [●].
First/Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
FII / Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered to with SEBI under applicable laws in India.
Foreign Portfolio Investor / FPIs	Foreign Portfolio Investor as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
General Information Document or GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, the circular (CIR/CFD/DIL/1/2016) dated January 1, 2016 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019, circular no.(SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019 and circular no.(SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020, issued by SEBI. The General Information Document is available on the websites of the Stock Exchanges and the LM
Issue / Issue Size/ IPO/Initial Public Offering/Public Issue	Public Issue of 50,34,000 Equity Shares of Rs. 10/- each fully paid of **Cell Point (India) Limited** ("CPIL" or "the Company" or "the Issuer") for cash at a price of Rs. 100.00/- Per Equity Share aggregating to Rs. 5034.00 Lakhs. The Net Issue will constitute 25.59% of the post issue paid up capital of the Company
Issue Agreement/ MoU	The agreement dated February 02, 2023 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.

TERM	DESCRIPTION
Issue Period	The Issue period shall be [●] being the Issue Opening Date, to [●], being the Issue Closing Date.
Issue Closing Date	[●], The Date on which Issue closes for subscription
Issue Opening Date	[●], The Date on which Issue opens for subscription
Issue Price	The price at which the Equity Shares are being issued by our Company under this Draft Prospectus being Rs. 100.00/- per equity share.
Issue Proceeds	The proceeds to be raised by our Company through Fresh Issue is Rs. 5034.00 Lakhs.
LM / Lead Manager	Lead Manager to the Issue, in this case being First Overseas Capital Limited, SEBI Registered Category I Merchant Bankers.
Listing Agreement with Emerge Platform of NSE	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the Emerge Platform of NSE
Lot Size	The Market lot and Trading lot for the Equity Share is 1200 and in multiples of 1200 thereafter; subject to a minimum allotment of 1200 share to the successful applicants
Market Making Agreement	Market Making Agreement dated [●] between our Company, Lead Manager and Market Maker.
Market Maker/MM	[•] 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 any other period as may be notified by SEBI from time to time.
Market Maker Reservation Portion	The Reserved portion of 2,52,000 Equity Shares of Rs. 10/- each at Rs. 100.00/- Per Equity Shares aggregating to Rs. 252.00 Lakhs for Market Maker in the Initial Public Issue of Cell Point (India) Limited.
Minimum Promoter 'Contribution	Aggregate of 20 % of the fully diluted post-Issue Equity Share capital of our Company held by our Promoter which shall be provided towards minimum promoter of 20% and locked-in for a period of three years from the date of Allotment
Mobile App(s)	The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be updated from time to time, which may be used by RIIs to submit Applications using the UPI Mechanism
Mutual Fund(s)/ MF	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations,1996, as amended from time to time.
Net Issue/ Net Proceeds	The Issue (excluding the Market Maker Reservation Portion) of 47,82,000 Equity Shares of Rs. 10/- each of Cell Point (India) Limited at Rs. 100.00 Per Equity Share aggregating to Rs. 4782.00 Lakhs.
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India
Non-Institutional Investors/ Applicants/NIIs	All Applicants (including Category III FPIs which are foreign corporate or foreign individuals but not including NRIs, other than eligible NRIs) that are not Qualified Institutional Buyers (QIBs)(including Anchor Investors or Retail Individual Applicants/Investors and who have applied for Equity Shares for an amount more than Rs. 2,00,000.
Non-Indian Resident/ NRI	A person resident outside India, who is a citizen of India or a Person of Indian Origin as defined under FEMA Regulation, as amended from time to time
NSE Emerge	The Emerge platform of National Stock Exchange Limited, approved by SEBI as an SME Exchange for listing of equity shares Issued under Chapter IX of the SEBI (ICDR) Regulations, 2018.
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 trust in which not less than 60% of beneficial interest is irrevocably held by NRIs

TERM	DESCRIPTION
	directly or indirectly as defined under Foreign Exchange Management (Deposit) Regulations, 2000. OCBs are not allowed to invest in this Issue.
Person/Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Prospectus	The Prospectus dated [●] to be filed with the ROC in accordance with Section 26 of the Companies Act, 2013 and SEBI (ICDR), Regulations containing inter alia, the Issue opening and Issue closing dates and other certain information
Public Issue Account	Account opened with Banker to the Issue under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Qualified Institutional Buyers / QIBs	A Qualified Institutional Buyers as defined under Regulation 2(1)(ss) of SEBI (ICDR), Regulations, 2018
Refund Account	The account to be opened with the Refund Bank, from which refunds, if any, of the whole or part of the Application Amount to the Applicants shall be made
Refund Bank(s)	The Bank which is a clearing member and registered with SEBI as a Banker to an Issue and with whom the Refund Account will be opened, in this case being [●]
Registered Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals.
Registrar Agreement	The agreement dated March 01, 2023 between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Registrar and Share Transfer Agents 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 issue by SEBI
Registrar/ Registrar to the Issue	Registrar to this Issue being Bigshare Services Private Limited having a registered office at S6-2, 6th Floor, Pinnacle Business Park, Mahakali Caves Road, Next to Ahura Centre, Andheri East, Mumbai - 400 093, Maharashtra, India
Retail Individual Investors/ RIIs	Individual investors, or minors applying through their natural guardians (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than or equal to Rs. 2,00,000/-.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s).
Self-Certified Syndicate Banks/ SCSB	Banks registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at www.sebi.gov.in and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.
SCSB Agreement	The deemed agreement between the SCSBs, the Lead Manager, the Registrar to the Issue and our Company, in relation to the collection of Applications from the ASBA Applicants and payment of funds by the SCSBs to the Public Issue Account
SME Platform of NSE/ SME Exchange/ Stock Exchange/ NSE EMERGE	The Emerge Platform of NSE, as approved by SEBI as a SME Exchange for listing of equity shares offered under Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time
Specified Locations	Centres where the Syndicate shall accept ASBA Forms from Applicants and in case of RIIs only ASBA Forms with UPI
Sponsor Bank	A Banker to the Issue which is registered with SEBI and is eligible to act as a Sponsor Bank in a public issue in terms of applicable SEBI

TERM	DESCRIPTION
	requirements and has been appointed by the Company in consultation with the LM to act as a conduit between the Stock Exchanges and NPCI to push the UPI Mandate Request in respect of RIIs as per the UPI Mechanism, in this case being [●]
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
Specified Securities	Equity Shares are being offered through this Draft Prospectus
Sponsor Banker	The Banker(s) registered with SEBI which is appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and / or payment instructions of the Retail Applicants into the UPI, in this case being [●].
TRS / Transaction Registration Slip	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the Applicant, as proof of registration of the Application.
Underwriters to the Issue	First Overseas Capital Limited
Underwriting Agreement	The Agreement dated February 02, 2023 entered into between the Underwriters and our Company.
Unified Payments Interface/ UPI	UPI is an instant payment system developed by the NPCI.
UPI Circulars	The bidding mechanism that may be used by an RII to make an Application in the Issue in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01,2018 read with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019,SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019 and SEBI Circular(SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 08, 2019, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard and any subsequent circulars or notifications issued by SEBI in this regard
UPI Application	Collectively, individual investors applying as Retail Individual Inventors in the Retail Portion, and Other than retail individual investors applying with an application size of more than ₹ 200,000 and up to ₹ 500,000 in the Other than Retail Investors category and applying under the UPI Mechanism. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 500,000 shall use UPI and shall provide their UPI ID in the application form submitted with: (i) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (ii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iii) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI ID Linked Bank Account	Account of the RIIs, applying in the issue using the UPI mechanism, which will be blocked upon accepting the UPI mandate to the extent of the appropriate application amount and subsequent debit of funds in the case of allotment.
UPI Mandate Request / 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

TERM	DESCRIPTION
	initiated by the Sponsor Bank to authorize blocking of funds on the UPI application equivalent to Application Amount and subsequent debit of funds in case of Allotment. In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 da ted July 26, 2019, Retail Individual Investors, using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFi=yes&intmid=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time
UPI Mechanism	The bidding mechanism that may be used by an RII to make an Application in the Issue in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018
UPI PIN	Password to authenticate UPI transaction.
Willful Defaulter	Willful Defaulter is defined under Regulation 2(1)(lll) of SEBI (ICDR) Regulations, 2018, means a person or an issuer who or which is categorized as a willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.
Working Days	In accordance with Regulation 2(1)(mmm) of SEBI (ICDR), Regulations, 2018, working day means all days on which commercial banks in the city as specified in the offer document are open for business. - However, till Application / Issue closing date: All days other than 2nd and 4th Saturday of the month, Sunday or a public holiday; - Post Application / Issue closing date and till the Listing of Equity Shares: Working days shall be all trading days of stock exchanges excluding Sundays and bank holidays (in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016).

ABBREVIATIONS

ABBREVIATIONS	FULL FORMS
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
AIF	Alternative Investment Funds as defined in and registered under SEBI AIF Regulations
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
Bn	Billion
CAGR	Compounded Annual Growth Rate
CAPEX	Capital Expenditure
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CII	Confederation of Indian Industry
CIN	Company Identification Number
CST	Central Sales Tax
Contract Act	The Indian Contract Act, 1872 as amended from time to time
COVID-19	Coronavirus disease 2019
CSR	Corporate Social Responsibility

ABBREVIATIONS	FULL FORMS
DIN	Director Identification Number
DP	Depository Participant
DP ID	Depository Participant's Identity
DB	Designated Branch
DTC	Direct Tax Code, 2013
EBIDTA	Earning/Revenues from operations (net) less total expenses (expenses other than finance cost, depreciation and amortization)
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EOU	Export Oriented Unit
EPS	Earnings Per Share
ESOP	Employee Stock Option Plan
FCNR	Foreign Currency Non-Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed there under
FIIs	Foreign Institutional Investor, as defined under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 2014, as amended from time to time and registered with the SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
FPIs	Foreign Portfolio Investor as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India
FTP	Foreign Trade Policy,2009
FY/ Fiscal/ Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI under applicable laws in India.
GAAP	General Accepted Accounting Principles
GDP	Gross Domestic Product
GFSR	Global Financial Stability Report
GoI/ Government	Government of India
GST	Goods and Services Tax Act, 2017
HNI	High Networth Individuals
HR	Human Resources
HUF	Hindu Undivided Family
Indian GAAP	Generally Accepted Accounting Principles in India
ICAI	Institute of Chartered Accountants of India
ICDR/ ICDR Regulations/ SEBI ICDR/ SEBI (ICDR) Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018 as amended, including instructions and clarifications issued by SEBI from time to time.
ICSI	Institute of Company Secretaries Of India
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
IGST	Integrated GST
IMPS	Immediate Payment Service
IPR	Intellectual Property Rights
IRDA	Insurance Regulatory and Development Authority
I.T. Act	Income Tax Act, 1961, as amended from time to time
INR/Rs./Rupees/ ₹	Indian Rupees, the legal currency of the Republic of India
JV	Joint Ventures
Km	Kilometres
KMP	Key Managerial Personnel
LM	Lead Manager
LMT	Lakh Metric Tonnes

ABBREVIATIONS	FULL FORMS
Ltd	Limited
MB	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended from time to time.
MD	Managing Director
MGNREGS	Mahatma Gandhi National Rural Employment Guarantee Scheme
MICR	Magnetic Ink Character Recognition
Mkt.	Market
Mn	Million
MOA	Memorandum of Association
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
MSP	Minimum Support Price
N.A./ n.a.	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NBFC	Non- Banking Finance Company
NECS	National Electronic Clearing System
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
No.	Number
NPCI	National payments Corporation of India
NPV	Net Present Value
NR	Non-Resident
NRE Account	Non Resident External Account
NRIs	Non Resident Indians
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
NTA	Net Tangible Assets
OCB	Overseas Corporate Bodies
p.a.	per annum
P/E Ratio	Price/ Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
PE	Private Equity
PE Ratio	Price/ Earning Ratio
PIO	Persons of Indian Origin
POA	Power of Attorney
PPE	Personal Protective Equipment
Pvt.	Private
Pvt. Ltd.	Private Limited
QFI	Qualified Foreign Investors
QIB	Qualified Institutional Buyers
RBI	The Reserve Bank of India
R & D	Research and Development
RoC	Registrar of Companies
ROE	Return on Equity
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
Sec.	Section
Securities Act	The U.S. Securities Act as amended from time to time

ABBREVIATIONS	FULL FORMS
SEZ	Special Economic Zone
SGST	State GST
SME	Small and Medium Entreprise
SSI Undertakings	Small Scale Industrial Undertakings
STT	Securities Transaction Tax
TIN	Tax Identification Number
TAN	Tax Deduction and Collection Account Number
TRS	Transaction Registration Slip
TNW	Total Net Worth
UIN	Unique Identification Number
u/s	Under Section
UPI	Unified Payment Interface
US/ United States	United States of America
USD/ US$/ $	United States Dollar, the official currency of the Unites States of America
Venture Capital Fund(s)/ VCF(s)	Venture Capital Funds as defined and registered with SEBI under Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as amended from time to time.
VAT	Value Added Tax
WDV	Written Down Value
WEO	World Economic Outlook
w.e.f.	With Effect From
WTD	Whole Time Director
WTO	World Trade Organization
YoY	Year over year

TECHNICAL/ INDUSTRY RELATED TERMS

TERM	DESCRIPTION
B2C	Business-to-Consumer
CPI	Consumer Price Index
D2C	Direct-to-Consumer
DTH	Direct-To-Home
ESDM	Electronics System Design & Manufacturing
GNDI	Gross National Disposable Income
HDTV	High Definition Television
LED	Light-emitting diode
MoSPI	Ministry of Statistics & Programme Implementation
NEP	National Policy for Electronics
OLED	Organic Light-emitting diode
OTT	Over-The-Top
PCE	Personal ConsumerSpending
PLI	Production Linked Incentive
PMP	Phased Manufacturing Programme
QLED	Quantum Light-Emitting Diode
TRAI	Telecom Regulatory Authority of India
USB	Universal Serial Bus

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

In this Draft Prospectus, the terms "we", "us", "our", the "Company", "our Company", "**Cell Point (India) Limited"** and/or or "CPIL" and/or "Cell Point", unless the context otherwise indicates or implies, refers to **Cell Point (India) Limited.**

All references in this Draft Prospectus to "India" are to the Republic of India. All references in the Draft Prospectus to the "U.S.", "USA" or "United States" are to the United States of America. Unless stated otherwise, all references to page numbers in this Draft Prospectus are to the page numbers of this Draft Prospectus.

Financial Data

Unless stated otherwise, the financial data which is included in this Draft Prospectus is derived from our audited financial statements for the 6 months period ending on September 30, 2022 and financial years ending on March 31, 2022, 2021 and 2020 prepared in accordance with Indian GAAP, Accounting Standards, the Companies Act, 2013 (Such provisions of the Companies Act, 1956 which were in force as on date) and restated financial statements of our company prepared in accordance with the SEBI ICDR Regulations and the Indian GAAP which are included in this Draft Prospectus, and set out in the section titled '***Financial Statements***' beginning on page 145 of this Draft Prospectus.

Our Financial Year commences on April 1st of each year and ends on March 31st of the following year, so all references to a particular Financial Year are to the (12) twelve-month period ended March 31st of that year. In this Draft Prospectus, discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off. Further, figure represented in the BRACKET or with the sign " - " indicates NEGATIVE data in this Draft Prospectus in relation to our Company and Industries. There are significant differences between Indian GAAP, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, nor do we provide a reconciliation of our financial statements to those under U.S. GAAP or IFRS and the investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the restated financial statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices/ Indian GAAP, the Companies Act and the SEBI Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Prospectus should accordingly be limited.

Any percentage amounts, as set forth in the chapters titled '***Risk Factors***', '***Business Overview***' and '***Management's Discussion and Analysis of Financial Conditions and Results of Operations***' beginning on page 21, 99 and 177, respectively, of this Draft Prospectus and elsewhere in this Draft Prospectus, unless otherwise indicated, have been calculated on the basis of our restated financial statements prepared in accordance with Indian GAAP, the Companies Act and SEBI ICDR Regulations.

Currency and Units of presentation

In this Draft Prospectus, unless the context otherwise requires, all references to;

- 'Rupees' or 'Rs.' or 'INR' or ``are to Indian rupees, the official currency of the Republic of India.
- '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/Lakhs or Lac" mean "One Hundred Thousand", the word "Crore/Crores" means "Hundred Lakhs", the word "Million (million) or Mn" means "Ten Lakhs", the word "Crores" means "Ten Million" and the word "Billion (bn)" means "One Hundred Crores".

Industry and Market Data

Unless stated otherwise, industry data used throughout this Draft Prospectus has been obtained or derived from 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 Draft Prospectus is reliable, it has not been independently verified. Further, the extent to which the industry and market data presented in the Draft 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 STATEMENT

This Draft Prospectus contains certain "forward-looking statements". All statements contained in this Draft Prospectus that are not statements of historical fact constitute "forward-looking statements". All statements regarding our expected financial condition and results of operations, business, plans and prospects are "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "likely to", "seek to", "shall", "objective", "plan", "project", "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements whether made by us in this Draft Prospectus are based on our current plans, estimates, presumptions and expectations and are subject to corresponding risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement, including but not limited to, regulatory changes pertaining to the industries we serve and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition. Important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
- Our ability to successfully implement our growth strategy and expansion plans and to set up new retail stores for which funds are being raised through this Issue;
- Our ability to meet our capital expenditure requirements;
- General social and political conditions in India which have an impact on our business activities or investments;
- Potential mergers, acquisitions restructurings and increased competition;
- Occurrences of natural disasters or calamities affecting the areas in which we have operations;
- Market fluctuations and industry dynamics beyond our control;
- Our ability to manage our growth and to compete effectively, particularly in new markets and businesses;
- Changes in government policies and regulatory actions that apply to or affect our business;
- Developments affecting the Indian economy; and
- Inability to meet our obligations, including repayment, financial and other covenants under our debt financing arrangements.

For further discussion of factors that could cause the actual results to differ from the expectations, see "***Risk Factors***", "***Our Business***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on pages 21, 99 and 177, respectively of this Draft Prospectus. By their nature, certain market risk disclosures are only estimates, and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated and are not a guarantee of future performance.

Forward-looking statements reflect our current views as of the date of this Draft Prospectus and are not a guarantee of our future performance. There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

These statements are based on our management's belief and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based on are reasonable, any of these assumptions could prove to be inaccurate and the forward-looking statements based on these assumptions could be incorrect. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance. Neither our Company, our Promoters, our Directors, the LM nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the requirements of SEBI, our Company (in respect of statements/ disclosures made by it in this Draft Prospectus) shall ensure that investors in India are informed of material developments from the date of the Draft Prospectus until the date of Allotment.

SECTION II – SUMMARY OF THE ISSUE DOCUMENT

Summary of our Business

Our Company was originally incorporated as Cell Point (India) Private Limited on April 10, 2013 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Andhra Pradesh. Subsequently, the name of the company was changed from "as Cell Point (India) Private Limited" to "Cell Point (India) Limited" under The Companies Act, 2013 pursuant to a special resolution passed by our shareholders at the EGM held on October 31, 2022 and had obtained fresh certificate of incorporation dated November 25, 2022 issued by the Registrar of Companies, Vijayawada. The CIN of the Comp any is U74900MH2009PLC190361.

Our Promoters- namely, Mr. Mohan Prasad Panday and Mr. Bala Balaji Panday started as single small mobile retailers in Vizag, Vishakhapatnam, Andhra Pradesh in the year 2001. In order to stay ahead of the competition in the mobile retail business, our Promoters incorporated a company under the name of "Cell Point (India) Private Limited" in the year 2013 wherein they took over the running businesses of Proprietary Concerns of the Promoters namely, M/s. Cell Point and M/s. Mobile King as a going concern with all of their respective assets and liabilities and at present under the Brand names of Cell Point and Mobile King- "All your mobile needs, the only one point is Cell Point" and continued to offer wide range of mobile handsets, mobile accessories and mobile related products.

Our Company is engaged in multi-brand retail selling of Smart Phones, tablets, mobile accessories and mobile related products and allied accessories of various brands such as Apple, Samsung, Oppo, Realme, Nokia, Vivo, Xiaomi, Nokia, Redmi, Techno, One Plus, GIONEE, VIVO etc. We are also engaged in retail selling of some of the consumer durable electronics goods, specifically, smart televisions of various brands such as Xiaomi, Realme and One Plus. All our products sold under one roof through our 75 retail store chain located all over the Andhra Pradesh.

Our Company also provides payment option such as credit/EMI facilities including UPI, vouchers, & pay on delivery to its customers for buying our products for which our company has tied up with major leading credit houses like Bajaj Finserv, Capital First, TVS Credit finance etc. The products sold by the Company enjoy limited warranty from its supplier company as back to back. Generally, in case of defect the company gets free replacement or services from supplier Company.

Guidance and foresight of our promoters, Mr. Mohan Prasad Panday and Mr. Bala Balaji Panday are the driving force behind the growth achieved by the company. Their knowledge and experience has allowed us to form a base of trust and Integrity which has become our brand identity namely with motto of "Cell Point is only one point for all your mobile needs". Being diligent, meticulous and persistent Entrepreneurs, their ideologies have evolved work culture that nourishes calculated risk-taking and operational excellence, resulting in a robust and hardworking team, which is the core strength of our Company. This has helped us increase our top line and bottom line year on year on year basis.

For details, please refer to "Business Overview" beginning on page no. 99 of the Draft Prospectus.

Summary of our Industry

Production of mobile phones in India has taken a leap after the government introduced the Phased Manufacturing Programme (PMP) and the Production Linked Incentive (PLI) scheme, reducing the country's imports and dependency on China. After logging a 33% compound annual growth rate (CAGR) between fiscals 2016 and 2021, domestic mobile production is estimated to have grown 24-26% in fiscal 2022. Despite the ongoing chip shortage, three of the global manufacturers met PLI production targets during the fiscal. CRISIL Research expects the growth momentum in production to sustain, with a 22-26% CAGR between fiscals 2022 and 2024 to Rs 4.0-4.5 lakh crore in value terms. The growth will be led by the PLI scheme, which is in the second year for most players. As a corollary, the country's mobile imports decreased ~33% on-year in fiscal 2022. Dependency on China reduced to 60% from 64% in fiscal 2021, and is expected to fall further in the medium term. However, with rising production, imports of electronic components essential for mobile assembling/manufacturing also increased 27% on-year.

Increasing sales through online Channels: With COVID-19-induced lockdowns, sale of smartphones through online channels increased in 2020. According to IDC, online channels grew 12% YoY and contributed 48% to the total sales in 2020. However, during the festive season (Diwali), footfalls in physical stores picked up and offline channels clocked a 5% YoY growth in the fourth quarter of 2020.

For details, please refer to "***Industry Overview***" beginning on page no. 82 of this Draft Prospectus

Names of the Promoters

As on date of this Draft Prospectus, Mr. Mohan Prasad Panday and Mr. Bala Balaji Panday are the Promoters of our Company.

Size of the Issue

This is the Fresh Issue of Equity Shares. Initial Public Offer is of 50,34,000 of face value of Rs. 10 each of the Company for cash at a price of Rs. 100.00 per Equity Share (including a share premium of Rs. 90.00 per Equity Share) aggregating up to Rs. 5034.00 Lakhs.

Objects of the Issue

(Rs. In Lakhs)

Sr. No.	Objects of the Issue	Amount Proposed to be Utilized from the Net Proceeds
1.	Repayment of certain borrowings	1686.00
2.	Repairs and Renovation of existing retail outlets & setting of new retail outlets	1200.00
3.	To meet the Working Capital requirements	1000.00
4.	General Corporate Expenses	1068.00
	Total	**4954.00**

Offer for Sale-There is no Offer for Sale as Our Company is making only a Fresh Initial Public Offer/Issue.

For detailed information on the "**Objects of the Issue**", please refer to chapter titled "**Objects of the Issue**" on page no. 63 of this Draft Prospectus.

Pre-Issue Shareholding of the Promoter and Promoter Group

The aggregate shareholding of Our Promoter and Promoter Group before the Issue is set forth below:

Sr. No.	Name of the Shareholders	Pre-Issue		Post-Issue	
		No. of equity shares	As a % of Pre-Issued Capital	No. of equity shares	As a % of Post-Issue Capital
A	**Promoter**				
	Mr. Mohan Prasad Pandey	1,20,60,600	88.35	1,20,60,600	64.54
	Mr. Bala Balaji Pandey	15,89,400	11.64	15,89,400	8.51
	Total (A)	**1,36,50,000**	**99.99**	**1,36,50,000**	**73.05**
B	**Promoter Group & Relatives-**				
	Mr. Nagendra Prasad Panday	1,200	0.01	1,200	0.01
	Mr. P S N Dinesh Prasad	100	0.00	100	0.00
	Mrs. Maha Vishnu Priya Panday	100	0.00	100	0.00
	Mrs. Kiranmai Panday	100	0.00	100	0.00
	Mrs. Heera Ratnabhai Panday	100	0.00	100	0.00
	Total (B)	**1,600**	**0.01**	**1,600**	**0.01**
C	**TOTAL (A+B)**	**1,36,51,600**	**100.00**	**1,36,51,600**	**73.06**

For further details relating to the allotment of Equity Shares to our Promoters and Promoter Group members, please refer to the chapter titled '***Capital Structure'*** beginning on page no. 53 of this Draft Prospectus.

Financial Information

The following tables set forth details the financial information as per the Restated Audited Financial Statements for 6 months period ending on September 30, 2022 and financial year ended on March 31, 2022, 2021 and 2020.

For detail information, please refer to the chapters and notes mentioned therein titled '***Restated Financial Statement***' and '***Management's Discussion and Analysis of Financial Conditions and Results of Operations***' beginning on page no. 145 and 145 respectively of this Draft Prospectus.

(Rs. in Lakhs)

Particulars	As on September 30, 2022	As at March 31,		
		2022	2021	2020
Share Capital	113.76	113.76	113.76	113.76
Net Worth	1725.67	1335.94	1171.31	1102.20
Total Revenue	14919.77	27004.43	22356.02	27811.89
Profit after Tax	389.73	164.63	69.11	159.97
EPS (in Rs.)- Basis & Diluted	34.26	14.47	6.07	14.06
NAV per equity share (in Rs.)	151.71	117.45	102.97	96.90

Auditors' Qualifications which have not been given effect to in the Restated Financial Statements

There are no auditor qualifications which would require adjustments in the Restated Financial Information and for which no such effect has been given

The Restated Financial Statements do not contain any qualification requiring adjustments by the Auditors.

Summary of the Outstanding Litigations

For further details in relation to legal proceedings involving our Company, Promoters, Directors and Group Companies, please refer chapters titled "***Outstanding Litigation and Material Developments***" and "***Risk Factors***" on page no. 190 and 21, respectively, of this Draft Prospectus.

A summary of the outstanding proceedings against our Company and Promoters as disclosed in this Draft Prospectus, to the extent quantifiable, have been set out below:

(Rs. in Lakhs)

Nature of cases	Number of cases	Amount Involved
Litigation involving our Company		
Civil Cases filed against the Company	1	5.00
Civil Cases filed by the Company	Nil	Nil
Criminal cases against the company	Nil	Nil
Criminal cases filed by the company	1	4.87
Outstanding actions by regulatory and statutory authorities	Nil	Nil
Tax related matters	9	Not ascertainable
Litigation involving our Promoters		
Civil Cases filed against the Promoters	Nil	Nil
Civil Cases filed by the Promoters	2	Not ascertainable
Criminal cases against the Promoters	1	42.00
Criminal cases filed by the Promoters	Nil	Nil
Outstanding actions by regulatory and statutory authorities	Nil	Nil
Tax related matters	Nil	Nil
Litigation involving our Directors (other than Promoters)		
Civil Cases filed against the Directors (other than Promoters)	Nil	Nil
Civil Cases filed by the Directors (other than Promoters)	Nil	Nil
Criminal cases against the Directors (other than Promoters)	Nil	Nil
Criminal cases filed by the Directors (other than Promoters)	Nil	Nil
Outstanding actions by regulatory and statutory authorities (other than Promoters)	Nil	Nil
Tax related matters	Nil	Nil

Risk Factors

An investment in the Equity Shares involves a high degree of risk. Potential Investors should carefully consider all the information in this Draft Prospectus and are advised to read the section titled "**Risk Factors**" beginning on page no. 21 of this Draft Prospectus, including the risks and uncertainties, before making/taking an investment decision in our Equity Shares.

In making an investment decision prospective investor must rely on their own examination of our Company and the terms of this issue including the merits and risks involved. The risks described in the said chapter are relevant to the industries our Company is engaged in, our Company and our Equity Shares. 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.

For further details, please refer to the Section titled "**Risk Factors**" beginning from page no. 21 of this Draft Prospectus.

Summary of Contingent Liabilities

For detailed information on the Contingent Liabilities on our Company, please refer to Para 5 of "Notes on Accounts and Restatements made in the Restated Financials" beginning on Page no. 154 of this Draft Prospectus.

Summary of Related Party Transactions

For detailed information on the Related Party Transaction on our Company, please refer ***"Annexure V: Statement of details of Related Party Transactions"*** appearing on page 174 of this Draft Prospectus under Chapter titled ***"Restated Financial Information"*** beginning on Page no. 145 of this Draft Prospectus.

Details of Financing Arrangements

The Promoters, member of Promoter Group, the Directors of the Company which a Promoter of the Issuer, the Director of our company and their relatives have not financed the purchase by any other person of securities of our Company other than in the normal course of the Business of the financing entity during the period of six months immediately preceding the date of filing of this Draft Prospectus.

Cost of Acquisition of Shares &Weighted Average Cost of the Shares Acquired by our Promoters

The weighted average price of the equity shares acquired by our Promoter within last one (1) year from the date of filing of this Draft Prospectus are set forth below:

Name of Promoter	No. of equity share held	Average cost of acquisition (in Rs.) *
Mr. Mohan Prasad Pandey	1,10,55,550	NIL
Mr. Bala Balaji Pandey	14,56,950	NIL

* Cost of acquisition of 1,25,12,500 equity Shares is negligible as the shares allotted are bonus shares with NIL cost of acquisition. For further details, please refer to the chapter titled "Capital Structure" on page no. 53. of this Draft Prospectus.

Average Cost of Acquisition of Shares

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

Name of Promoter	No. of equity share held	Average cost of acquisition (in Rs.)
Mr. Mohan Prasad Pandey	1,20,60,600	3.32
Mr. Bala Balaji Pandey	15,89,400	3.24

Pre-IPO Placement

Our Company has not placed any Pre-IPO Placement as on date of filing this Draft Prospectus.

Equity Shares issued for Consideration Other Than Cash

Except as disclosed below, our Company has not issued any other equity shares for consideration other than cash since its incorporation.

Date of allotment	No. of Equity Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature / Reason of Allotment	Nature of Consideration
December 12, 2022	1,25,13,600	10.00	10.00	Bonus Issue in ratio of 1:11 (3)	Other than cash

Split / Consolidation of Equity Shares

Our Company has not done any split or consolidation of Equity Shares during the last one year from the date of filing this Draft Prospectus.

SECTION III – RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Prospectus, including the risks and uncertainties summarized below, before making an investment in our Equity Shares. The risks described below are relevant to, the industries our Company is engaged in, our Company and our Equity Shares. To obtain a complete understanding of our Company, you should read this section in conjunction with 'Business Overview' and 'Management's Discussion and Analysis of Financial Condition and Results of Operations' on page 99 and 177 respectively, of this Draft Prospectus as well as the other financial and statistical information contained in this Draft Prospectus. Prior to making an investment decision, prospective investors should carefully consider all of the information contained in 'Financial Statements' on page 145 of this Draft Prospectus. Unless stated otherwise, the financial data in this section is as per our financial statements prepared in accordance with Indian GAAP, as restated.

If any one or more of the following risks as well as other risks and uncertainties discussed in this Draft Prospectus were to occur, our business, financial condition and results of our operation could suffer material adverse effects, and could cause the trading price of our Equity Shares and the value of investment in the Equity Shares to materially decline which could result in the loss of all or part of your investment.

This Draft Prospectus also contains forward looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of many factors, including the considerations described below and elsewhere in this Draft Prospectus.

These risks are not the only ones that our Company face. Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial to our operations. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify financial or other implication of any risks mentioned herein.

Materiality

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

1. Some events may not be material individually but may be material when considered collectively.
2. Some events may have an impact which is qualitative though not quantitative.
3. Some events may not be material at present but may have a material impact in the future.

INTERNAL RISKS

1. ***There are certain outstanding legal proceeding involving our Promoter and Promoter Entities which may adversely affect our business, financial condition and results of operations.***

   There are certain proceedings pending at different levels of adjudication before various authorities, enquiry officers and appellate forums. Such proceedings could divert management time, attention and consume financial resources in their defense. Further, an adverse judgment in some of these proceedings could have an adverse impact on our business, financial condition and results of operations. A summary of the outstanding proceedings against our Company and Group Companies as disclosed in this Draft Prospectus, to the extent quantifiable, have been set out below:

(Rs. in Lakhs)

Nature of cases	Number of cases	Amount Involved
Litigation involving our Company		
Civil Cases filed against the Company	1	5
Civil Cases filed by the Company	Nil	Nil
Criminal cases against the company	Nil	Nil
Criminal cases filed by the company	1	4.87
Outstanding actions by regulatory and statutory authorities	Nil	Nil
Tax related matters	9	Not ascertainable

Nature of cases	Number of cases	Amount Involved
Litigation involving our Promoters		
Civil Cases filed against the Promoters	Nil	Nil
Civil Cases filed by the Promoters	2	Not ascertainable
Criminal cases against the Promoters	1	42
Criminal cases filed by the Promoters	Nil	Nil
Outstanding actions by regulatory and statutory authorities	Nil	Nil
Tax related matters	Nil	Nil
Litigation involving our Directors (other than Promoters)		
Civil Cases filed against the Directors (other than Promoters)	Nil	Nil
Civil Cases filed by the Directors (other than Promoters)	Nil	Nil
Criminal cases against the Directors (other than Promoters)	Nil	Nil
Criminal cases filed by the Directors (other than Promoters)	Nil	Nil
Outstanding actions by regulatory and statutory authorities (other than Promoters)	Nil	Nil
Tax related matters	Nil	Nil

The table above does not include those penalties, interests and costs, if any, which may be imposed or which may have been pleaded *but not quantified in the course of legal proceedings, or which the Court / Tribunal otherwise has the discretion to impose. The imposition and amount of such penalties / interests / costs are at the discretion of the court / tribunal where the case is pending. Such liability, if any, would crystallize only on the order of the tribunal where the case(s) is / are pending.*

Further, we are unable to trace case papers for one of our cases being an appeal filed in the High Court of Andhra Pradesh at Amaravati to stay all execution proceedings in the case no. O.S 559 of 2018.

For further details, please refer to section titled "Outstanding Litigation and Material Developments" beginning on page 190 of this Draft Prospectus.

2. *Our Statutory Auditor has included certain emphasis of matters in audited financials of our Company.*

Our Statutory Auditor- M/s Rao & Kumar has included emphasis of matters in audited financials of our Company for September 30, 2022 and the restated financials for the Fiscal 2022, Fiscal 2021 and Fiscal 2020 and for 6 months period ending on September 30, 2022, in relation to assessments made by them on our operations and results, for the aforesaid financial periods. Our Company has made detailed assessment of its liquidity position and the recoverability of carrying value of its assets comprising property, investments, inventory and trade receivables. Based on current indicators of future economic conditions, our Company expects to recover the carrying amount of these assets.

Further, our Statutory Auditor has referred to certain emphasis of matters in their examination report on our Restated Financial Statements in relation to the amount of Internal Accruals, i.e., Rs. 1287.95 Lakhs for FY 2020-2021 has been reinvested for business purposes. The said amount is cumulatively impacted to the tune of Rs. 65.76 Lakhs on account of Material Adjustments made in the Restated Financial information for the impact of Prior Period Items, Provision for Gratuity, Depreciation, and the consequent Deferred Taxes. We cannot assure you that our Statutory Auditor's observations for any future fiscal period will not contain similar remarks or emphasis of matters and that such matters will not otherwise affect our results of operations.

The company has taken following measures against emphasis of matter pointed out by the Statutory Auditor:

Sr. No.	Emphasis of Matters	Steps taken by the company
1	Impact of Prior Period items	The management of the company has accepted to assess and compute the impact of prior periods expenditure necessary on account of restatement and will make the necessary adjustments in the books of accounts to the tune of Rs. 1.31 Lakhs in FY 2022-23.
2	Impact of Gratuity Provision	The management of the company has accepted to assess and compute the impact of gratuity on account of restatement and will make the necessary adjustments in the books of accounts to the tune

Sr. No.	Emphasis of Matters	Steps taken by the company
		of Rs. 27.58 Lakhs in FY 2022-23 and has agreed to make the necessary payouts in respect of its gratuity liabilities in FY 2022-23
3	Impact of Depreciation on Building	The management of the company has accepted to assess and compute the impact of depreciation on the building on account of restatement and will make the necessary adjustments in the books of accounts to the tune of Rs. 7.3 Lakhs in FY 2022-23.
4	Adjustment for Deferred Tax Impact	The management of the company has accepted to assess and compute the impact of deferred tax on account of restatement and will make the necessary adjustments in the books of accounts to the tune of Rs. 2.5 Lakhs in FY 2022-23.

Note: the above figures do not include the cumulative impact of the adjustments made to the tune of Rs. 41.46 Lakhs pertaining to the periods prior to March 31, 2020 which has also been accepted by the management and necessary adjustments for the above shall be made in the books of account for FY 2022-2023.

3. ***Our operations are significantly located in the North Andhra Pradesh region, especially in Visakhapatnam. Any downturn or any failure to expand our operations or adverse developments affecting our operations in these locations may restrict our growth and may adversely impact on our market share, revenue and results of operations.***

   Currently, we are carrying our business mainly in the North Andhra Pradesh region, especially in Visakhapatnam zone and hence our major revenues are generated from operations in these regions only. Our sales are majority derived from products sold to customers based in Andhra Pradesh. For details on "our property" and "our Zone wise sales", please refer to page nos. 110 and 106 of the Draft Prospectus, respectively. In the event of political discord, economic instability or change in policies of state, natural calamities, riots in the region where our operations are significantly carried as a result our business activities will be affected or gets stopped or if there are any changes in laws applicable to our industry or if any restrictive conditions are imposed on us or our business. then our financial conditions and operating results may be materially and adversely affected. Further, the ultimate customers located in this geography may reduce or postpone their spending significantly which would adversely affect our operations and financial conditions. Geographical and functional expansion of our business domain requires establishment of adequate network. As we seek to diversify our regional focus we may face the risk that our competitors may be better known in other markets, enjoy better relationships with customers. Our lack of exposure in geographical boundaries outside our operating regions could impact our future revenues. Further, any failure in expanding our geographical presence within India will lead to loss of opportunity to expand thereby effecting our intended growth in business, financial conditions, and results of operations.

4. ***Our Company's business highly depends on the brands recognition and reputation of the products it offers to sell and their inability to maintain or enhance brands image that we sell could have a material adverse effect on our business, financial condition and results of operations.***

   Our Company is in the business of retail sales of consumer durable products of various brands like Apple, Samsung, Oppo, Vivo, Xiaomi, Nokia, Redmi, One Plus, LG, and Boat etc. We believe that the recognition and reputation of these brands among consumers has contributed significantly to the growth and success of our business. Maintaining and enhancing the recognition and reputation of these brands are, therefore, critical to our business and competitiveness.

   Though we are not required to promote the products of these well-known brands, we compete on price, quality services, dedication and commitment towards customers, in our industry. Our financial performance is influenced by the success of brands that we sell, which, in turn, depends on factors such as product design & features, the distinct character and the quality of the products, after sale services, communication activities, public relations and marketing etc. The consumers that use and recommend the branded products expects a high quality of these products and any failure on the part of the brands/companies to deliver on that expectation could adversely impact our business and reputation.

5. ***Our Company is dependent on few numbers of suppliers for purchase of products. Loss of any of this large Suppliers may affect our business operations.***

The products sold by us at our stores are sourced from a wide variety of suppliers. Our Top 3 Suppliers contributes to 62.49%, 71.54%, 73.14% of our total Purchases for financial year ended March 31, 2022, 2021 and 2020, respectively.

Any delay or failure on the part of our suppliers to deliver products in a timely manner or any deterioration in the quality of products supplied by the suppliers, may materially and adversely affect our business, profitability and reputation. Certain factors affecting supplies and thereby impeding our access to products are political and economic instability in India or political instability in certain states of India in which our suppliers are located, the financial instability of the suppliers, labour problems experienced by our suppliers, the availability of raw materials to the suppliers, merchandise quality issues, transport availability and cost, transport security, inflation, and other factors. The operations of our suppliers are further subject to various operating risks, including breakdowns and failure of equipment, industrial accidents, employee unrest, severe weather conditions, natural disasters etc. For instance, the COVID-19 pandemic impacted our suppliers' business as a result of the nationwide lockdown imposed by the Government of India. These factors may not only result in delay of supply of products we sell but may also affect their quality. Further, the violation of or any suspected violation of labour laws or other applicable regulations by our suppliers, could also have an adverse effect on our business.

6. ***We may in the future face potential liabilities from lawsuits or claims from third parties, should they perceive any deficiency in the products we sell in our stores. We may also face the risk of legal proceedings initiated against our Company which may result in loss of business and reputation.***

Our Company believes in providing quality products and due care is taken to mitigate the associated risks which may happen due to factors beyond our control. We may face the risk of tortious liability and claims being brought against us by our customers amongst others on account of sale of any defective products. Further, we could also face liabilities should our customers face any loss or damage due to any unforeseen incident such as fire, accident, etc. in our stores, which could cause financial and other damage to our customers. This may result in lawsuits and / or claims against our Company, which may materially and adversely affect the results of our operations and may also result in loss of business and reputation.

7. ***Our business is dependent on the availability and supply and cost of products. Any significant increase in the prices including the taxes and levies or decrease in the availability of any of the products may adversely affect our results of operations.***

The timely availability, cost and quality of the products being supplied to us plays an important role in building strong foundation and long lasting markets and customers. If any disruption is there in either of the factors mentioned above which are not under our control, including general economic conditions, competition, production levels, transportation costs, government taxes and levies and if, for any reason, our regular/primary suppliers refuse or delay or discontinue the delivery of all or certain products to us in the quantities we need and at prices that are competitive, our ability to maintain the inventory levels and meet the customer requirements shall come to a temporary standstill and our delivery schedules could be disrupted. Further, we may also not be able to pass on any discounts and/ or increase in the prices of the products to our customers which could affect our results of operations and impact our financial condition.

Further, we have long term tie-ups or agreements with suppliers such as Vivo, Oppo, Xiaomi, Nokia, Redmi, One Plus, LG, and Boat etc. for supply of any of products. The long duration of our agreements/ contracts may expose us to the changes in the prices of the products. The increase in prices of the products increases our expenditure hence our profitability to the extent we are not able to pass the expenses on to our customers. Any decrease in the availability of these products for whatever reason, could adversely affect our execution capacity and profitability.

Also, some of the recent agreements that we are a party to erroneously mentions our Company as a private company. Since we have recently converted our Company to a public limited company, we are taking steps to rectify this error. This error does not make the agreements void. We do not expect any dispute to arise; however, if a dispute does arise, it will not have an adverse impact on the business of our Company.

8. ***We may be subject to risks associated with product warranty for the brand products.***

We are subject to risks and costs associated with product warranties on account of supply of defective or inferior

quality products within the warranty periods stipulated for such products. Any defects in the products may result in invocation of such warranties. The defects in such products or any product liability claim against us could generate adverse publicity, leading to a loss of reputation, customers and/or increase our costs, thereby adversely affecting our reputation, business, results of operations, financial condition and cash flows.

9. *Some of our agreements restrain us from entering new territories and the e-commerce space.*

We have entered into various business agreements with our vendors, dealers and distributors to market and sell the products we offer, prominently in the state of Andhra Pradesh. Certain of these agreements mandate that we sell our products offline and in the territory of Andhra Pradesh. We may not be able to foray into the e-commerce space such as Amazon and Flipkart till the validity of these agreements. Likewise, we may not be able to foray into other territories beyond the state of Andhra Pradesh, unless we obtain specific consent from the other party to sell the products in territories beyond Andhra Pradesh. We may not be able to capitalize on any lucrative opportunities, if any, which may arise, by not foraying into new territories and the e-commerce space which may in the long run hamper our growth prospects.

10. *We purchase inventory in anticipation of sales, and if we fail to manage our inventory effectively during that period, our business and results of operations could be adversely affected.*

We purchase inventory from vendors and manufacturers based on our projected sales and as such, if we fail to manage our inventory effectively, our business and results of operations may be adversely affected. In situations that the inventory does not have the stock that the customer is looking for, we face the risk of our customer opting to but the product from our competitor. Further, any damage or destruction to our merchandising at our distribution centres or retail stores may impact our operating results. We estimate our sales based on the forecast, demand and requirements for the forthcoming season. In general, the orders are placed a few months before the actual delivery of products in the stores. An optimal level of inventory is important to our business as it allows us to respond to customer demand effectively and to maintain a full range of products at our stores. Should our supply of products be disrupted, we may not be able to procure an alternate source of supply of products in time to meet the demands of our customers, or we may not be able to procure products of equal quality or on equally competitive terms, or at all. Such disruption to supply would mean that our customer does not get the product he/she wants which would allow the customer to go to our competitors and this would materially and adversely affect our business, profitability and reputation.

11. *Our business is subject to seasonal and cyclical volatility due to which there may be fluctuation in the sales of products which could lead to higher closing inventory position, which may adversely affect our business.*

We offer products at our stores that our consumers require, and our success is dependent on our ability to meet our consumers' requirements. The retail consumer spending is heavily dependent on the economy and, to a large extent, on various occasions such as festivals, seasonal changes, weddings, etc. Any year also has phases of lean sales. We have historically experienced seasonal fluctuation in our sales, with higher sales volumes associated with the festive period in the third quarter of each Financial Year. We have also seen higher sales volume of products in a certain season. These seasonal variations in consumer demand subject our sector to a considerable degree of volatility. As a result, our revenue and profits may vary during different quarters of the financial year and certain periods may not be indicative of our financial position for a full financial year or future quarters or periods and may be below market expectations. Further, any unanticipated decrease in demand for our products during our peak selling season could result into higher closing inventory position, which may lead to sale and liquidation of inventory getting delayed against the trajectory under normal course of business, which could adversely affect our financial position and business operations. Fluctuations in the electronic retail market affect the inventory owned by electronic retailers, since merchandise usually must be manufactured in advance of the season and frequently before the trends are evidenced by customer purchases. In addition, the cyclical nature of the retail electronics business requires us to carry a significant amount of inventory, especially prior to peak selling seasons when we build up our inventory levels.

12. *Our inability to promptly identify and respond to changing customer preferences or evolving trends may decrease the demand for our merchandise among our customers, which may adversely affect our business.*

Our Company is primarily engaged in multi-brand retail selling as well as distribution of branded smart phones, IT hardware, software and allied accessories and services. Our success depends upon our ability to forecast,

anticipate and respond to the changing customer preferences and trends in a timely manner. Though we do not design or manufacture the products that we sell in our store and only procure the same through vendors and third-party manufacturers, any failure by us to understand prevailing trends or to forecast changes could result in merchandise obsolescence, thereby increasing the dead stock and loss of our brand image amongst our customers, which could have a material adverse effect on our business and results of operations. Any inability to respond to changes in consumer demands and market trends in a timely manner could have material adverse effect on our business, financial conditions, and results of operations.

13. ***We operate in a competitive industry and our market share may be adversely impacted in case we do not keep ourselves appraised of the latest consumer trends and technology and if we fail to compete effectively in the markets in which we operate.***

We operate in a competitive industry which is characterized by rapid shifts in consumer trends and technology and our market share may be adversely impacted at any time by the significant number of competitors in our industry that may compete more effectively than us. These frequent changes and their impact on consumer demand may result into both price and demand volatility, leading to change in the competitive scenario. Due to the expansive nature of our business, we face competition from both the organized and unorganized players. Players in this industry generally compete on key attributes such as timely delivery, pricing, the quality etc. Some of our competitors may have longer industry experience and greater financial, technical and other resources, which may enable them to react faster in changing market scenario and remain competitive. Moreover, the unorganized sector offers their products at highly competitive prices which may not be matched by us and consequently affect our volume of sales and growth prospects. Growing competition may result in a decline in our market share and may affect our margins which may adversely affect our business operations and our financial condition.

Further, we are witnessing a growth in the competition from online retailers who have been able to offer products at competitive prices. Due to various factors, including efficient logistics management and strategic tie-ups, online retailers are not only able to offer more discounts, but also a wider range of consumer durables. Due to the said reasons, online retailing has been witnessing noticeable growth in the recent years and increased competition from them could reduce footfalls and sales in our stores. There is no assurance that we would be able to effectively offset the advantages that our competitors in the online business may have and grow our business in a similar fashion like our online competitors, or that the competition we face would not drain our financial or other resources. If we are unable to adequately address such competitive pressures, our business, financial condition, results of operations and cash flows may be adversely affected.

14. ***Our Company being in the retail segment requires significant amount 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.***

The retail industry is working capital intensive and has lot of fixed expenditures for operation of stores and maintenance of inventory levels. We intend to continue growing by setting up additional stores. All these factors may result in increase in the quantum of current assets. 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 or pay out debts, could adversely affect our financial condition and result of our operations. For further details of working capital requirements, please refer to the chapter titled "***Objects of the Offer***" on page 63 of the Draft Prospectus.

15. ***We intend to use a portion of the Net Proceeds to prepay / repay certain loan facilities.***

One of the objects of the Issue is the pre-payment / repayment of certain loan facilities, in full or in part, availed by our Company. Our Company intends to utilise an amount of up to Rs. 1686.00 Lakhs from the Net Proceeds, constituting 33.49% of the total Fresh Issue Size, towards the prepayment / repayment of these loan facilities. For details of the outstanding loans proposed for repayment or prepayment, in full or in part from the Net Proceeds, without any obligation to any particular bank or financial institution, see "***Objects of the Issue – Details of the Objects – Repayment of certain borrowings***" on page no. 63 of the Draft Prospectus. The amount utilized to prepay / repay these loans will, therefore, not be available for investment in our business and will not result in any immediate increase in the value of your investment in our Equity Shares.

16. ***Our Company had negative cash flow from certain activity in recent fiscals, details of which are given below.***

Sustained negative cash flow could adversely impact our business, financial condition and results of operations. The detailed break up of cash flows is summarized in below table and our Company has reported negative cash flow from operating activity in the financial years is as mentioned below, which could affect our business and growth:

(Rs. in Lakhs)

Particulars	As on September 30, 2022	Fiscal 2022	Fiscal 2021	Fiscal 2020
Net cash flow from operating activities	567.69	785.44	235.03	145.94
Net cash flow from investing activities	-27.22	-55.00	-135.17	-102.22
Net cash flow from financing activities	-353.61	-264.54	-34.85	65.91

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet its 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 flow, it may adversely affect our business and financial operations. For further, details please refer to the section titled "Financial Statements" and chapter titled "Management's Discussion and Analysis of Financial Conditions and Results of Operations" beginning on page no. 145 and page no. 177 respectively, of this Draft Prospectus.

17. *Our Company has allotted Equity Shares during the preceding one year from the date of the Draft Prospectus which are lower than the Issue Price.*

Our Company has allotted the following Equity Shares during the preceding one year from the date of the Draft Prospectus which are lower than the Issue Price:

Date of allotment	No. of Equity Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature / Reason of Allotment
12-12-2022	1,25,13,600	10.00	10.00	Bonus Issue in ratio of 1:11
12-12-2022	400	10.00	10.00	Rights Issue

For Further details of equity shares issued, please refer to the section titled "Capital Structure" beginning on page no. 53 of this Draft Prospectus.

18. *Our Company has several Contingent Liability and Commitments which if materialize could affect our financial position.*

As on September 30, 2022, we had Contingent Liability of Rs. 227.27 Lakhs for which no provision had been made. In the event that any of these contingent liabilities materialize, our results of operation and financial condition may be adversely affected. Details of Contingent Liabilities and commitments are as follows:

(Rs. In Lakhs)

Nature of contingent liability	September 30, 2022	March 31, 2022	March 31, 2021	March 31, 2020
i) Contingent liabilities not provided for:				
a) Claims against the Company not acknowledged as debts towards Consumer Complaints:	3.41	0.91	0.91	0.91
b) Un-expired guarantees issued on behalf of the Company by banks for which the Company gave counter guarantees.	223.86	123.86	22.47	0.00
ii) Commitments:				
Estimated amount of contracts remaining to be executed on Capital account and not provided for	NIL	NIL	NIL	NIL

For details of the contingent liabilities of our Company, please refer to "Para 5 of "Notes on Accounts and Restatements made in the Restated Financials" beginning on Page no. 156 under section "Financial Statements" beginning on page no. 145 and chapter titled "***Outstanding Litigations and Material Developments***" beginning on page no. 190 of this Draft Prospectus.

19. *Our financing agreements contain covenants that limit our flexibility in operating our business. Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business, results of operations and financial condition.*

As on September 30, 2022, we have availed credit facilities from various banks aggregating to Rs. 5341.02 Lakhs which includes secured and unsecured borrowings. For details on our borrowings, please refer to chapter titles "Financial Indebtedness" beginning from page no. 187 of the Draft Prospectus. Our ability to meet our debt service obligations and repay our outstanding borrowings will depend primarily on the cash generated by our businesses. Further, our financing agreements contain certain restrictive covenants that limit our ability to undertake certain types of transactions, any of which could adversely affect our business and financial condition. We are required to obtain prior approval from our lenders for, among other things, but not limited to effecting any change in the management/Board of the Company, declaration of dividend, capital structure of the Company; undertake any new project, implement any scheme of expansion or acquire fixed assets, enter into borrowing arrangement either secured or unsecured with any other bank/financial institution/Company or otherwise, formulate any scheme of amalgamation, acquisition, merger, or reconstruction etc.

Additionally, our financing agreements are secured by our movable, immovable or intangible assets (whether existing or future), goods and work-in-progress (whether existing or future) and by personal guarantees of our Promoter. Such financing agreements enable the lenders to cancel any outstanding commitments, accelerate the repayment, exercise cross default provisions and enforce their security interests on the occurrence of events of default such as a breach of financial covenants, failure to obtain the proper consents, failure to perfect security as specified and such other covenants that are not cured. It is possible that we may not have sufficient funds upon such an acceleration of our financial obligations to pay the principal amount and interest in full. Further, if we are forced to issue additional equity to the lenders, ownership interest of the existing shareholders in our Company will be diluted. It is also possible that future financing agreements may contain similar or more onerous covenants and may also result in higher interest cost. If any of these events were to occur, our business, results of operations and financial condition may be adversely affected.

20. *We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.*

We have entered into related party transactions with our Promoters, Group Companies, Promoter group members. For details on related party transactions, please refer to the "***Annexure V-Related Party Transaction***" under chapter titled "***Restated Financial Information***" on page 174 of this Draft Prospectus.

We cannot assure you that we will be able to maintain the terms of such transactions or in the event that we enter future transactions with related parties, that the terms of the transactions will be favourable to us. Additionally, while it is our belief that all our related party transactions have been conducted on an arm's-length basis, we cannot provide assurance that we could have achieved more favourable terms had such transactions been entered with third parties. We may also enter related party transactions in the future, which could involve conflicts of interest, although going forward, all related party transactions that we may enter will be subject to audit committee or board or shareholder approval, as applicable, as under the Companies Act, 2013 and the SEBI (LODR) Regulations. As such, we can provide no assurance that these transactions will not adversely affect our business, results of operation, cash flows and financial condition.

21. *Our Company has unsecured loans that may be recalled by the lenders at any time.*

Our Company has currently availed unsecured loans from certain lenders in the form of trade finance. These loans are payable as per the terms and conditions as mentioned in the sanction letters. However, in the future our company may also avail for unsecured loans which may be recalled by the lenders at any time. In the event that, any lender seeks a repayment of any such loan, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all and this may affect our Company's liquidity. If we are unable to procure such financing, we may not have adequate working capital to maintain the desired inventory level. As a result, any such demand may materially and adversely affect our business, cash flows, financial condition and results of operations. For further details on financing arrangements entered into by our Company, see "***Financial Indebtedness***" on page 187 of this Draft Prospectus.

22. *Our Promoters have provided personal guarantees for a portion of borrowings taken by Company to secure*

such loans.

Our Individual Promoters have provided personal guarantees as collateral for a portion of borrowings made by our Company. For details on the financial Indebtedness of the Our Company, please refer to page no. 187 of this Draft Prospectus. If our Company default in their repayment obligations, the guarantees extended by our Individual Promoters may be invoked and such lenders may require our Individual Promoters to discharge the balance liability of our Company, if any, and the lenders may recover the dues from personal assets of our Individual Promoters, including shares held by such Individual Promoters in our Company. In the eventuality of a default in the repayment of loans by our Company, it may divert the attention of our management and Individual Promoters towards any legal proceedings or recovery proceedings initiated in respect of such defaults by our Company. Under such circumstances, there could be an adverse impact on our business, financial conditions, and results of operations of our Company.

23. *Our registered office and most of our retail stores are on leased/ rented premises and leave & license agreement have been executed for the same. Any termination or dispute in relation to these lease/ rental agreement may have an adverse effect on our business operations and results thereof.*

Our registered office premises is situated at Door No 30-15-139/F/5,6 Ward No 27, Ram's Arcade, Opposite Visakha Medical Centre, Dabagardens, Visakhapatnam 530020 is a leased premise and our Company has entered into an agreement with Lessor for leasing the same premises for a period of 11 months w.e.f. 13-10-2022. For details, please refer to "***Our Business Overview- Our properties***" page no. 106 of this Draft Prospectus. Our business operations are also conducted from the said premises. As per the lease agreement, if there are any non-compliance by us in relation to any term of lease, lease fee and any other terms and conditions, the lease may result in the termination of the lease agreement and consequently we have to vacate the said premises. We also cannot assure you that lessor will not terminate the lease agreement, which would require us to locate to another premise and may have an adverse effect on our conducting our business operations.

Further, our 73 retail stores situated at various locations within Andhra Pradesh are leased premises. For details, please refer to "***Our Business Overview- Our properties***" page no. 106 of this Draft Prospectus. Our retail business operations are also conducted from the said premises. As per the lease agreements, if there are any non-compliance by us in relation to any term of lease, lease fee and any other terms and conditions; it may result in the termination of the lease agreement and consequently we may have to vacate the said premises. We also cannot assure you that lessor will not terminate the lease agreement, which would require us to locate to another premise and may have an adverse effect on our conducting our business operations. In case, we may have to re-locate to another premise and/or agree to pay the extra amount for using the same premises. Increase in lease structure will lead to increase of our expenditure which in turn may affect our revenue and increase of operational cost. Also, searching for the suitable location, setting the branch from the scratch and relocating the inventory from location to another, may lead to loss of clients, reduction in sales thereby affecting our profitability.

Further, one of the lease agreement for our store located at Narsipatnam, Andhra Pradesh is expired and cannot been renewed as the said premise is a disputed property among the legal heirs of the previous owner. For details on the same, please refer to "***Pending Litigation Relating to the Promoters of our Company - Civil Cases filed by the Promoters - Mohan Prasad Pandey vs Kalla Subba Rao and 4 others- OS 296 of 201***" in the chapter "***Outstanding Litigation and Material Developments***" page no. 196 of this Draft Prospectus. Similarly, our Company has entered into a lease agreement with the one of our Promoters, viz, Mr. Mohan Prasad Panday for wood land showroom, Dabagardens, Visakhapatnam premises. However, Mr. Mohan Prasad Panday does not have the complete right, title and interest in the property as said premise is under litigation. For details on the same, please refer to "***Pending Litigation Relating to the Promoters of our Company - Civil Cases filed by the Promoters -_ Mohan Prasad vs G.V.S. Rama Murthy - OS 153 of 201***" in the chapter "***Outstanding Litigation and Material Developments***" page no. 196 of this Draft Prospectus.The Company cannot assure free and peaceful possession of such disputed properties till such litigations are disposed.

Further, some leased property are owned by our Promoters- Mr. Mohan Prasad Panday and Mr. Bala Balaji Pandey. Our Company has obtained the NOC from them to use the said premises and to conduct our business operation on the same. However, if any of our Promoters decide to withdrawn their NOC, we may have to vacate the premises and re-locate to another premise. In such a case, searching for the suitable location, setting the showroom from the scratch and relocating the inventory from location to another, may lead to loss of clients, reduction in sales thereby affecting our profitability.

24. *Our inability to procure and/or maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability.*

Our operations may be subject to risks such as fire, accidents and natural disasters. We maintain customary insurance policies for our Company. Whilst we believe that we maintain adequate insurance coverage amounts for our business and operations, our insurance policies are subject to exclusions and deductibles, and may not provide adequate coverage or cover all risks. If any or all of our equipment is damaged in whole or in part, or if there is a loss of life of our employees, our operations may get interrupted, totally or partially, for a temporary period. We do not maintain key-man insurance for any of our key personnel and loss of the services of such key personnel may have an adverse effect on our business, financial condition and results of operations.

There can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that our insurance policies will be adequate to cover the losses incurred. Notwithstanding the insurance coverage that we carry, we may not be fully insured against certain business risks such as the occurrence of an event that causes losses in excess of limits specified under the relevant policy or losses arising from events not covered by the insurance policies and insurance policies that we procure may not be adequate to cover all the risks associated with our business. Additionally, there may be various other risks and losses for which we are not insured because such risks are either uninsurable or not insurable on commercially acceptable terms.

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

25. *We require certain approvals and licenses in the ordinary course of business, some of the approvals may have been expired or have not been obtained or are required to be updated with the new name of the Company i.e. Cell Point (India) Limited post conversion of the Company from private limited company to public limited company. Any failure to successfully obtain/renew/update such registrations may adversely affect our operations, results of operations and financial condition.*

We require statutory and regulatory permits, licenses and approvals to operate our business. We are required, and will continue to be required, to obtain and hold relevant licenses, approvals and permits at state and central government levels for doing our business. The approvals, licenses, registrations and permits obtained by us may contain certain conditions, some of which could be onerous. Additionally, we will need to apply for renewal of certain approvals, licenses, registrations and permits, which expire or need to update pursuant to conversion of company from private to public Company i.e. 'Cell Point (India) Private Limited' to 'Cell Point (India) Limited'.

At present we have applied for name change but are yet to receive the registrations EPF registration and ESIC registration. For further details regarding pending approval please refer section "Government and Other Statutory approvals" on page no. 196 of this Draft Prospectus. Further, our Company is yet to obtain trade license for our Registered Office and some of our shops. We are also unable to trace our professional tax registration certificate. Except as stated above, we believe that we have obtained all the requisite permits and licenses which are required to run our business. Further, some of these approvals are granted for fixed periods of time and need renewal from time to time. We are required to renew such permits, licenses and approvals. Also, certain licenses and registrations obtained by our Company contain certain terms and conditions, which are required to be complied by us. Furthermore, we cannot assure you that the approvals, licenses, registrations and permits issued to us will not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Any suspension or revocation of any of the approvals, licenses, registrations and permits that has been or may be issued to us may affect our business and results of operations.

Any default by our Company in complying with the same, may result in inter alia the cancellation of such licenses, consents, authorizations and/or registrations, which may adversely affect our operations. There can be no assurance that the relevant authorities will issue or renew any of such permits or approvals in time or at all. Failure to renew, maintain or obtain the required permits or approvals in time may result in the interruption of our operations and may have a material adverse effect on our business.

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

We have registered "Cell Point" and "MOBILE King" as copyrights and trademarks of our Company. We have also registered the word mark "Cell Point" as a trademark of our Company. For further details, please see "Government and Other Statutory Approvals" beginning on page 196 of this Draft Prospectus.

We cannot guarantee that any of our registered or unregistered intellectual property rights or our know-how, or claims thereto, will now or in the future successfully protect what we consider to be the intellectual property underlying our products and business, or that our rights will not be opposed or otherwise challenged.

While we endeavour to ensure that we comply with the intellectual property rights, there can be no assurance that we will not face any intellectual property infringement claims brought by third parties. Any claims of infringement, regardless of merit or resolution of such claims, could force us to incur significant costs in responding to, defending and resolving such claims and may divert the efforts and attention of our management away from our business. We could be required to change the name of our Company which carry the prefix "Cell Point", pay third party infringement claims or obtain fresh licenses resulting from a name change. The occurrence of any of the foregoing could result in unexpected expenses.

27. ***There are certain discrepancies and non-compliances noticed in some of the corporate records of our Company. Such non-compliances may attract penalties.***

There have been certain instances of incorrect filings or delayed filings or clerical/typographic errors or incomplete filings for corporate records, statutory forms and certain documents as filed with Registrar of Companies (RoC), Andhra Pradesh and as required to be maintained under the Companies Act, 1956 /or Companies Act, 2013. Our Company has erroneous filed certain statutory forms and certain documents such as form DIR 12 filing for appointment of Kiranmai Panday. Also, we are also unable to trace certain challans generated against the forms filed by our Company and we are unable to determine if such form were filed in time by our Company. Also, certain discrepancies such changes in capital structure of company, changes in the management of the company etc. have been noticed in the corporate registers maintained by us. Although, till date in respect of above, we have not received any communication or no show-cause notice have been issued against our Company or its Promoter or its Directors or KMPs; in the event of any cognizance being taken by the concerned authorities in respect of above, actions may be taken against our Company, it Promoter, its Directors and its KMPs, in which event the financials of our Company and our directors may be affected.

Further, to improve our secretarial compliances we have appointed Mr. Chandra Sekhar Raghavapudi as Company Secretary and Compliance Officer. There may also be instances where there are inadvertent errors in secretarial records and filings which have not been rectified by us. We cannot assure you that these filings and errors will not be subject to any penalties imposed by the relevant authority in this respect.

Also, with the intended expansion of our operations there can be no assurance that deficiencies in our internal controls and compliances will not arise, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls, in a timely manner or at all.

28. ***We have relied on declarations, affidavit and provisional documentary evidence for certain details in relation to our Promoters, Directors and Key Managerial Personnel as mentioned in "Our Management" chapter in this Draft Prospectus.***

We have relied on declarations, affidavits and provisional documentary evidence in relation to certain documents pertaining to educational qualifications and experience of our Promoters, Directors and KMP as they are unable to trace copies the documents. Accordingly, reliance has been placed on the details provided by them to disclose such details in this Draft Prospectus and neither we, nor the Lead Manager have been able to independently verify these details in the absence of primary documentary evidence. Further, there can be no assurances that they will be able to obtain the relevant documentary evidence pertaining to their educational qualifications in future, or at all. Therefore, we cannot assure you that all or any of the information relating to the educational qualifications and experience of our Promoters and Directors in "Our Management" and "Our Promoters and Promoter Group" on page 124 and 137 respectively of this Draft Prospectus is complete, true and accurate.

29. ***Our inability to manage losses due to fraud, employee negligence, theft or similar incidents may have an adverse impact on our profitability and our reputation.***

Our business and the industry we operate in are vulnerable to the problem of product shrinkage. Shrinkage at our stores or our distribution centre may occur through a combination of shoplifting by customer, pilferage by employees, damages, obsolescence and expiry and error in documents and transactions that go un-noticed. The retail industry also typically encounters some inventory loss on account of employee theft, shoplifting, vendor fraud, credit card fraud and general administrative error. An increase in product shrinkage levels at our existing and future stores or our warehouses may force us to install additional security and surveillance equipment, which will increase our operational costs and may have an adverse impact on our profitability.

30. ***We are dependent on a number of Key Management Personnel, including our Promoters, Directors, 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.***

We are dependent upon the collective services of all the members of our Company's senior management team, including, among others, our Promoters and Directors, who oversee our day-to-day operations, strategy and growth of our business, managers and onboard officers. The loss of or inability to attract or retain, the services of any of these persons or several of these persons could have an adverse effect on our business. In particular, the expertise, experience and services of our Promoter and other members of our senior management team, including our Key Management Personnel helps us to execute our growth strategy and have been integral to our business. For further details, see "Our Management" on page no. 124 of this Draft Prospectus. If one or more of these Key Management Personnel are unwilling or unable to continue in their present positions, we may not be able to replace them with persons of comparable skill and expertise promptly or at all, which could have a material adverse effect on our business, financial results and prospects. We may take a long time to hire and train replacement personnel when skilled personnel terminate their employment with our Company. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting skilled employees that our business requires. We do not maintain a key man insurance policy to cover us for the loss we would incur if we are unable to retain any of our Key Management Personnel. Moreover, we may be required to substantially increase the number of our senior management team in connection with any future growth plans, and we may face difficulties in doing so due to the competition and paucity in the industry for such personnel. Our failure to hire or retain qualified personnel could materially impair our ability to implement any plan for growth and expansion.

31. ***Our Board of Directors and management may change our operating policies and strategies without prior notice or shareholder approval.***

Our Board of Directors and management has the authority to modify certain of our operating policies and strategies without prior notice (except as required by law) and without shareholder approval. We cannot predict the effect that any changes to our current operating policies or strategies would have on our business, operating results and the price of our Equity Shares.

32. ***In addition to normal remuneration or benefits and reimbursement of expenses, some of our Promoters and/ or Directors and/ or Key Managerial Personnel's are interested in our Company to the extent of their shareholding and dividend entitlement thereon in our Company.***

Our Promoters and/ or Directors and/ or Key Managerial Personnel's are interested in our Company to the extent of their shareholding and dividend entitlement thereon in our Company, in addition to normal of remuneration paid to them for services rendered and reimbursement of expenses payable to them. For further information, see "***Capital Structure***" and "***Our Management****"* on page nos. 53 and 124, respectively, of this Draft Prospectus.

33. ***We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Offer.***

Further we have not identified any alternate source of financing the 'Objects of the Offer'. 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 Offer. We meet our 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 capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Offer or any shortfall in the Offer Proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details, please refer to the chapter titled "***Objects of the Offer***" beginning on page no. 63 of the Draft Prospectus.

34. ***The Objects of the Issue for which funds are being raised have not been appraised by any bank or financial institution. The deployment of funds is entirely at the discretion of our management and as per the details mentioned in the section titled "Objects of the Issue". Any revision in the estimates may require us to reschedule our expenditure and may have a bearing on our expected revenues and earnings.***

We propose to utilize the Net Proceeds for purposes identified in the section titled **"*Objects of the Issue*"** beginning on page no. 63 of this Draft Prospectus. Our funding requirements and the deployment of the proceeds of the Issue are purely based on our management's estimates and have not been appraised by any bank or financial institution. Our Company may have to revise such estimates from time to time on account of various factors such as our financial and market condition, business and strategy, competition, negotiation with suppliers, variation in cost estimates on account of factors, including changes in design or configuration of the equipment and other external factors including changes in the price of the equipment due to variation in commodity prices which may not be within the control of our management Our estimates may exceed the value and may require us to reschedule our expenditure which may have a bearing on our expected revenues and earnings. Further, the deployment of the funds towards the Objects of the Issue is entirely at the discretion of our management and our Board, subject to compliance with the necessary provisions of the SEBI ICDR and Companies Act. However, the Board and Audit Committee will monitor the utilization of the Net Proceeds and ensure the same is disclosed under separate head in our balance sheet along with relevant details for all sum amounts that have not been utilized. Our Company will issue a disclosure to the Stock Exchanges, on a quarterly basis, deviations, if any, in the Use of Proceeds of the Issue from the Objects stated in the Draft Prospectus or by way of an explanatory statement to the notice for a general meeting.

35. ***Delay in raising funds from the IPO could adversely impact the implementation schedule.***

The proposed expansion, as detailed in the section titled "Objects of the Issue" is to be mainly funded from the proceeds of this IPO. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We therefore, cannot assure that we would be able to execute the expansion process within the given timeframe, or within the costs as originally estimated by us. Any time overrun, or cost overrun may adversely affect our growth plans and profitability.

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

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

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

37. ***The Company has not appointed any independent agency for the appraisal of the proposed Project.***

The Project, for which we intend to use our Issue proceeds as mentioned in the objects of the Issue, has not been appraised by any bank or financial institution. The total cost of Project is our own estimates based on current conditions and are subject to changes in external circumstances or costs. Our estimates for total cost of Project has been based on various quotations received by us from different suppliers and our internal estimates and which may exceed which may require us to reschedule our Project.

38. ***Any variation in the utilization of the Net Proceeds as disclosed in this Draft Prospectus shall be subject to***

certain compliance requirements, including prior Shareholders' approval.

Our Company intends to deploy and utilize Net Proceeds raised pursuant to the Initial Public Offer in the manner set out in the section titled "***Objects of the Issue***" on page no. 63 in the Draft Prospectus. In accordance with SEBI LODR Regulations and other applicable provisions, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Draft Prospectus without obtaining the approval of shareholders of our Company through a special resolution. In the event of any such, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations and it may also lead to delay in deployment of funds as per the schedule of implementation as disclosed in objects section titled "***Objects of the Issue***" on page no. 63 in the Draft Prospectus. In light of these factors, we may not be able to undertake variation of objects of the Offer to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by redeploying the unutilized portion of Net Proceeds, if any, which may adversely affect our business and results of operations.

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

We have not commissioned an industry report, for the disclosures which need to be made in the chapter titled "Industry Overview" of this Draft Prospectus. We have made disclosures in the said chapter on the basis of the relevant industry related data available online. We cannot assure you that any assumptions made are correct or will not change and, accordingly, our position in the market may differ from that presented in this Draft Prospectus. Although we believe that the data may be considered to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed and their dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Further, the industry data mentioned in this Draft Prospectus or sources from which the data has been collected are not recommendations to invest in our Company. Accordingly, investors should read the industry related disclosure in this Draft Prospectus in this context.

RISKS RELATED TO OUR EQUITY SHARES AND EQUITY SHARE HOLDERS

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

After the completion of our Initial Public Issue, our Promoters, along with our Promoter Group members, will hold, approximately 73.06% of our post issue paid up equity capital of our Company. As a result, our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board and determine matters requiring shareholder approval or approval of our Board. Our Promoters may take or block actions with respect to our business, which may conflict with our interests or the interests of our minority shareholder By exercising their control, our Promoters could delay, defer or cause a change of our control or a change in our capital structure, delay, defer or cause a merger, consolidation, takeover or other business combination involving us, discourage or encourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of our Company. We cannot assure you that our Promoters and Promoter Group members will always act in our Company's or your best interests. For further details, please refer to the chapters titled "***Capital Structure***" and "***Our Promoter, Promoter Group and Group Companies***", beginning on page no. 53 and 137 respectively, of this Draft Prospectus.

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

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

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

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

43. ***Our Company has not paid any dividends in the past and we may not be able to pay dividends in the future.***

We have not paid any dividends on our Equity Shares since inception and there can be no assurance that dividends will be paid in future. The declaration of dividends in the future will be recommended by our Board, at its sole discretion, and will depend upon our future earnings, financial condition, cash flows, working capital requirements and capital expenditures. There can be no assurance that we will be able to pay dividend in the future. Further, we may be restricted by the terms of our debt financing from making dividend payments, in the event we default in any of the debt repayment installments.

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if STT has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. It is pertinent to note that pursuant to the Finance Bill, 2017, it has been proposed, that with effect from April 1, 2017, this exemption would only be available if the original acquisition of equity shares was chargeable to STT. The Central Government is expected to, however notify the transactions which would be exempt from the application of this new amendment. Any gain realized on the sale of equity shares held for more than 12 months, which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to applicable short-term capital gains tax in India. Capital gains arising from the sale of the equity shares will be exempt from taxation in India in cases where the exemption is provided under a treaty between India and the country of which the seller is resident, subject to the availability of certain documents. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares. For more details, please refer to "Statement of Tax Benefits" on page no. 79 of this Draft Prospectus.

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

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

subsequent to this Issue. For further details of the obligations and limitations of Market Makers, please refer to the section titled "***General Information – Details of the Market Making Arrangement for this Issue***" on page no. 50 of this Draft Prospectus.

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

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

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

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

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

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

EXTERNAL RISK FACTORS

47. ***Any changes in the regulatory framework could adversely affect our operations and growth prospects.***

The company is subject to various regulations and policies. For details see section titled **"Key Industry Regulations"** beginning on page no. 115 of this Draft Prospectus. The company`s current businesses and prospects could be materially adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that it will succeed in obtaining all requisite regulatory approvals in the future for its operations or that compliance issues will not be raised in respect of its operations, either of which could have a material adverse effect on the business, financial condition and results of operations.

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

under Indian GAAP.

Our financial statements, including the financial statements provided in this Draft Prospectus, are prepared in accordance with Indian GAAP. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Draft Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. U.S. GAAP and IFRS differ in significant respects from Indian GAAP. For details, see "***Presentation of Financial, Industry and Market Data"*** on page no. 13 of this Draft Prospectus. Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Red Herring Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Prospectus should accordingly be limited.

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

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

49. ***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.

50. ***Instability in financial markets could materially and adversely affect our results of operations and financial condition.***

The Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States of America or Europe, 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.

The global financial turmoil, an outcome of the sub-prime mortgage crisis which originated in the United States of America, led to a loss of investor confidence in worldwide financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil, evident from the sharp decline in SENSEX, BSE's benchmark index. Any prolonged financial crisis may have an adverse impact on the Indian economy and us, thereby resulting in a material and adverse effect on our business, operations, financial condition, profitability and price of our Equity Shares.

51. ***Conditions in the Indian securities market and stock exchanges may affect the price and liquidity of our Equity Shares.***

Indian stock exchanges, which are smaller and more volatile than stock markets in developed economies, have in the past, experienced problems which have affected the prices and liquidity of listed securities of Indian companies. These problems include temporary exchange closures to manage extreme market volatility, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of the Indian stock exchanges have from time to time restricted securities from trading, limited price movements and restricted margin requirements. Further, disputes have occurred on occasion between listed companies and the Indian stock exchanges and other regulatory bodies that, in some cases, have had a negative effect on market sentiment. If similar problems occur in the future, the market price and liquidity of the Equity Shares could be adversely affected. Further, a closure of, or trading stoppage on, either of the Stock Exchanges could adversely affect the trading price of our Equity Shares.

52. ***Any downturn in the macroeconomic environment in India could adversely affect our business, results of operations, cash flows and financial condition.***

India is our key market. For Fiscal 2022, entire of our Company's revenue from operations was from India. In addition, an increase in India's trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could increase interest rates and adversely affect liquidity, which could adversely affect the Indian economy and our business, results of operations, cash flows and financial condition.

53. ***Natural disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect our business.***

Natural disasters (such as typhoons, flooding and earthquakes), epidemics, pandemics such as COVID-19, acts of war, terrorist attacks and other events, many of which are beyond our control, may lead to economic instability, including in India, or globally, which may in turn materially and adversely affect our business, financial condition and results of operations. Our operations may be adversely affected by fires, natural disasters and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations.

SECTION IV – INTRODUCTION

THE ISSUE

Present Issue in terms of this Draft Prospectus:

Particulars	No. of Equity Shares
Equity Shares offered	50,34,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs 100.00 per Equity Share aggregating Rs. 5034.00 Lakhs
Of Which:	
Reserved for Market Makers	2,52,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 100.00 per Equity Share aggregating Rs. 252.00 Lakhs
Net Issue to the Public*	47,82,000 Equity Sharesof face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 100.00 per Equity Share aggregating Rs. 4782.00 Lakhs
Of which:	
Retail Investors Portion	23,91,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 100.00 per Equity Share aggregating Rs. 2391.00 Lakhs
Non-Retail Investors Portion	23,91,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 100.00 per Equity Share aggregating Rs. 2391.00 Lakhs
Pre and Post Issue Share Capital of our Company:	
Equity Shares outstanding prior to the Issue	1,36,51,600 Equity Shares
Equity Shares outstanding after the Issue	1,86,85,600 Equity Shares
Use of Issue Proceeds	For details please refer chapter titled '***Objects of the Issue'*** beginning on page no. 63 of this Draft Prospectus.

The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

This Issue of Equity Shares has been authorized by the Board of Directors of our Company at their meeting held on January 16, 2023 and was approved by the Shareholders of the Company by passing a Special Resolution at the Extra Ordinary General Meeting held with a shorter notice on January 31, 2023 in accordance with the provisions of Section 62 (1) (C) of the Companies Act, 2013.

* As per Regulation 253(2) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue 'the Allocation' is the net issue to the public category shall be made as follows:

a. Minimum fifty percent (50%) To Retail Individual Investors; and
b. Remaining to:
   (i) Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for
c. The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

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

For further details please refer to chapters titled "Terms of the Issue", 'Other Regulatory and Statutory Disclosures' and "Issue Structure" beginning on page no. 213, 199 and 218, respectively of this Draft Prospectus.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth summary financial information is derived from Restated Audited Financial Statements for the financial year ended on March 31, 2022, 2021 and 2020. These financial statements have been prepared in accordance with the Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations, 2018.

The summary financial information presented below should be read in conjunction with the chapters titled ***Restated Financial Statement****' and "****Management's Discussion and Analysis Of Financial Conditions And Results Of Operations****" beginning on page no. 145 and 177, respectively of this Draft Prospectus.*

STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED

(Rs. in Lakhs)

Particulars	Annexure nos.	As on September 30, 2022	As on March 31,		
			2022	2021	2020
Equity & Liabilities					
Shareholders' Funds					
Share Capital	I.1	113.76	113.76	113.76	113.76
Reserve & Surplus	I.2	1611.91	1222.18	1057.55	988.44
Total Equity (A)		**1725.67**	**1335.94**	**1171.31**	**1102.20**
Non-Current Liabilities					
(a) Long-term borrowings	I.3	1979.56	2233.28	2366.04	2185.19
(b) Long Term Provisions	I.4	45.43	42.80	35.04	21.38
(c) Deferred Tax Liability (Net)		0.00	0.00	0.00	0.00
Total Non-current Liabilities (B)		**2025.00**	**2276.09**	**2401.08**	**2206.57**
Current Liabilities					
(a) Short term borrowings	I.6	3603.35	2938.40	1491.99	743.39
(b) Trade payables	I.7	1153.39	1302.52	987.07	1215.95
(c) Other current liabilities	I.8	26.60	207.52	263.85	208.74
(d) Short-term provisions	I.9	360.22	209.99	215.32	108.27
Total Current Liabilities (C)		**5143.55**	**4658.43**	**2958.23**	**2276.35**
TOTAL LIABILITIES (A+B+C)		**8894.22**	**8270.46**	**6530.63**	**5585.12**
Non- current Assets					
(a) Fixed assets					
(i) Tangible assets	I.10	1839.41	1866.86	1933.22	1937.99
(ii) Intangible assets		0.00	0.00	0.00	0.00
(iii) Capital Work In Progress		0.00	0.00	0.00	0.00
(b) Non-current Investments		0.00	0.00	0.00	0.00
(c) Long-term loans and advances	I.12	0.00	0.00	0.00	0.00
(d) Other Non Current Assets	I.11	893.83	885.03	1309.15	465.88
(e) Deffered Tax Asset (Net)	I.5	117.10	115.03	107.00	97.53
Total Non-current Assets (A)		**2850.34**	**2866.92**	**3349.37**	**2501.40**
Current Assets					
(a) Current Investments		0.00	0.00	0.00	0.00
(b) Inventories	I.13	4068.58	3803.13	2572.29	1968.79
(c) Trade receivables	I.14	37.03	45.66	24.88	67.45
(d) Cash and cash equivalents	I.15	993.10	806.24	340.35	275.34
(e) Short Term Loans & Advances	I.16	474.80	463.98	24.82	72.38
(f) Other current assets	I.17	470.35	284.52	218.92	699.76

Particulars	Annexure nos.	As on September 30, 2022	As on March 31,		
			2022	2021	2020
Total Current Assets (B)		**6043.87**	**5403.53**	**3181.25**	**3083.72**
TOTAL ASSETS (A+B)		**8894.22**	**8270.46**	**6530.63**	**5585.12**

Note: The above statement should be read with the, Significant Accounting Policies and Notes to Accounts appearing in Annexure 04.

STATEMENT OF PROFITS AND LOSSES, AS RESTATED

(Rs. in Lakhs)

Particulars	Annexure nos.	As on September 30, 2022	As on March 31,		
			2022	2021	2020
Income					
Revenue from Operations	II.1	14863.19	26916.41	22301.48	27756.03
Other Income	II.2	56.58	88.02	54.54	55.86
Total Income (a)		**14919.77**	**27004.43**	**22356.02**	**27811.89**
Expenses					
(a) Purchases	II.3	12362.45	23372.59	19280.72	23491.84
(b) Changes In Inventories of FG,WIP& SIT	II.4	-265.45	-1230.84	-603.50	-315.00
(c) Employee benefits expense	II.5	501.29	998.14	893.27	1054.37
(d) Finance costs	II.6	391.96	802.61	564.24	595.95
(e) Depreciation and amortisation expenses	I.10	42.40	112.06	120.43	152.85
(f) Other expenses	II.7	1347.28	2707.11	1973.71	2592.60
Total Expenses (b)		**14379.92**	**26761.68**	**22228.87**	**27572.60**
Profit Before Exceptional and Extraordinary Items and Tax (a-b)		**539.86**	**242.76**	**127.15**	**239.29**
Profit Before Tax		**539.86**	**242.76**	**127.15**	**239.29**
Tax expense:					
(a) Current tax expense		152.20	86.16	67.50	92.67
(b) Deffered Tax		-2.07	-8.04	-9.47	-17.25
(c) Income Tax of earlier years		0.00	0.00	0.00	3.89
Total Tax		150.13	78.13	58.03	79.31
Profit/ (Loss) after Tax		**389.73**	**164.63**	**69.11**	**159.97**
Profit After Tax but Before Extra ordinary Items					
Extraordinary Items					
Prior Period Items					
Net Profit after Adjustments		**389.73**	**164.63**	**69.11**	**159.97**
Net Profit transferred to Balance Sheet		**389.73**	**164.63**	**69.11**	**159.97**

Note: The above statement should be read with the, Significant Accounting Policies and Notes to Accounts appearing in Annexure 04.

STATEMENT OF CASH FLOW, AS RESTATED

(Rs. in Lakhs)

Particulars	As on September 30, 2022	As on March 31,		
		2022	2021	2020
A. Cash Flows From Operating Activities				
Profit before taxation	**539.86**	**242.76**	**127.15**	**239.29**
Adjustments for:				
Depreciation	42.40	112.06	120.43	152.85
Interest paid on long term borrowings	99.89	131.79	215.70	217.67
Acturial gain booked in current year	12.28	9.31	19.50	-1.23
Total	694.42	**495.91**	**482.78**	**608.58**
Cash Generated from Operations before Working Capital Changes:				
(Increase) /Decrease in Inventories	-265.45	-1230.84	-603.50	-315.00
(Increase) /Decrease in Trade Receivables	8.62	-20.77	42.57	47.23
(Increase) /Decrease in Short Term loans & Advances	-10.82	-439.17	47.56	11.61
(Increase) /Decrease in Non Current Assets	-8.80	424.12	-843.27	51.62
(Increase) /Decrease in Other Current assets	-185.83	-65.61	480.84	-129.67
Increase /(Decrease) in Other Current Liabilities	-180.92	-56.33	55.11	92.91
Increase /(Decrease) in Trade Payables	-149.14	315.45	-228.87	-434.17
Increase /(Decrease) in Short term borrowings.	664.95	1446.41	748.59	452.47
Increase /(Decrease) in Short term Provisions	150.22	-5.33	107.05	-142.09
Increase /(Decrease) in Long term Provisions	2.63	7.76	13.66	-.98
Total	719.89	**871.60**	**302.53**	**242.50**
Income Tax	-152.20	-86.16	-67.50	-96.56
Net Cash generated from Operating Activities (A)	**567.69**	**785.44**	**235.03**	**145.94**
B. Cash Flows From Investing Activities				
Purchase of Fixed Assets	-14.95	-45.70	-115.66	-103.45
Acturial Gains from Gratuity Fund	-12.28	-9.31	-19.50	1.23
Net Cash Generated From Investing Activities (B)	**-27.22**	**-55.00**	**-135.17**	**-102.22**
C. Cash Flow From Financing Activities				
Proceeds from Long term Borrowings	0.00	0.00	180.85	283.58
Repayment of Long term Borrowings	-253.72	-132.76	0.00	0.00
Payment of Interest on Long term borrowings	-99.89	-131.79	-215.70	-217.67
Net Cash (used in)/ generated from Financing Activities [C]	**-353.61**	**-264.54**	**-34.85**	**65.91**

Particulars	As on September 30, 2022	As on March 31,		
		2022	2021	2020
Net Increase / (Decrease) in Cash and Cash Equivalents (A + B + C)	**186.85**	**465.90**	**65.01**	**109.63**
Cash and Cash Equivalents at beginning of year	806.24	340.35	275.34	165.71
Cash and Cash Equivalents at end of year	993.10	806.24	340.35	275.34
Components of cash & cash equivalents				
Cash in Hand	256.63	188.88	96.75	131.26
Balances with Banks	736.46	617.37	243.60	144.08
In Current Accounts	135.51	128.74	56.44	142.59
In Fixed Deposits Accounts	574.22	488.63	187.16	1.49
Cash and cash equivalents considered for cash flow statement	993.10	806.24	340.35	275.34

Note: The above statement should be read with the, Significant Accounting Policies and Notes to Accounts appearing in Annexure 04.

SECTION V- GENERAL INFORMATION

Our Company was originally incorporated as Cell Point (India) Private Limited on April 10, 2013 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Andhra Pradesh. Subsequently, the name of the company was changed from "as Cell Point (India) Private Limited" to "Cell Point (India) Limited" under The Companies Act, 2013 pursuant to a special resolution passed by our shareholders at the EGM held on October 31, 2022 and had obtained fresh certificate of incorporation dated November 25, 2022 issued by the Registrar of Companies, Vijayawada. For further details in relation to the change in the name of our Company, see "History and Certain Corporate Matters" beginning on page 121 of this Draft Prospectus.

Registered Office of our Company

CIN	**: U52390AP2013PLC086912**
Registration No.	**:** 086912
Address	: Door No 30-15-139/F/5,6 Ward No 27, Ram's Arcade, Opposite Visakha Medical Centre, Dabagardens, Visakhapatnam 530020
Tel No.	: +91 9000113897
Email Id	: cs@cellpoint.biz
Website	: www.cellpoint.biz
Contact Person	: Mr. Chandra Sekhar Raghavapudi

Address of the Registrar of Companies

Address	: 29-7-33, First Floor, Vishnuvardhanarao Street, Suryaraopet, Vijayawada, Andhra Pradesh 520002, India
Tel No.	: 0866-2432346
Email Id	: roc.vijayawada@mca.gov.in
Website	: www.mca.gov.in

DESIGNATED STOCK EXCHANGE

Our Company proposed to list its Equity Shares on the **Emerge Platform of National Stock Exchange Limited** located at Exchange Plaza, Plot no. C/1, G Block, Bandra – Kurla Complex, Bandra (E), Mumbai - 400051, Maharashtra, India

OUR BOARD OF DIRECTORS

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

Sr. No.	Name and Designation	DIN	PAN CARD No.	Address
1.	Mr. Bala Balaji Panday Whole time Director	06493903	ALNPP8067C	44-22-59/1, Ramalayam Street, Railway New Colony, Akkayyapalem Visakhapatnam Andhra Pradesh 530016, India
2.	Mr. Mohan Prasad Panday Managing Director	06493918	AIVPP9465D	44-22-59/1 Railway New Colony, Visakhapatnam, Andhra Pradesh 530016 India
3.	Mrs. Kiranmai Panday Non- Executive Director	08034071	BSCPK9386G	44-22-59/1,Ramalayam Street, Railway New Colony, Visakhapatnam, Andhra Pradesh 530016 India
4.	Mr. Ananda Ravada Non-Executive Independent Director	07712945	AEVPR7901L	Do.No.55-3-48/1,H B Colony, Main Road, Old Venkonjipalem,

Sr. No.	Name and Designation	DIN	PAN CARD No.	Address
				Visakhapatnam, Andhra Pradesh 530022 India
5.	Ms. Kakshayani Sekharamantri Non-Executive Independent Director	09854612	BVCPS6480G	H No.4-8-16 Pedda Devara Street, Ichhapuram Srikakulam, Andhra Pradesh 532312 India

For detailed profile of our Board of Directors, refer to chapter titled ***'Our Management'*** on page no. 124 of this Draft Prospectus.

COMPANY SECRETARY & COMPLIANCE OFFICER

NAME	: **MR. CHANDRA SEKHAR RAGHAVAPUDI**
Address	: Door No 30-15-139/F/5,6 Ward No 27, Ram's Arcade, Opposite Visakha Medical Centre, Dabagardens, Visakhapatnam 530020
Tel No.	: +91 9000113897
Email Id	: cs@cellpoint.biz
Website	: www.cellpoint.biz

CHIEF FINANCIAL OFFICER

Name	: **MR. GOVINDA GANISETTI**
Address	: Door No 30-15-139/F/5,6 Ward No 27, Ram's Arcade, Opposite Visakha Medical Centre, Dabagardens, Visakhapatnam 530020
Tel No.	: +91 9000113897
Email Id	: cfo@cellpoint.biz
Website	: www.cellpoint.biz

LEAD MANAGER FOR THE COMPANY

Name	: **FIRST OVERSEAS CAPITAL LIMITED**
Registered Office	: 1-2 Bhupen Chambers, Ground Floor, Dalal Street, Mumbai-400 001
Tel No.	: +91 22 40509999
Email Id	: mb@focl.in
Contact Person	: Mr. Rushabh Shroff / Ms. Mala Soneji
Website	: www.focl.in
SEBI Registration No.	: INM000003671

REGISTRAR TO THE ISSUE

Name	**: BIGSHARE SERVICES PRIVATE LIMITED**
Address	: S6-2, 6th Floor, Pinnacle Business Park, Mahakali Caves Road, Next to Ahura Centre, Andheri East, Mumbai - 400 093, Maharashtra, India
Tel No.	: +91 22 6263 8200
Email Id	: ipo@bigshareonline.com
Investor grievance e-mail	: investor@bigshareonline.com
Contact Person	: Babu Rapheal C
Website	: www.bigshareonline.com
SEBI Registration No.	: INR000001385

Note: Investors may contact the Company Secretary and Compliance Officer and/or the Registrar to the Issue, i.e. and/ or the 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, or/and non-receipt of funds by electronic mode 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.

LEGAL ADVISOR TO THE ISSUE

Name	**: RAJANI ASSOCIATES, ADVOCATES & SOLICITORS**
Address	: 204 – 207, Krishna Chambers,59, New Marine Lines, Mumbai 400 020 Maharashtra, India
Tel No.	: +91 22 4096 1000
Email Id	: sangeeta@rajaniassociates.net
Contact Person	: Ms. Sangeeta Lakhi

STATUTORY and PEER REVIEW AUDITOR OF THE COMPANY

Name	**: M/S RAO & KUMAR, CHARTERED ACCOUNTANTS**
Address	:Door No. 10-50-19/4, Soudamani, Siripuram, Vishakapatnam, Andhra Pradesh 530003
Tel No.	: 0891- 4803999
Email Id	: contact@raoandkumar.com
Contact Person	: Mr. Anirban Pal
Membership No.	: 214919
Firm Registration No.	: 003089S
Peer Reviewed No.	: 012518 (valid till 31-01-2024)

BANKER(S) TO THE COMPANY

Name	: **ICICI BANK LIMITED**
Addshoress	:Isnar Satyasri Complex, Main Road, Dwarakanagar, Vishakapatnam 530016
Tel No.	: 7021042385
Email Id	: sspd.kiran@icicibank.com
Contact Person	: Divya Sree Banda
Website	: www.icicibank.com

Name	: **IDBI BANK LIMITED**
Address	: 30-15-35, Ground Floor, Near Saraswathi Park, Dabagardens, Vishakapatnam, Andhra Pradesh 530020
Tel No.	: 8916692856
Email Id	: rbl1354@idbi.co.in
Contact Person	: Gangadhara Rao D
Website	: www.idbibank.com

Name	: **PUNJAB NATIONAL BANK**
Address	: Jeevan Prakash Road, LIC Building, Vishakapatnam 530004
Tel No.	: 6374137780
Email Id	: bo0462@pnb.co.in
Contact Person	: GBabuji
Website	: www.pnb.co.in

Name	: **STATE BANK OF INDIA**
Address	: 47-3-36, Tribhuvanam, Dwarakanagar, Vishakapatnam 530016
Tel No.	: 7989400184
Email Id	: sbi.63649@sbi.co.in
Contact Person	: Konapala Rakesh

Website : https://sbi.co.in

BANKER(S) TO THE ISSUE/ SPONSOR BANKER/ ESCROW COLLECTION BANK/REFUND BANK

Name **: [•]**
Address **: [•]**
Tel No. **: [•]**
Email Id **: [•]**
Contact Person **: [•]**
Website **: [•]**
SEBI Registration No. **: [•]**

UNDERWRITER (S) TO THE ISSUE

Name : **FIRST OVERSEAS CAPITAL LIMITED**
Address : 1-2 Bhupen Chambers, Ground Floor, Dalal Street, Mumbai-400 001
Tel No. : +91 22 40509999
Email Id : mb@focl.in
Contact Person : Rushabh Shroff/ Mala Soneji
Website : www.focl.in
SEBI Registration No. : INM000003671

MARKET MARKER(S) TO THE ISSUE

Name **: [•]**
Address **: [•]**
Tel No. **: [•]**
Email Id **: [•]**
Contact Person **: [•]**
Website **: [•]**
SEBI Registration No. **: [•]**
CIN **: [•]**

Changes in Auditors during the last Three Financial Years

There have been no changes in the statutory auditors of our Company during the three years immediately preceding the date of this Draft Prospectus except as set out below:

Name of the Auditor	Address and Email	Date of Appointment/ Cessation	Reason
M/s Sankaran and Krishnan	301, Vaisakhi Avenue, Plot No. 49, Pandurangapuram, Vishakapatnam, Andhra Pradesh 530003	November 24, 2022	Personal Reason
M/s Rao & Kumar	Door No. 10-50-19/4, Soudamani, Siripuram, Vishakapatnam, Andhra Pradesh 530003	December 12, 2022	Casual Vacancy

Self-Certified Syndicate Banks (SCSB's)

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35. Details relating to designated branches of SCSBs collecting the ASBA application forms are available at the above-mentioned link. The list of banks that have been notified by SEBI to act as SCSBs for the UPI process provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time. The list of Branches of the SCSBs named by the respective SCSBs to receive deposits of the application forms from the designated intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and it's updated from time to time. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the above-mentioned SEBI link.

Registered Brokers

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the NSE i.e., www.nseindia.com and at the website of SEBI at https:// and at the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 as updated from time to time.

Registrar to Issue and Share Transfer Agents

The list of the RTAs eligible to accept application forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the websites of Stock Exchange www.nseindia.com, 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 websites of Stock Exchange www.nseindia.com as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the application forms from the Designated Intermediaries will be available on the website of the SEBI www.sebi.gov.in and updated from time to time.

Credit Rating

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

Debenture Trustees

This is being an Issue of Equity Shares; the appointment of Debenture trustee is not mandatory.

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.

Green Shoe Option

No Green Shoe Option is applicable for this Issue.

Statement of Responsibility of the Lead Manager/ Statement of inter se allocation of responsibilities for the Issue

Since, First Overseas Capital Limited is the sole Lead Manager to the Issue, a statement of inter se allocation of responsibilities amongst Lead Managers is not required.

Appraisal and Monitoring Agency

As per Regulation 262(1) of SEBI (ICDR) Regulations, the requirement of Monitoring Agency is not mandatory if the issue size is below Rs. 10,000 Lakhs. Since this Issue Size is less than Rs. 10,000 Lakhs, our Company has not appointed any monitoring agency for this Issue. However, as per the Section 177 of the Companies Act, 2013, the Audit Committee of our Company would be monitoring the utilization of the proceeds of the Issue.

Type of Issue

The Present Issue is considered to be 100% fixed price issue.

Expert Opinion

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

Our Company has received written consent from the Statutory Auditor namely, M/s Rao and Kumar Chartered Accountants to include its name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Prospectus and as "expert" as defined under section 2(38) of the Companies Act, 2013 in respect of the reports (a) on

the Restated Financial Statements, dated March 01, 2023and (b) Statement of Special Tax Benefits by the Auditors, dated March 01, 2023 such consent has not been withdrawn as on the date of this Draft Prospectus.

Filing of Draft Prospectus and Prospectus

The copy of the Draft Prospectus will be filed with the Designated Stock Exchange, in our case, it shall be Emerge Platform of NSE. The Draft Prospectus shall not be filed with SEBI, nor shall SEBI issue any observation on the Offer Document in terms of Regulation 246(2) of SEBI (ICDR), 2018. However, pursuant to Regulation 246(5), the soft copy of Draft Prospectus shall be submitted to SEBI. 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.

Further, pursuant to SEBI Circular Number CFD/DIL1/CIR/P/2019/0000000154 dated December 11, 2019, a copy of the Draft Prospectus along with the with due diligence certificate including additional confirmations required to be filed under Section 26 of the Companies Act, 2013 will be filed with SEBI.

A copy of the Prospectus, along with the material contracts and documents referred elsewhere in the Prospectus, will be delivered to the RoC Office situated at 29-7-33, First Floor, Vishnuvardhanarao Street, Suryaraopet, Vijayawada - 520002, Andhra Pradesh and through the electronic portal at https://www.mca.gov.in

Underwriting Agreement

This Issue is 100% Underwritten. The Underwriting agreement is dated February 02, 2023 Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Details of the Underwriters	No. of Equity Shares underwritten	Amount Underwritten (Rs. In Lakhs)	% of the total Issue Size Underwritten
FIRST OVERSEAS CAPITAL LIMITED 1-2 Bhupen Chambers, Dalal Street, Fountain, Mumbai – 400001, Maharashtra, India **Tel No.:** +91 22 40 50 9999 **Email Id:** mb@focl.in **Contact Person:** Rushabh Shroff/ Mala Soneji **Website:** www.focl.in SEBI Registration No.: INM000003671	50,34,000	5034.00	100.00
Total	**50,34,000**	**5034.00**	**100.00**

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

Details of the Market Making Arrangement for the Issue

Our Company and the Lead Manager have entered into an agreement dated [•], with the following Market Maker, duly registered with NSE to fulfill the obligations of Market Making:

Name	: [•]
Address	: [•]
Tel No.	: [•]
Email Id	: [•]
Contact Person	: [•]
Website	: [•]
SEBI Registration No.	: [•]
CIN	: [•]

[•], registered with Emerge Platform of NSE 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, 2018, and its amendments thereto and the circulars issued by the NSE 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(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by Stock Exchange. Further, the Market Maker shall inform 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 Rs.1,00,000/-. However, the investors with holdings of value less than Rs. 1,00,000/- shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he/she sells his/her 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 Equity 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 5% of Issue Size 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 its inventory through market making process, the concerned Stock Exchange may intimate the same to SEBI after due verification.

5. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and Emerge Platform of NSE from time to time.

6. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by them.

7. The prices quoted by the Market Maker shall be in compliance with the Market Maker Spread requirements and other particulars as specified or as per the requirements of the Emerge Platform of NSE and SEBI from time to time.

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

9. There would not be more than (5) five Market Makers for the Company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, [•] Limited is acting as the sole Market Maker.

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

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

12. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on Emerge Platform of NSE and market maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.

13. The Market Maker has to act in that capacity for a period of three years.

14. 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.

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

16. 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/Merchant Banker 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/Merchant Banker reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time. 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.

17. **Risk containment measures and monitoring for Market Makers:** Emerge Platform of NSE will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.

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

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

19. Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Issue size up to Rs. 250 Crores, the applicable price bands for the first day shall be:
    - In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
    - In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Issue price.

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

    The following spread will be applicable on the SME Exchange Platform.

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

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

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

The Market Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and / or norms issued by SEBI / NSE from time to time.

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 Exchanges from time to time.

SECTION VI- CAPITAL STRUCTURE

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

(Rs. In Lakhs)

Sr. No.	Particulars	Aggregate Value at Nominal Value	Aggregate Value at Issue price
A.	**Authorized Share Capital**		
	5,00,00,000 Equity Shares of Rs. 10/- each	5000.00	-
B.	**Issued, Subscribed and Paid-Up Share Capital before the Issue**		
	1,36,51,600 Equity Shares of Rs. 10/- each	1365.16	-
C.	**Present Issue in terms of this Draft Prospectus**		
	Issue of 50,34,000 Equity Shares of face value of Rs. 10/- each at an Issue price of Rs.100.00 per Equity Share	503.40	5034.00
	Which comprises:		
	(a) Reservation for Market Maker(s) 2,52,000 Equity Shares of face value of Rs. 10/- each reserved as Market Maker portion at a price of Rs. 100.00/- per Equity Share	25.20	252.00
	(b) Net Issue to the Public of 47,82,000 Equity Shares of face value of Rs. 10/- each at a price of Rs. 100.00 per Equity Share	478.20	4778.20
#	**Of the Net Issue to the Public***		
	23,91,000 Equity Shares of face value of Rs. 10/- each at a price of Rs. 100.00 per Equity Share shall be available for allocation for Investors applying for a value of upto Rs. **2.00 Lakhs** (***Retail Individual Investors***)	239.10	2391.00
	23,91,000 Equity Shares of face value of Rs. 10/- each at a price of Rs. 100.00 per Equity Share shall be available for allocation for Investors applying for a value of upto Rs. **2.00 Lakhs** (***Other than Retail Individual Investors***)	239.10	2391.00
D.	**Issued, Subscribed and Paid-up Share Capital after the Issue**		
	1,86,85,600 Equity Shares of Rs. 10/- each	1868.56	-
E.	**Securities Premium Account**		
	Before the Issue		-
	After the Issue		4530.60

*# Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill-over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines. For detailed information on the Net Issue and its allocation various categories, please refer chapter titled "**The Issue**" on page no. 213 of this Draft Prospectus.*

The Present Issue has been authorized pursuant to a resolution of our Board dated November 26, 2022 and by Special Resolution passed under Section 62(1) (c) of the Companies Act, 2013 at the Extra-Ordinary General Meeting of our shareholders held on December 12, 2022.

Class of Shares

The Company has only one class of shares i.e. Equity shares of Rs. 10.00/- each only and all Equity Shares are ranked pari-passu in all respect. All Equity Shares issued are fully paid-up as on date of the Draft Prospectus. Our Company does not have any outstanding convertible instruments as on the date of the Draft Prospectus.

NOTES TO THE CAPITAL STRUCTURE

1. Details of change in Authorized Share Capital of our Company:

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

Particulars (No. of Equity Shares of FV of Rs. 10 each)		Date of Meeting	Type of Meeting
From	To		
-	20,00,000	April 10, 2013	On Incorporation
20,00,001	5,00,00,000	October 31, 2022	EGM

2. Paid-up Share Capital History of our Company

Date of allotment	No. of Equity Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature / Reason of Allotment	Nature of Consideration	Cumulative No. of Equity Shares	Cumulative Share Capital (Rs.)	Cumulative Share Premium (Rs.)
April 10, 2013	10,000	10.00	10.00	Subscription to MoA[(1)]	Cash	10,000	1,00,00	Nil
May 13, 2013	11,27,600	10.00	10.00	Allotment in pursuant to acquisition of Proprietary Concerns [(2)]	Other than cash	11,37,600	1,13,76,000	Nil
December 12, 2022	1,25,13,600	10.00	10.00	Bonus Issue in ratio of 1:11 [(3)]	Other than cash	1,36,51,200	13,65,12,000	Nil
December 12, 2022	400	10.00	10.00	Rights Issue [(4)]	Cash	1,36,51,600	13,65,16,000	Nil

2.1 Initial Allotment of 4,950 shares to Mr. Mohan Prasad Panday, 4,950 shares to Mr. Bala Balaji Panday and 100 shares to Mr. Nagendra Pande being the subscribers to the MoA of our Company.

2.2 Allotment of 10,00,100 shares to Mr. Mohan Prasad Panday pursuant to acquisition of his proprietary concerns viz, M/s Cell Point dated April 15, 2013 and 1,27,500 shares to Mr. Bala Balaji Panday pursuant to acquisition of his proprietary concerns viz, M/s Mobile Kingdated April 15, 2013

2.3 Allotment of 1,10,55,550 shares to Mr. Mohan Prasad Panday, 14,56,950 shares to Mr. Bala Balaji Panday and 1,100 shares to Nagendra Pande as Bonus shares in the ratio 11 shares for 1 share held on December 12, 2022.

2.4 Allotment of 100 shares each to Mr. P. S. N. Dinesh Prasad, Mrs. Mahavishnu Priya Panday, Mrs. Kiranmai Panday and Mrs. Heera Ratnabhai Panday by way of Rights Issue.

3. Equity Shares issued for consideration other than cash by Our Company:

Other than the Equity Shares as mentioned in point no. 2 above, our Company has not allotted any Equity Shares for consideration other than cash, since its incorporation.

4. Equity Shares issued in the preceding two (2) years:

Except for as mentioned below, our Company has not issued any equity shares during a period of two (2) years preceding the date of the Draft Prospectus:

Date of allotment	No. of Equity Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature / Reason of Allotment	Nature of Consideration
December 12, 2022	1,25,13,600	10.00	10.00	Bonus Issue in ratio of 1:11 [(3)]	Other than cash
December 12, 2022	400	10.00	10.00	Rights Issue [(4)]	Cash

5. Issue of Equity Shares issued in the preceding one (1) year at a Price lower than the Issue Price:

Other than as mentioned below, Equity Shares were issued in last one year immediately preceding the date of the Draft Prospectus at a price which is lower than the Issuer Price:

Date of allotment	No. of Equity Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature / Reason of Allotment	Nature of Consideration
December 12, 2022	1,25,13,600	10.00	10.00	Bonus Issue in ratio of 1:11 (3)	Other than cash
December 12, 2022	400	10.00	10.00	Rights Issue (4)	Cash

6. Our Company has not revalued its assets since inception.

7. Our Company has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation of reserves.

8. Our Company has not made any allotment of Equity Shares pursuant to any scheme approved under Section Sections 391 to 394 of the Companies Act, 1956 or Section 230-240 of the Companies Act, 2013 as on the date of the Draft Prospectus.

9. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Plan for our employees, and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Plan 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.

10. As on the date of filing of this Draft Prospectus, there are no partly paid-up shares, outstanding convertible securities, warrants or outstanding warrants, options or rights to convert debentures in our Company or loans or other financial instruments into our equity shares.

11. There are no equity shares against which depository receipts have been issued.

12. As on the date filing this Draft Prospectus, other than the equity shares, there are no other class of securities issued by our Company. Further, our Company does not have any preference share capital as on the date filing this Draft Prospectus.

13. All the Equity Shares of our Company are fully paid up as on the date of this Draft Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be allotted fully paid-up equity shares.

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

15. Capital Buildup of our Promoters shareholding in the Company

As on the date of this Draft Prospectus, our Promoters hold 1,36,50,000 Equity Sharing having face value of Rs. 10 per share and representing 99.99% of the pre-issue Paid up Capital of our Company.

Date of Allotment/ Transfer	No. of Equity Shares Allotted	FV (Rs.)	Issue Price/ Transfer Price/ Acquisition Price (Rs.)	Nature of Consideration	Nature of Consideration/ Allotment/ Acquired/ Transfer	% of the Paid-up Capital	
						Pre-Issue	Post-Issue
Mr. Mohan Prasad Panday							
April 10, 2013	4,950	10.00	10.00	Cash	Subscription to MoA	0.04	0.03
May 13, 2013	10,00,100	10.00	10.00	Other than cash	Allotment pursuant to acquisition of Proprietary Concern	7.33	5.35
December 12, 2022	11,055,550	10.00	-	Bonus	Bonus in the ratio of 1:11	80.98	59.17
Total	**12,060,600**					**88.35**	**64.54**
Mr. Bala Balaji Panday							

Date of Allotment/ Transfer	No. of Equity Shares Allotted	FV (Rs.)	Issue Price/ Transfer Price/ Acquisition Price (Rs.)	Nature of Consideration	Nature of Consideration/ Allotment/ Acquired/ Transfer	% of the Paid-up Capital	
						Pre-Issue	Post-Issue
April 10, 2013	4950	10	10	Cash	Subscription to MoA	0.04	0.03
May 13, 2013	1,27,500	10	10	Other than cash	Allotment pursuant to acquisition of Proprietary Concern	0.93	0.68
December 12, 2022	1,456,950	10.00	-	Bonus	Bonus in the ratio of 1:11	10.67	7.80
Total	**1,589,400**					**11.64**	**8.51**
Total Promoter holding	**1,36,50,000**					**99.99**	**73.05**

All the Equity Shares held by our Promoter were and is fully paid-up on the respective dates of acquisition and/or transfers and/or allotment of such Equity Shares. As on the date of this Draft Prospectus, none of the Equity Shares held by our Promoters are pledged.

Further, our Promoters to the Company and the Lead Manager confirms that the acquisition and/or transfers and/or allotment of the Equity Shares forming part of the Promoter's Contribution has been financed from personal funds/internal accruals and no loans or financial assistance from any banks or financial institution has been availed by our Promoter for this purpose.

Details of Promoter's contribution and Lock-in

As per Regulation 236 and 238 of the SEBI (ICDR) Regulations, 2018, and in terms of the aforesaid table, an aggregate of 20% of the fully diluted post-issue equity share capital of our Company held by our Promoters shall be provided towards minimum Promoter's, contribution and locked in for a period of 3 (Three) years from the date of Allotment ('Minimum Promoter's Contribution'). The lock-in of the Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares. The Promoter's contribution has been brought in to the extent of not less than the specified minimum lot and has been contributed by the persons defined as Promoter under the SEBI (ICDR) Regulations, 2018.

Our Promoters have given written consent to include such number of Equity Shares held by them and subscribed by them as a part of Promoter's Contribution constituting 20.07% of the post issue Equity Shares of our Company and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter's Contribution, from the date of filing of this Draft Prospectus until the commencement of the lock-in period specified above, or for such other time as required under SEBI (ICDR) Regulations, except as may be permitted, in accordance with the SEBI (ICDR) Regulations. The Equity Shares which are being locked in for three (3) years from the date of Allotment are as follows:

Date of Allotment of Fully Paid-up Shares	No. of Equity Shares Locked-in	Nature of Issue/ Acquisition/ acquired/ transfer	Nature of consideration	FV (Rs.)	Issue Price (Rs.)	% of the Paid-up Capital	
						Pre-Issue	Post-Issue
Mr. Mohan Prasad Panday							
December 12, 2022	23,50,000	Bonus in the ratio of 1:11	Cash	10.00	-	17.21	12.58
Mr. Bala Balaji Panday							
December 12, 2022	14,00,000	Bonus in the ratio of 1:11	Cash	10.00	-	10.26	7.49
Total	**37,50,000**					**27.47**	**20.07**

The Minimum Promoters contribution has been brought in to the extent of not less than the specified minimum lot and has been contributed by the persons defined as Promoter under the SEBI (ICDR) Regulations, 2018. The Equity Shares that are being locked-in are eligible for computation of Promoter Contribution under Regulation 237 of SEBI ICDR Regulations. In this connection, our Company hereby confirms that the Equity Shares locked-in do not consist of:

a) Equity Shares acquired during the preceding three (3) years from the date of filing this Draft Prospectus for
   - consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction;
   - resulting from a bonus shares issued out of revaluations reserves or unrealized profits of the Company or bonus issue against equity shares which are otherwise ineligible for computation of Minimum Promoter's Contribution;
b) Equity Shares held by the Promoter and offered for minimum Promoters contribution which are subject to any pledge with any creditor;
c) Equity Shares acquired during the preceding one (1) year from the date of filing this Draft Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Initial Public Offer;
d) Equity Shares issued to the Promoter upon conversion of a partnership firm during the preceding one year at a price less than the Issue Price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms or limited liability partnerships, where the partners of the erstwhile partnership firms or limited liability partnerships are the promoters of the issuer and there is no change in the management are ineligible for Minimum Promoters' Contribution. Provided that specified securities, allotted to promoters against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible; and
e) Equity Shares for which specific written consent has not been obtained from the respective Promoter for inclusion of their subscription in the Promoters Contribution subject to lock-in.

Equity shares locked-in for one year

Other than the Equity Shares mentioned above that would be locked-in for three (3) years, the entire pre-Issue capital of our Company would be locked-in for a period of one (1) year from the date of Allotment in the Issue pursuant to Regulation 238(b) and 239of SEBI ICDR Regulations, 2018.

Other requirements in respect of 'Lock-In'

In terms of Regulation 239 of the SEBI (ICDR) Regulations, 2018, the entire pre-issue capital held by the Persons other than the Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Issue.

Inscription or Recording of non-transferability:

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, the share certificates for the equity shares held in physical form, which are subject to lock-in, shall carry the inscription **'non-transferable'** and the non-transferability details shall be informed to and recorded by the Depositories.

Pledge of Locked in Equity Shares:

In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018, the Equity Shares held by our Promoters and locked in may be pledged as a collateral security for a loan granted by a scheduled commercial bank or public financial institution or a systemically important non-banking finance company or housing finance company, subject to following:

- In case of Minimum Promoters' Contribution, the loan has been granted to the issuer 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.
- In case of Equity Shares held by Promoters in excess of Minimum Promoters' contribution, the pledge of equity shares 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 specified securities till the lock-in period stipulated in these regulations has expired.

Transferability of Locked in Equity Shares:

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

- The Equity Shares held by our 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.

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.

16. OUR SHAREHOLDING PATTERN

The table below represents the shareholding pattern of our Company in accordance with Regulation 31 of the SEBI (LODR) Regulations, 2015, as on the date of this:

Category	Category of Shareholders	No. of Shareholders	No. Of Fully Paid-up Equity Shares held	No. Of Partly Paid-up Equity Shares held	No. of Shares underlying Depository Receipts	Total No. Of Equity 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 convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	No. of Locked in shares **		Shares Pledged or otherwise encumbered		No. of equity shares held in dematerialized form
								No. of Voting Rights	Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
I	II	III	IV	V	VI	VII=IV+V+VI	VIII	IX		X	XI=VII+X	XII		XIII		XIV
A	Promoter & Promoter Group	7	1,36,51,600	-	-	1,36,51,600	100.00	1,36,51,600	100.00	1,36,51,600	1,36,51,600	-	-	-	-	NIL
B	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	**7**	**1,36,51,600**	**-**	**-**	**1,36,51,600**	**100.00**	**1,36,51,600**	**100.00**	**1,36,51,600**	**1,36,51,600**	**-**	**-**	**-**	**-**	**NIL**

Note:

1) *As on the date of this Draft Prospectus 1 Equity Shares holds 1 vote. The entire pre-IPO equity share of the Company will be locked in prior to listing of shares on the Emerge Platform of NSE Ltd.*
2) *PAN of all shareholders will be provided to the stock exchange by our Company prior to Listing of Equity Share on the Stock Exchange.*
3) *Our Company will file the shareholding pattern of our Company, in the form prescribed under SEBI (LODR) Regulations, 2015, as amended from time to time, one day prior to the listing of Equity Shares. The shareholding pattern will be uploaded on the website of Stock Exchanges before commencement of trading of such Equity Shares.*
4) *The term "Encumbrance" has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time.*

17. Following is the details of the aggregate shareholding of Our Promoter and Promoter Group before and after the Issue is set forth below:

Sr. No.	Name of the Shareholders	Pre-Issue		Post-Issue	
		No. of equity shares	As a % of Pre-Issued Capital	No. of equity shares	As a % of Post-Issue Capital
A	**Promoter**				
	Mr. Mohan Prasad Panday	1,20,60,600	88.35	1,20,60,600	64.54
	Mr. Bala Balaji Panday	15,89,400	11.64	15,89,400	8.51
	Total (A)	**1,36,50,000**	**99.99**	**1,36,50,000**	**73.05**
B	**Promoter Group & Relatives-**				
	Mr. Nagendra Prasad Panday	1,200	0.01	1,200	0.01
	Mr. PNR Dinesh Prasad	100	0.00	100	0.00
	Mrs. Maha Vishnu Priya Panday	100	0.00	100	0.00
	Mrs. Kiranmai Panday	100	0.00	100	0.00
	Mrs. Heera Ratnabhai Panday	100	0.00	100	0.00
	Total (B)	**1,600**	**0.01**	**1,600**	**0.01**
C	**TOTAL (A+B)**	**1,36,51,600**	**100.00**	**1,36,51,600**	**73.06**

18. The average cost of acquisition of per Equity Share by our Promoter is set forth in the table below:

Name of Promoter	No. of equity share held	Average cost of acquisition (in Rs.)
Mr.Mohan Prasad Panday	1,20,60,600	3.32
Mr,Bala Balaji Panday	15,89,400	3.24

19. List of shareholders holding 1% or more of the paid up share capital of our company:-

(a) As on the date of this Draft Prospectus:

Sr. No.	Name Of The Shareholders	No. Of Shares	% of the Pre-Issue Capital
1.	Mr. Mohan Prasad Panday	1,20,60,600	88.35
2.	Mr. Bala Balaji Panday	15,89,400	11.64
	Total	**1,36,50,000**	**99.99**

(b) 10 days prior to the date of this Draft Prospectus:

Sr. No.	Name Of The Shareholders	No. Of Shares	% of the Pre-Issue Capital
1.	Mr. Mohan Prasad Panday	12,060,600	88.35
2.	Mr. Bala Balaji Panday	1,589,400	11.64
	Total	**1,36,50,000**	**99.99**

(c) 1 year prior to the date of filing this Draft Prospectus:

Sr. No.	Name Of The Shareholders	No. Of Shares	% of the Pre-Issue Capital
1.	Mr. Mohan Prasad Panday	1,005,050	7.36
2.	**Total**	1,005,050	7.36

d) 2 years prior to the date of filing this Draft Prospectus:

Sr. No.	Name Of The Shareholders	No. Of Shares	% of the Pre-Issue Capital
1.	Mr. Mohan Prasad Panday	1,005,050	7.36
2.	**Total**	1,005,050	7.36

20. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as mentioned below and as stated in the chapter titled ***'Our Management'*** beginning on page no. 124 of this Draft Prospectus.

Sr. No.	Name of the KMP`s	Designation	No. of Shares held in our Company	% of pre-issue paid-up Equity Share Capital
1.	Mr. Mohan Prasad Panday	Managing Director	1,20,60,600	88.35
2.	Mr. Bala Balaji Panday	Whole Time Director	15,89,400	11.64
3.	Mrs. Kiranmai Panday	Non-Executive Director	100	0.00
	Total		**1,36,50,000**	**99.99**

21. The members of the Promoter Group, our Directors or the relatives of our Directors have not 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 6 (Six) months preceding the date of this Draft Prospectus.

22. Our Company shall ensure that transactions in the Equity Shares by the Promoter and members forming a part of the Promoter Group and/ or Group Companies/Entities between the date of filing this Draft Prospectus and the Issue Closing Date shall be reported to the Stock Exchanges within twenty-four hours of such transaction.

23. As on date of this Draft Prospectus, there are no outstanding financial instruments or any other rights that would entitle the existing Promoter or shareholders or any other person any option to receive Equity Shares after the Issue.

24. 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 submission of this Draft Prospectus with Stock Exchange until the Equity Shares to be issued pursuant to the Issue have been listed.

25. Except as disclosed in this Draft Prospectus, our Company presently does not have any intention or proposal to alter its capital structure for a period of six (6) months from the date of opening of the Issue, by way of spilt/consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise. However, during such period or a later date, it may issue Equity Shares or securities linked to Equity Shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.

26. There have been no financial arrangements whereby our Promoter, Promoter Group, our Directors and their relatives have financed the purchase by any other person of securities of our Company, during a period of six months preceding the date of this Draft Prospectus, other than in the normal course of business of the financing entity.

27. There are no other persons belonging to the category "Public" who are holding the securities (including shares, warrants, convertible securities of our Company more than 5% of the total number of shares as on the date of this Draft Prospectus.

28. There are no persons belonging to the category "Public" is holding the securities (including shares, warrants, convertible securities of our Company more than 1% of the total number of shares as on the date of this Draft Prospectus.

29. Our Company, our Promoter, our Directors and the Lead Manager to the Issue have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares from any person.

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

31. No person connected with the Issue, including, but not limited to, our Company, the members of the Syndicate, or our Directors, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Applicant for making an application, except for fees or commission for services rendered in relation to the Issue.

There are no safety net arrangements for this Public Issue

32. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, 2018, as amended from time to time.

33. An oversubscription to the extent of 10% of the Net Issue can be retained for the purposes of rounding off to the minimum allotment lot, while finalizing the Basis of Allotment. Consequently, the actual Allotment may go up by a maximum of 10% of the Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of Allotment so made. In such an event, the Equity Shares held by our Promoter and subject to lock-in shall be suitably increased; so as to ensure that a minimum of 20% of the post issue paid-up capital is locked in for 3 years.

34. An investor cannot make an application for more than the number of Equity Shares offered in this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.

35. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under **"Basis of Allotment"** in the chapter titled **"Issue Procedure"** beginning on page no. 227 of this Draft Prospectus.

36. Under-subscription in the net issue, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines.

37. As per RBI regulations, OCBs are not allowed to participate in the Issue.

38. The Issue is being made through Fixed Price method.

39. None of the other Promoter and members of our Promoter Group will participate in this Issue.

40. Our Company has not raised any bridge loan against the proceeds of the Issue.

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

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

43. An Applicant cannot make an application for more than the number of Equity Shares being issued through the Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.

44. No payment, direct or indirect in the nature of discount, commission and allowance or otherwise shall be made either by us or our Promoter to the persons who receive allotments, if any, in the Issue.

45. We have seven (7) shareholders as on the date of filing of this Draft Prospectus.

46. Our Company has not made any public issue (including any rights issue to the public) since its incorporation.

47. As on the date of this Draft 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. The Lead Manager and their respective affiliates may engage in transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company, for which they may in the future receive customary compensation.

SECTION VII – PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

The Fresh Issue includes a public Issue of 50,34,000 Equity Shares of our Company at an Issue Price of Rs. 100.00 per Equity Share. The Net Proceeds from the Issue are proposed to be utilized by our Company for the following objects:

1) Repayment of certain borrowings;
2) Repairs and Renovation of existing retail outlets & setting of new retail outlets;
3) To meet the Working Capital requirements;
4) General Corporate Expenses; and
5) Issue Expenses

We believe that listing will give more visibility and enhance corporate image of our Company. We also believe that our Company and shareholders will receive the benefits from listing of Equity Shares on the Emerge Platform of NSE. It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company.

The main object clause of Memorandum of Association of our Company enables us to undertake the activities for which the funds are being raised by us through the Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the object clause of our Memorandum of Association. For the main objects clause of our Memorandum of Association, see *"History and Certain Corporate Matters"* on page 121.

Issue Proceeds and Net Proceeds

The details of the issue proceeds are summarized below:

Particulars	**Amount (Rs. In Lakhs)**
Gross Proceeds of the Issue	**5034.00**
Less: Issue related expenses	(80.00)
Net Proceeds of the Issue (Net Proceeds)	**4954.00**

Utilization of Funds and Means of Finance:

The proposed utilization of net proceeds is set forth below:

Sr. No.	**Objects of the Issue**	**Amount Proposed to be Utilized from the Net Proceeds (Rs. In Lakhs)**
5.	Repayment of certain borrowings	1686.00
6.	Repairs and Renovation of existing retail outlets & setting of new retail outlets	1200.00
7.	To meet the Working Capital requirements	1000.00
8.	General Corporate Expenses	1068.00
	Total	**4954.00**

As on 30.09.2022, the Issuer Company has total sanctioned limit of working capital facilities of Rs. 3195 lakhs. Accordingly, there are no fund requirements towards operating expenditure and hence Regulation 230(1)(e) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 is not applicable.

Requirement of Funds and Means of Finance

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan and management estimates and have not been appraised by any bank, financial institution or any other external agency. Given the dynamic nature of our business, we may have to revise our business plan from time to time and consequently our funding requirements and deployment on account of variety of factors

such as our financial condition, business and strategy, including external factors such as market conditions, competitive environment, costs of commodities and interest/ exchange rate fluctuations which may not be within the control of our management.

In case of variations in the actual utilisation of funds earmarked for the purpose set forth above or shortfall in the Net Proceeds, increased fund requirement may be financed by our internal accruals and/ or debt, as required. If the actual utilisation towards the said Object 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 (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such Unsecured Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

We further confirm that no part of proceeds of the Issue shall be utilised for repayment of any Part of unsecured loan outstanding, if any, as on date of this Draft Prospectus.

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 section titled "Risk Factors" beginning on page no. 21 on Draft Prospectus.

Deployment of Funds

As certified by M/s Rao & Kumar, Chartered Accountants, vide their certificate (UDIN: 23214919BGWTTY6042) dated 01-03-2023, our Company has incurred the following expenditure on the Objects:

(Rs. in Lakhs)

Particulars	**Amount spent till February 28, 2023**
Internal Accruals	34.52
Public Issue Expenses	-
Total	**34.52**

The above funds were deployed from the Company's internal accruals.

Details for balance deployment of funds

(Rs. In Lakhs)

Sr. No.	**Objects of the Issue**	**Expenses Already Incurred till February 28, 2023**	**Utilization of Issue Proceeds**	**Total utilization of Issue Proceeds**
			FY 2023-24	
1.	Repayment of certain borrowings	-	1686.00	1686.00
2.	Repairs and Renovation of existing retail outlets & setting of new retail outlets	-	1200.00	1200.00
3.	To meet the Working Capital requirements	-	1000.00	1000.00
4.	General Corporate Expenses	-	1068.00	1068.00
5.	To meet the expenses of the Issue	34.52	45.48	80.00
	Total	**34.52**	**4997.48**	**5034.00**

To the extent our Company is unable to utilize any portion of the Net Proceeds towards the Object, as per the estimated schedule of deployment specified above; our Company shall deploy the Net Proceeds in the subsequent Financial Years towards the Object.

Schedule of Implementation

Repairs and Renovation of existing retail store and for setting up new stores

Particulars	Month of Commencement	Month of Completion
Making of false ceiling with gyp board, GI frame work, Hardwardware and labour two coat putty, icoat primer, coats of painting including material and labour, enamel work for shutters with including material and labour.	April'2023	September'2023
Suppy and fixing of floor tiles with cement, sand, tiles including materials and labour civil work including materials and labour	April'2023	September'2023
Making of wall display with plywood, glass laminates, hardware and labour. making of front display with plywood, glass, laminates, hardware and labour. making of accessories display, storage cupboard with plywood, glass, laminates, hardware and labour. making of tuff glass box with plywood, laminate, hardware etc and labour supply and fixing of tuff glass, hardware and labour	April'2023	September'2023
Suppy and laying of electrical wiring for light fitting, wall mount fans, invertor, led boards, AC etd including material and labour. supply and fixing of light fitting, wall mount fans, DB with MCB etc including material and labour. Supplying of LED sign board including material and labour	April'2023	September'2023
Total		

DETAILS OF THE OBJECTS OF THE ISSUE

I. REPAYMENT OF CERTAIN BORROWINGS

Our Company has entered into various financing arrangements with banks and financial institutions. The loan facilities availed by our Company includes borrowing in the form of, inter alia, short term loans, cash credit and overdraft facilities, term loans amongst others. For details on the same, please refer to "**Statement of Financial Indebtedness**" beginning on page no. 187 this Draft Prospectus.

As at September 30, 2022, the total outstanding indebtedness was Rs. 5341.02 Lakhs which includes secured and unsecured borrowings. Our Company proposes to utilize approximately Rs. 1686.00 Lakhs from the Net Proceeds of the Issue towards full or partial repayment or pre-payment of certain borrowings availed by our Company and accrued interest thereon.

We believe that such repayment/ pre-payment will help reduce our outstanding indebtedness, debt servicing costs and enable utilisation of our accruals for further investment in the growth and expansion of our business. Such reduction of our outstanding indebtedness will also help us to improve our ability to raise further resources in the future to fund our potential business development opportunities and plans to grow and expand our business. The following table provides details of borrowings availed by our Company, which are currently proposed to be fully or partially repaid or pre-paid up to the extent of Rs. 1686.00 Lakhs from the Net Proceeds:

(Rs. in Lakhs)

Sr. No.	Name of bank/ financial institution	Nature of Borrowing	Sanctioned Amount	Total outstanding amount as on September 30, 2022	Repayment Schedule	Purpose for which disbursed loan amount was utilized	Interest Rate	Prepayment clause (if any)	Proposed to be repaid from IPO Proceeds
1.	Bajaj Finserv Limited	Term Loan	347.00	286.25	48 monthly instalments of Rs. 2,45,792 - each starting from 03/02/2021	COVID Relief	8.5%	NIL	231.73
2.	Bajaj Finserv Limited	Term Loan	1228.13	1091.08	repayable in 120 monthly instalments of Rs. 10,95,084 - each starting from 02/08/2018	Purchase of Property	8.7%	NIL	1021.79
3.	Bajaj Finserv Limited	Term Loan	578.37	454.39	Loan is repayable in 120 monthly instalments of Rs. 438644 /- each starting from 05/10/2017	Capital Expenditure	8.7%	NIL	433.01

In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, which requires a certificate (UDIN: 23214919BGWTTZ3989) from the Statutory Auditor, viz, M/s Rao & Kumar, Chartered Accountants certifying the utilization of loans for the purposes availed, our Company has obtained requisite certificate dated 01-03-2023, in this regard.

In the event that there are any prepayment penalties required to be paid under the terms of the relevant financing agreements, such prepayment penalties shall be paid by our Company out of its internal accruals. We will also take such provisions into consideration while selecting the borrowings proposed to be repaid/prepaid out of the Net Proceeds.

II. REPAIRS AND RENOVATION OF EXISTING RETAIL OUTLETS & SETTING OF NEW RETAIL OUTLETS

Our Company proposes to utilise a portion of the Net Proceeds i.e., Rs. 1200.00 Lakhs, towards the repairs and renovation of our existing 74 retail outlets and setting up of 5 New Retail stores that are proposed to be opened during Fiscal 2024.

Our company intends to utilize approximately Rs. 1085.75 Lakhs towards the repairs and renovations of the existing 74 retail stores and approximately Rs. 114.25 Lakhs towards set up of 5 New Retail stores.
The estimated cost break up for repairs and renovations is as follows:

(Rs. In Lakhs)

Particulars	**Total Cost for 74 retail outlets ***
Making of false ceiling with gyp board, GI frame work, Hardwardware and labour two coat putty, icoat primer, coats of painting including material and labour, enamel work for shutters with including material and labour.	81.95
Suppy and fixing of floor tiles with cement, sand, tiles including materials and labour civil work including materials and labour	128.23
Making of wall display with plywood, glass laminates, hardware and labour. making of front display with plywood, glass, laminates, hardware and labour. making of accessories display, storage cupboard with plywood, glass, laminates, hardware and labour. making of tuff glass box with plywood, laminate, hardware etc and labour supply and fixing of tuff glass, hardware and labour	477.25
Suppy and laying of electrical wiring for light fitting, wall mount fans, invertor, led boards, AC etd including material and labour. supply and fixing of light fitting, wall mount fans, DB with MCB etc including material and labour. Supplying of LED sign board including material and labour	398.32
Total	**1085.75**

*The cost estimates given are based on the quotation received from various vendors as stated herein above and per management estimates and as certified by S & A Enterprises, Vishakhapatnam.

As per the terms of the quotation, the validity of the quotation is 3 months from the date of quotation, i.e. 3 months from February 28, 2023, accordingly quotation is valid till May 27, 2023

The estimated cost break up for setting up new retail stores is as follows:

(Rs. In Lakhs)

Particulars	**Total Cost for setting up 5 new retail stores ***
Making of false ceiling with gyp board, GI frame work, Hardwardware and labour two coat putty, icoat primer, coats of painting including material and labour, enamel work for shutters with including material and labour.	8.62
Suppy and fixing of floor tiles with cement, sand, tiles including materials and labour civil work including materials and labour	13.50
Making of wall display with plywood, glass laminates, hardware and labour. making of front display with plywood, glass, laminates, hardware and labour. making of accessories display, storage cupboard with plywood, glass, laminates, hardware and labour. making of tuff glass box with plywood, laminate, hardware etc and labour supply and fixing of tuff glass, hardware and labour	50.22
Suppy and laying of electrical wiring for light fitting, wall mount fans, invertor, led boards, AC etd including material and labour. supply and fixing of light fitting, wall mount fans, DB with MCB etc including material and labour. Supplying of LED sign board including material and labour	41.91
Total	**114.25**

*The cost estimates given are based on the quotation received from various vendors as stated herein above and per management estimates and as certified by S & A Enterprises, Vishakhapatnam.

As per the terms of the quotation, the validity of the quotation is 3 months from the date of quotation, i.e. 3 months from February 28, 2023, accordingly quotation is valid till May 27, 2023.

III. TO MEET INCREMENTAL WORKING CAPITAL REQUIREMENTS

We will need additional working capital for the growth of our business as it is capital intensive. The working capital is primarily required our current business operations which is currently being meet through internal accruals (Share capital and Reserves and Surplus).

a) Existing Working Capital:

Our Company's existing working capital based on the Restated Financial Information is stated below:

(Amount in Rs.)

Particulars	31-Mar-20	No. of Days	31-Mar-21	No. of Days	31-Mar-22	No. of Days	30-Sep-22	No. of Days
	Audited		Audited		Audited		Audited	
Current Assets								
Inventories	19,68,79,365	27	25,72,29,277	44	38,03,13,045	54	40,68,58,463	53
Trade Receivables	67,45,158	1	24,88,098	1	45,65,570	1	37,03,413	1
Short Term Loans & Advances and Deposits	72,37,571		24,81,675		4,63,98,213		4,74,80,212	
Cash & Bank Balances	2,75,33,519		3,40,34,767		8,06,24,315		9,93,09,746	
Other Current Assets	6,99,75,902		2,18,91,508		2,84,52,213		4,70,35,285	
Total Current Assets (A)	**30,83,71,515**		**31,81,25,325**		**54,03,53,356**		**60,43,87,119**	
Current Liabilities								
Sundry Creditors	12,15,94,791	22	9,87,07,492	21	13,02,52,236	18	11,53,38,651	18
Short Term Provisions	1,08,27,239		2,15,32,410		2,09,99,206		3,60,21,639	
Other Current Liabilities	2,08,73,907		2,63,84,982		2,07,52,015		26,60,130	
Total Current Liabilities (B)	**15,32,95,936**		**14,66,24,884**		**17,20,03,457**		**15,40,20,420**	
Working Capital Gap (A)-(B)	**15,50,75,579**		**17,15,00,441**		**36,83,49,899**		**45,03,66,699**	
Less: Existing Bank Borrowings	4,76,40,767		10,42,13,573		16,26,72,150		25,69,05,014	
Net Working Capital Requirement	**10,74,34,812**		**6,72,86,868**		**20,56,77,749**		**19,34,61,685**	
Funding Pattern								
Working Capital Facilities from Banks & other Financial Institutions #	4,76,40,767		10,42,13,573		16,26,72,150		25,69,05,014	

Particulars	31-Mar-20	No. of Days	31-Mar-21	No. of Days	31-Mar-22	No. of Days	30-Sep-22	No. of Days
	Audited		Audited		Audited		Audited	
Unsecured Loan (Trade Finance)	2,03,83,652		2,92,33,013		7,68,82,850		6,76,19,644	
Internal Accruals / Owned Funds	8,70,51,160		3,80,53,855		12,87,94,899*		12,58,42,041	
Proposed Working Capital to be funded from IPO	-		-		-		-	

#The companies sanctioned working capital facilities as on date of this Draft Prospectus comprised of ₹2,645 Lakhs from banks and other financial institutions and an average of Rs.550 Lakhs of Trade Finances from NBFC.
**The amount of Internal Accruals has been reinvested for business purposes, as arrived above is based on the Restated Financial Statements which is cumulatively impacted to the tune of Rs. 65.76 lakhs on account of Material Adjustments made in the Restated Financial information for the impact of Prior Period Items, Provision for Gratuity, Depreciation, and the consequent Deferred Taxes.*

Note: - In Above Working Capital requirement Calculation, Short Term Borrowings, Current Maturities of Long-term borrowings and Trade payable for Capital goods have not been considered which was shown under the head current Liabilities in the restated financial statements for FY 2019-20, FY 2020-21, FY 2021-22 and for 6 months period ending on 30-09-2022.

(b) Future Working Capital Requirements

Our Company proposes to utilize Rs. 1200.00 Lakhs of the Net Proceeds to meet its estimated working capital requirements. This will be utilized during Fiscal Years 2024 towards our Company's additional working capital requirements. The balance portion of our Company working capital requirement shall be met from the internal accruals, own funds and/ or unsecured loan. The incremental and proposed working capital requirements and the assumption underlying the justification for periods of holding levels for Fiscal Years 2024.

As approved by the Board pursuant to a resolution dated 16-01-2023, are mentioned below. Our Company's expected working capital requirements for Fiscal Years 2024 and the proposed funding of such working capital requirements are as set out in the table below:

(Amount in Rs.)

Particulars	31-Mar-24	No. of Days
	Estimated	
Current Assets		
Inventories	47,98,60,001.75	39.00
Trade Receivables	50,22,127.00	1.00
Short Term Loans & Advances and Deposits	5,10,38,034.30	
Other Current Assets	8,86,86,746.50	
Cash & Bank Balances	3,12,97,434.56	
Total Current Assets (A)	**65,59,04,344.11**	
Current Liabilities		
Sundry Creditors	17,94,77,459.60	17.00
Short Term Provisions	2,30,99,127.05	
Other Current Liabilities	2,28,27,216.43	
Total Current Liabilities (B)	**22,54,03,803.09**	
Working Capital Gap (A)-(B)	**43,05,00,541.03**	
Less: Existing Bank Borrowings Limits	32,95,00,000.00	
Net Working Capital Requirement	10,10,00,541.03	
Funding Pattern		
Working Capital Facilities from Banks & other Financial Institutions #	26,45,00,000.00	
Trade Finance	6,50,00,000.00	
Internal Accruals / Owned Funds	10,00,541.03	

Particulars	31-Mar-24	No. of Days
	Estimated	
Proposed Working Capital to be funded from IPO	10,00,00,000.00	

*The companies' sanctioned working capital facilities as on date of this Draft Prospectus comprised of ₹3,195 Lakhs (including Trade finances) from banks and other financial institutions.*

Note: - In Above Working Capital requirement Calculation, Short Term Borrowings, Current Maturities of Long-term borrowings and Trade payable for Capital goods have not been considered which was shown under the head current Liabilities in the restated financial statements for FY 2019-20, FY 2020-21, FY 2021-22 and for 6 months period ending on 30-09-2022.

As certified by our Statutory Auditor, M/s Rao & Kumar, Chartered Accountants via its certificate (UDIN: 23214919BGWTUB7242) dated 01-03-2023.

The working capital projections made by the Issuer Company are based on certain key assumptions and as approved and certified by the Board via its resolution dated March 01, 2023 are set out below:

Sr. No.	Particulars	Assumptions
Current Assets		
1	*Revenues:*	The company has Projected Revenues of Rs.45,278.43 lakhs for the Financial year 2023-24. The projection is based up on adding of new stores and proposing to add new product lines during 2023-24.
2	Inventories	We maintain inventory levels to achieve competitiveness and shorter lead times. We need to maintain inventory at higher levels to cater to the demands of various stores spread across Andhra Pradesh and considering the change in vendor policy and shortage of chips resulting in a Demand and Supply mismatch. In fiscal 2020, fiscal 2021 and fiscal 2022 our inventory days were 27days, 44days and 54 days respectively. The same was estimated for Fiscal 2024 at 39 days. This inventory levels, the company feel will substantiate all stores demands.
3	Trade receivables	The Company is into retail trade of Cash and carry. The trade receivable's are very negligible since the credit based sales are very nominal. The receivables are recorded at 1 day for each fiscals 20,21&22. We have estimated the same for 24 at 1 day. This estimation the company feels sufficient for its nature of trade at present.
4	Short term Loans & Advances	The Key items under this head are Rent Advances, Staff Advances, Advance against Expenses.
5	Other Current Assets	This mainly includes Scheme Amounts receivable, Balances with Revenue Authorities, Reimbursable TDS amounts, Advance for purchase of property etc.
Current Liabilities		
6	Trade payables	Our Trade payables have been 22 days, 21 days and 18 days for fiscals 20,21 and 22 respectively. We estimate our trade payables going forward at 17 days for Fiscal 24 since the company intends to reduce the credit period availed from vendors.
7	Other current liabilities	Other Current liabilities includes Statutory dues
8	Short Term Provisions	Short term provisions include employee dues payable and provision for taxes.

IV. GENERAL CORPORATE EXPENSES

Our management, in accordance with the policies of our Board, will deploy Rs. 1068.00 Lakhs from Net Proceeds towards the general corporate expenses to drive our business growth.

In accordance with the policies set up by our Board, we have flexibility in utilizing the remaining Net Proceeds not exceeding 25% of the amount raised by our Company through this Issue, for general corporate purpose including but not restricted to, meeting operating expenses, branding, promotion, advertisements and meeting exigencies, which the

Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act.

Further, our management confirms that
- any issue related expenses shall not be considered as a part of General Corporate Purpose; and
- the amount deployed towards general corporate expense, as mentioned above in this Draft Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

V. TO MEET THE EXPENSES OF THE ISSUE

The total expenses of the Issue are estimated to be approximately Rs. 80.00 Lakhs which include, among others, underwriting and management fees, printing and distribution expenses, advertisement expenses, legal fees and listing fees. The estimated Issue expenses are as follows:

(Rs. In Lakhs)

Sr. No.	Particulars	Amount	% of the Issue Expenses	% of the Gross Issue
1.	Issue management fees including fees and reimbursements of Market Making fees and payment to other intermediaries such as Legal Advisors to the IPO, Registrars and other out of pocket expenses.	63.00	78.75	1.25
2.	Advertising and marketing expenses	5.00	6.25	0.10
3.	Printing & Stationery, Distribution, Postage	3.00	3.75	0.06
4.	RoC, Regulatory and other statutory expenses including Listing Fee	9.00	11.25	0.18
	Total estimated Issue expenses	**80.00**	**100.00**	**1.59**

@ please note that the cost mentioned is an estimate quotation as obtained from the respective parties and excludes GST, interest rate and inflation cost. The amount deployed so far toward issue expenses shall be recouped out of the issue proceeds.

Bridge Financing Facilities

We have not entered into any bridge finance arrangements that will 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. Any amount that is drawn down from the overdraft arrangement / cash credit facility during this period to finance additional working capital needs will be repaid from the Net Proceeds.

Appraisal by Appraising Agency

The fund requirements and deployment is based on internal management estimates and has not been appraised by any banks or financial institutions.

Interim Use of Funds

Pending utilization of the Net Proceeds for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act, 1934, as amended from time to time. Such deposits will be approved by our management from time to time.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that, pending utilization of the Net Proceeds of the Offer as described above, it shall not use the funds from the Net Proceeds for any investment in equity and/or real estate products and/or equity linked and/or real estate linked products.

Monitoring of Issue Proceeds

As the size of the Fresh Issue does not exceed Rs. 10,000 Lakhs, 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 the management will monitor the utilization of the Net Proceeds through its audit committee.

Pursuant to 32 of the SEBI (LODR) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. 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, we will utilize such unutilized amount in the next fiscal.

Further, in accordance with Regulation 32(1)(a) of the SEBI (LODR) Regulations, 2015, 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 Draft Prospectus.

Variation in Objects

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and applicable rules. The notice in respect of such resolution to Shareholders shall simultaneously be published in the newspapers, one in English and one in vernacular language of the jurisdiction where our Registered Office is situated. The Shareholders who do not agree to the proposal to vary the objects, our Promoter or controlling Shareholders will be required to provide an exit opportunity to such Shareholders, at such a price as may be prescribed by SEBI, in this regard.

Other Confirmations

No part of the Issue Proceeds will be paid by our Company as consideration to our Promoter, Promoter Group, our Directors, Associates, Key Management Personnel or Group Companies, except as may be required in the normal course of business and in compliance with the applicable law.

BASIS FOR ISSUE PRICE

Investors should read the following summary with the section titled "***Risk Factors***", the details about our Company under the chapter titled "***Business Overview***" and its financial statements under the section titled "***Financial Information***" beginning on pages 21, 99 and 145 respectively including important profitability and return ratios, as set out in "**Annexure VI**" under the section titled Financial Information of the Company on page 174 to have a more informed view. The issue price of the Equity Shares of our Company could decline due to these risks and the investor may lose all or part of his/their investment.

Qualitative Factors

For details of Qualitative factors please refer to the paragraph ***'Our Competitive Strengths'*** in the chapter titled '***Business Overview***' beginning on page no. 106 of this Draft Prospectus.

Quantitative Factors (Based on Standalone Financial Statements)

1. **Basic & Diluted Earnings Per Share (EPS):**

Period	Basic and Diluted EPS (In Rs.)	Weights
Fiscal 2020	14.06	1
Fiscal 2021	6.07	2
Fiscal 2022	14.47	3
Weighted Average	**11.60**	
For 6 months period ending on 30-09-2022 *	**34.26**	

*Not Annualized

Notes:

(i) Basic EPS and Diluted EPS calculations are in accordance with Accounting Standard 20 (AS-20) 'Earnings per Share', notified under Section 133 of Companies Act, 2013 read together along with paragraph 7 of the Companies (Accounts) Rules, 2014.

(ii) The face value of each Equity Share is Rs.10.00.

(iii) The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Annexure 4.

(iv) Basic Earnings per share = Net profit/ (loss) after tax, as restated attributable to equity shareholders /Weighted average number of shares outstanding during the year/ period.

(v) Diluted Earnings per share = Net profit after tax, as restated / Weighted average number of diluted equity shares outstanding during the year/ period.

(vi) The figures disclosed above are based on the Restated Consolidated Financial Statements of our Company.

2. **Price to Earnings (P/E) ratio in relation to Issue Price of Rs. 100.00:**

i) Based on the basic and diluted EPS of Rs. 34.26 as per restated financial statements for the period ended September 30, 2022, the P/E ratio is 2.92.

ii) Based on the basic and diluted EPS of Rs. 14.47 as per restated financial statements for the period ended March 31, 2022, the P/E ratio is 6.91.

iii) Based on the weighted average EPS of Rs. 11.60, as per restated financial statements the P/E ratio is 8.62.

iv) Industry P/E

Industry P/E	
▪ Highest – Bhatia Communications & Retail (India) Ltd	44.82
▪ Lowest – Fone4 Communications (India) Ltd	3.25
▪ Average – Industry Composite	24.04

*Note: The industry high and low has been considered from the industry peer set provided later in this chapter. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section. For further details, see "**Peer Competitors – Comparison of Accounting Ratios**" at point 6 below.*

3. **Average Return on Net Worth (RoNW):**

Period	Return on Net Worth (%)	Weights
Fiscal 2020	14.51	1
Fiscal 2021	5.90	2
Fiscal 2022	12.32	3
Weighted Average	**10.55**	
For 6 months period ending on 30-09-2022 *	**22.58**	

*Not Annualized

Note:

(i) The RONW has been computed by dividing net profit after tax(excluding exceptional income, if any) as restated, by Net Worth (excluding revaluation reserve, if any) as at the end of the year/ period excluding miscellaneous expenditure to the extent not written off.

4. **Net Asset Value (NAV) per Equity Share:**

Particulars	NAV (in Rs.)
As on March 31, 2022	117.45
As on September 30, 2022	151.71
NAV after the Issue	42.87
Issue Price per Equity share	100.00

Note:

- *NAV per Equity Share will be calculated as net worth divided by number of equity shares outstanding at the end of the year.*

5. **Peer Competitors - Comparison of Accounting Ratios:**

Name of the Company *	CMP	Face Value (In Rs.)	EPS (In Rs.)	P/E Ratio	RONW (%)	NAV (In Rs.)	Total Revenue (Rs. in Lakhs)	M. Cap (Rs. in Lakhs)
Cell Point (India) Limited	100.00	10.00	14.47	6.91	12.32	117.45	27004.43	18685.60
Bhatia Communications & Retail (India) Ltd	18.87 @@	1.00	0.42	44.82##	11.40	3.69	25,175.69	232.91
Fone4 Communications (India) Ltd	5.56 @@@	10.00	1.71	3.32##	8.50	8.87	5194.91	9.82
Jay Jalaram Technologies Ltd	154.00 **@**	10.00	7.36	7.17#	8.61	39.40	18392.25	179.97

**Our Company's information is based on March 31, 2022 restated financial statements; for Jay Jalaram Technologies Ltd, it is based on the information as available in the Annual reports for FY 2021-22 as filed NSE; for Bhatia Communications & Retail (India) Ltd and Fone4 Communications (India) Ltd is based on data as available on moneycontrol.com website.*

@Closing price on March 16, 2023 at NSE and for our Company it is considered as issue price.

@@Closing price on March 16, 2023 at NSE

@@@ Closing price on March 15, 2023 at NSE

Computed by dividing the closing market price on March 16, 2023 on NSE by EPS

Computed by dividing the closing market price on March 16, 2023 on BSE by EPS

Considering the nature, range of products/services, turnover and size of business of the Company, the peer is not strictly comparable. However, above Company has been included for broad comparison.

6. **Key Operational And Financial Performance Indicators:**

The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, help us in analyzing the growth of various verticals in comparison to our peers.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated March 01, 2023 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Draft Prospectus. Further, the KPIs herein have been certified by M/s. Rao and Kumar, Chartered Accountants, by their certificate dated March 01, 2023.

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

Financial KPIs of our Company

Particulars	As at 30-Sept-2022 #	As at		
		31-March-2022	31-March-2021	31-March-2020
Revenue from Operations (Rs. in Lakhs)	14863.19	26916.41	22301.48	27756.03
Total Income (Rs. in Lakhs)	14919.77	27004.43	22356.02	27811.89
EBITDA [(1)] (Rs. in Lakhs)	917.64	1069.41	757.28	932.23
EBITDA margin (%) [(2)]	6.15	3.96	3.39	3.35
PAT (Rs. in Lakhs)	389.73	164.63	69.11	159.97
PAT margin (%)	2.61	0.61	0.31	0.58
Net Debt [(3)] (Rs. in Lakhs)	4589.81	4365.44	3517.68	2653.24
Total Equity (Net Worth) (Rs. in Lakhs)	1725.67	1335.94	1171.31	1102.20
Capital Employed [*] (Rs. in Lakhs)	7308.58	6507.62	5029.34	4030.78
ROE (%) [(4)]	22.58	12.32	5.90	14.51
ROCE (%)[(5)]	12.75	16.06	13.75	20.72
EPS (Basis & Diluted) [(6)]	34.26	14.47	6.07	14.06

not annualized

1) EBITDA = Profit before tax + depreciation & amortization expense + finance cost
2) EBITDA Margin = EBITDA/ Total income.
3) Net debt = Non-current borrowing + current borrowing - Cash and Cash Equivalent and Bank Balance.
4) ROE = Net profit after tax /Total equity.
5) ROCE = Profit before tax and finance cost / Capital employed*
   *Capital employed = Total Equity +Non-current borrowing + current Borrowing – Intangible Assets
6) EPS = Net Profit after tax, as restated, attributable to equity shareholders divided by weighted average no. of equity shares outstanding during the year/ period.

Explanation for KPI metrics

Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
Total Income	Total income is used by the management to track revenue from operations and other income.
EBITDA	EBITDA provides information regarding the operational efficiency of the business.

EBITDA margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business.
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business.
Net Worth	Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity.
Net Debt	Net debt helps the management to determine whether a company is overleveraged or has too much debt given its liquid assets
Debt-equity ratio (times)	The debt to equity ratio compares an organization's liabilities to its shareholders' equity and is used to gauge how much debt or leverage the organization is using.
ROE (%)	RoE provides how efficiently our Company generates profits from shareholders' funds.
ROCE (%)	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.

Set forth below are the details of comparison of key performance of indicators with our listed industry peer:

Parameters	Cell Point (India) Limited	Bhatia Communications & Retail (India) Ltd	Fone4 Communications (India) Ltd	Jay Jalaram Technologies Ltd
	31-March-2022	31-March-2022	31-March-2022	31-March-2022
Revenue from Operations (Rs. in Lakhs)	26916.41	23,347.17	5018.25	16,525.90
Total Income (Rs. in Lakhs)	27004.43	25,175.69	5194.91	18392.25
EBITDA [(1)] (Rs. in Lakhs)	1069.41	-873.60	29.32	298.41
EBITDA margin (%) [(2)]	3.96	-3.47	0.56	1.62
PAT (Rs. in Lakhs)	164.63	1923.00	1923.00	1923.00
PAT margin (%)	0.61	7.64	37.02	10.46
Net Debt [(3)] (Rs. in Lakhs)	4365.44	1340.23	-4496.09	573.88
Total Equity (Net Worth) (Rs. in Lakhs)	1335.94	47062	47062	47062
Capital Employed [*] (Rs. in Lakhs)	6507.62	6145.09	1035.60	2107.28
ROE (%) [(4)]	12.32	4.09	4.09	4.09
ROCE (%)[(5)]	16.06	13.66	11.80	11.61
EPS (Basis & Diluted) [(6)]	14.47	0.421	1.71	21.49

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

1) EBITDA = Profit before tax + depreciation & amortization expense + finance cost
2) EBITDA Margin = EBITDA/ Total income.
3) Net debt = Non-current borrowing + current borrowing - Cash and Cash Equivalent and Bank Balance.
4) ROE = Net profit after tax /Total equity.
5) ROCE = Profit before tax and finance cost / Capital employed*
   *Capital employed = Total Equity +Non-current borrowing + current Borrowing – Intangible Assets
6) EPS = Net Profit after tax, as restated, attributable to equity shareholders divided by weighted average no. of equity shares outstanding during the year/ period.

7. **Weighted average cost of acquisition**

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

Other than as mentioned below, there has been no issuance of Equity Shares or convertible securities, other than Equity Shares issued as disclosed below, during the 18 months preceding the date of this Draft Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company.

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature / Reason of Allotment	Nature of Consideration	Total Consideration (in ₹)
12-12-2022	12513600	10	Nil	Bonus Issue in the ratio of 255:1	Other than Cash	0.00
12-12-2022	400	10	10	Rights Issue	Cash	4000
Total	**12514000**					**4000.00**
Weighted average cost of acquisition (WACA) per Equity Share						**₹ 0.00**

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

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

c) **Weighted average cost of acquisition, offer price**

Types of transactions	Weighted average cost of acquisition (Rs. per Equity Shares)	Offer Price (i.e. Rs. 100)
Weighted average cost of acquisition of primary / new issue as per paragraph 8(a) above.	0.00	0.00
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph 8(b) above.	N.A.	N.A.

8. The face value of Equity Shares of our Company is Rs. 10 per Equity Share and the Issue Price of Rs. 100.00 /- per Equity Share is 10.00 times the face value.

9. The Issue Price of Rs. 100.00 is determined by our Company and Selling Shareholders in consultation with the Lead Manager and is justified based on the above accounting ratios. For further details, please refer to the section titled ***'Risk Factors'***, and chapters titled ***'Business Overview***' and '***Restated Financial Statement***' beginning on page no. 21, 99 and 145, respectively of this Draft Prospectus.

STATEMENT OF TAX BENEFITS

To,
The Board of Directors,
CELL POINT (INDIA) LIMITED
Door No 30-15-139/F/5,6 Ward No 27,
Ram's Arcade, Opposite Visakha Medical Centre,
Dabagardens, Visakhapatnam 530020

Sub: Statement of possible special tax benefits ("the Statement") available to CELL POINT (INDIA) LIMITED ('the Company") and its shareholders is prepared in accordance with Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2018, as amended ("the Regulations")

Dear Sir/ Madam,

We hereby report that this certificate along with the annexure(hereinafter referred to as **"The Statement"**) states the possible special tax benefits available to the Company and the shareholders of the Company under the Income Tax Act, 1961 ('IT Act') (read with Income Tax Rules, Circulars and Notifications) as amended by the Finance Act, 2022 (i.e. applicable to F.Y. 2022-23 relevant to A.Y. 2023-24) (hereinafter referred to as the "IT Regulations") and under the Goods And Service Tax Act, 2017 (read with Goods And Service Tax [GST] Rules, Circulars and Notifications), presently in force in India. The Statement has been prepared by the management of the Company in connection with the proposed Public Issue, which we have initialed for identification purposes only.

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the said relevant provisions of the tax laws and regulations applicable to the Company. Hence, the ability of the Company or its shareholders to derive the special tax benefits, if any, is dependent upon fulfilling such conditions which based on business imperatives which the Company may or may not choose to fulfill or face in the future.

The benefits discussed in the enclosed annexure cover only special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to the Company or its shareholders. Further, the preparation of enclosed statement and the contents stated therein is not exhaustive and is the responsibility of the Company's management. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. A shareholder is advised to consult his/ her/ its own tax consultant with respect to the tax implications arising out of his/her/its participation in the proposed public issue, particularly in view of ever-changing tax laws in India. Further, we give no assurance that the income tax authorities/ other indirect tax authorities/courts will concur with our views expressed herein.

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 have been/would be met with.

The contents of this annexure 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 and the provisions of the tax laws.

Our views are based on facts indicated to us, the existing provisions of tax law and its interprtations, which are subject to change or modification from time to time. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any such events subsequent, which may have a material effect on the discussions herein. Our views are exclusively for the limited use of the captioned Company in connection with its proposed public issue referred to herein above and shall not, without our prior written consent, be disclosed to any other person.

We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We are not liable to any other person in respect of this statement.

This certificate along with the annexure is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure

Requirements) Regulations, 2018 for inclusion in the Draft Prospectus/ Prospectus (Offer Document) in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our written consent.

The said confirmation is being made in accordance with the terms of engagement between us and the Client M/s. Cell Point (India) Limited (hereinafter the "Company"). The preparation of the Statement is the responsibility of the Management of the company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. The Management is also responsible for ensuring that the Company complies with the requirements of the Bankers & Tender Documents and provides all relevant information to those parties. Pursuant to the requirements of those entities, it is our responsibility to provide a reasonable assurance whether the amounts in the Statement that form part of the computation have been accurately extracted from the audited financial statements for the year ended; and the computation thereof is arithmetically correct. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI. We have complied with the relevant applicable requirements of the Standard on Quality Control, and Other Assurance and Related Services Engagements. This certificate is issued in the capacity of the Statutory Auditors of the Company at the specific request of the management for the purpose of onward submission to those mentioned above and should not be used for any other purposes.

Yours faithfully,

For M/s Rao & Kumar

CA Anirban Pal
Partner
Membership No: 214919
Firm Registration No: 03089S
Date: March 01, 2023
Place: Vishakapatnam
UDIN: 23214919BGWTUA1336

ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS

Outlined below are the possible special tax benefits available to the Company and its shareholders under the current direct tax laws in India for the financial year 2022-23. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

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

A. SPECIAL TAX BENEFITS TO THE COMPANY

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

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS

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

Notes:

1) All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2) The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.
3) The above statement of possible special tax benefits are as per the current direct tax laws relevant for the F.Y. 2022-23 relevant to A.Y. 2023-24.
4) No assurance is given that the revenue authorities / courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

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

For M/s Rao & Kumar

CA Anirban Pal
Partner
Membership No: 214919
Firm Registration No: 03089S
Date: March 01, 2023
Place: Vishakapatnam
UDIN: 23214919BGWTUA1336

SECTION VIII – ABOUT US

INDUSTRY OVERVIEW

Unless noted otherwise, the information in this section is obtained or extracted from "www.ibef.org" and also extracted from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have independently verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly, investment decisions should not be based on such information. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. You should read the entire Prospectus, including the information contained in the sections titled ***"Risk Factors"*** and ***"Financial Statements"*** and related notes beginning on page no. 21 and 145 of this Draft Prospectus.

Economic Overview

Strong economic growth in the first quarter of FY 2022-23 helped India overcome the UK to become the fifth-largest economy after it recovered from repeated waves of COVID-19 pandemic shock. Real GDP in the first quarter of 2022–23 is currently about 4% higher than its corresponding 2019-20, indicating a strong start for India's recovery from the pandemic. Given the release of pent-up demand and the widespread vaccination coverage, the contact-intensive services sector will probably be the main driver of development in 2022–2023. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers, and with the revival in monsoon and the Kharif sowing, agriculture is also picking up momentum. The contact-based services sector has largely demonstrated promise to boost growth by unleashing the pent-up demand over the period of April-September 2022. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

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

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

Introduction to Indian Retail Industry

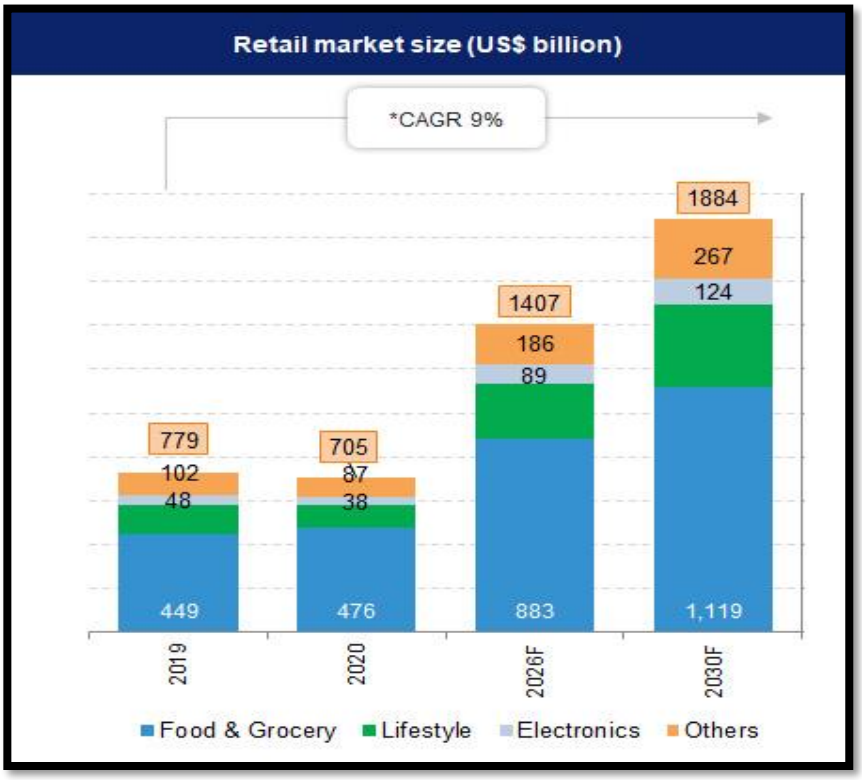
Indian retail industry has emerged as one of the most dynamic and fast-paced industries due to the entry of several new players. It accounts for over 10% of the country's gross domestic product (GDP) and around 8% of the employment. India is the world's fifth-largest global destination in the retail space. India ranked 73 in the United Nations Conference on Trade and Development's Business-to-Consumer (B2C) E-commerce Index 2019. India is the world's fifth-largest global destination in the retail space and ranked 63 in World Bank's Doing Business 2020.

The sizeable middle class and nearly unexplored retail market in India are the main enticing factors for international retail behemoths seeking to move into newer markets, which will help the Indian retail business grow more quickly. The urban Indian consumer's purchasing power is increasing, and branded goods in categories like apparel, cosmetics, footwear, watches, beverages, food, and even jewellery are gradually evolving into business and leisure that are well-liked by the urban Indian consumer. The retail sector in India is expected to reach a whopping US$ 2 trillion in value by 2032, according to a recent analysis by the Boston Consulting Group (BCG).

India is the world's fifth-largest global destination in the retail space. In FDI Confidence Index, India ranked 16 (after US, Canada, Germany, United Kingdom, China, Japan, France, Australia, Switzerland, and Italy).

Market Size

As per Kearney Research, India's retail industry is projected to grow at 9% over 2019-2030, from US$ 779 billion in 2019 to US$ 1,407 billion by 2026 and more than US$ 1.8 trillion by 2030. Revenue of India's offline retailers, also known as brick and mortar (B&M) retailers, is expected to increase by Rs. 10,000-12,000 crore (US$ 1.39-2.77 billion) in FY20. India's direct selling industry is expected to be valued at US$ 2.14 billion by the end of 2021. E-Retail has been a boon during the pandemic and according to a report by Bain & Company in association with Flipkart 'How India Shops Online 2021' the e-retail market is expected to grow to US$ 120-140 billion by FY26, increasing at approximately 25-30% p.a. over the next 5 years. Despite unprecedented challenges, the India consumption story is still robust. Driven by affluence, accessibility, awareness and attitude, household consumption stood at Rs. 130–140 trillion (US$ 1.63-1.75 trillion) in 2021.



India has the third-highest number of e-retail shoppers (only behind China, the US). The new-age logistics players are expected to deliver 2.5 billion Direct-to-Consumer (D2C) shipments by 2030. India is the fifth-largest and preferred retail destination globally. The country is among the highest in the world in terms of per capita retail store availability. India's retail sector is experiencing exponential growth with retail development taking place not just in major cities and metros, but also in tier II and III cities. Online penetration of retail is expected to reach 10.7% by 2024 versus 4.7% in 2019. According to India Ratings and Research (Ind-Ra), domestic organised food and grocery retailers are expected to increase by 10% YoY in FY22. By 2024, India's e-commerce industry is expected to increase by 84% to US$ 111 billion, driven by mobile shopping, which is projected to grow at 21% annually over the next four years.

(Source: https://www.ibef.org/industry/retail-india)

Economic & Consumer Outlook

Effective vaccines and greater general knowledge of COVID-19 increased consumer confidence, which resulted in an uptick in consumer spending, especially in food services, transportation, and recreation services. The labor market also played a key role, with the unemployment rate dropping significantly while consumers also benefited from strong earnings growth. As the economic recovery gathers steam, consumers are also spending more and saving less than what they did in 2020.

All of this is a good sign for retailers in the near term. In 2022, we expect the economic recovery to continue at a strong pace with GDP rising by 3.5% in 2022. Given this scenario of high growth and reduced health concerns, we forecast real personal consumerspending (PCE) to expand through 2022.We expect services to lead the recovery in 2022, while durable goods should decline, given the strong growth in the category in 2020–2021.

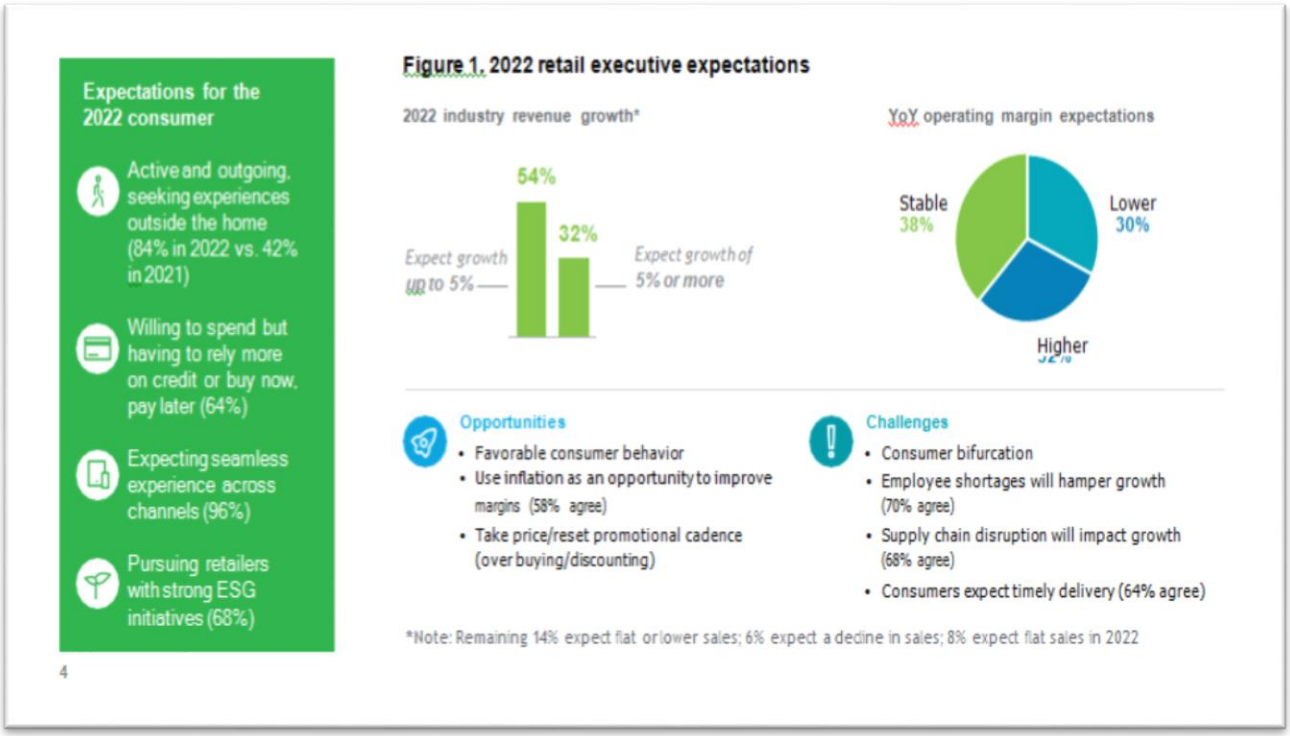
With consumers muddling through the pandemic since early 2020, time and experience have yielded some clarity for retailers about what to expect moving forward. Despite increasing bifurcation, executives are confident that consumer behavior is moving in their favor, especially around the willingness to spend and a return to in-person experiences. However, recent consumer data suggests thatconsumers are rethinking priorities, with one-third of consumers saying they are spending more on experiences than possessions compared to a year ago.

Executives appear optimistic about revenue growth and margins for 2022 (figure 1). Some are even taking perceived headwinds andturning them into opportunities. For example, 58% saw inflation as an opportunity to take price and improve margins. Others are rethinking their old buying and discounting cadences. With fewer products to sell, some stores even stopped offering promotions, thereby boosting profits. Others built on strategies already in the works, such as closing unprofitable locations and strengthening their positions to emerge from the pandemic.

Priorities in Retail Industry

Looking ahead, many retail executives see labor shortages as a leading concern, especially because it may be difficult to compete with the flexibility of the gig economy for hourly wage employees. The figures are daunting: 70% of executives say labor shortages—especially in hourly wage jobs—will hamper retail growth in 2022.

Currently, the biggest pain point for retailers is at the store level, and74% expect shortages in customer-facing positions in 2022. Given the pervasiveness of the situation, retailers have little choice but to address the problem or adapt the business model. Warehouse positions are also expected to be problematic, and 56% expect shortfalls in hourly supply chain, distribution, and logistics positions. Turnover has always been an issue with these jobs, but it has accelerated even further because of the additional pressures put on workers by the pandemic.



Workforce - Also concerning is that nearly half of executives expect a shortage in skilled workers for IT and analytics positions—needed roles that require greater investment and will likely be the foundation of digitally enabled retail. The shortage is compounded by the factthat retail is competing against virtually every other industry for talent; retailers need to solidify why they are more attractive than big tech for high-demand workers. Hiring for technology-driven roles will likely require retail to move at a much faster pace in adopting the latest and greatest technology to compete with far more tech-savvy industries.

As retailers look to address the war for talent, they should understand how the pandemic has reshaped priorities. Recent data shows the collective experience of the pandemic has induced a period of self-reflection for wage earners.

In particular, there is a greater focus on introspection and well-being, and a divide betweenmoney and purpose. There is also a strong desire to work from home more frequently. Current retail workforce structures seem destined to clash with evolving employment expectations.

In addition, evolving priorities will likely require retailers to address how they represent themselves in the marketplace, from diversity of suppliers to career advancement for historically marginalized groups. The way a company presents its brand can be a vital part of the retail reset and gaining competitive advantage. Adapting to changing marketplace conditions and evolving the narrative around the brand can help make customers, vendors, and employees feel included and, more importantly, connected with the brand.

Supply Chain Resiliency - Failures up and down the supply chain during the pandemic have laid bare persistent issues with the manufacture and movement of goods around the world. Though it shouldn't have come as a real surprise, the sudden and simultaneous shutdowns demonstrated in real time that the status quo would no longer suffice.

As retailers look to take action, it's important to understand that just as shifting priorities from the pandemic have changed employee expectations, they have also altered the way consumersshop. Where and when customers make their purchases are far less predictable these days. Consumers have become merchants in their own right, buying from a broad range of retail channels, curating and promoting their own array of products via their social media accounts, reselling used goods through digital platforms, and setting the terms for how purchases arrive on their doorsteps.

Retailers, therefore, should pivot toward transparency, sharing information more openly, completely, and with lead time, to help their partners upstream plan accordingly. In a nutshell, as one subject-matter specialist put it, "There can be no secrets anymore.Not sharing information is just detrimental to everyone.

Digital Revolution - In 2022, we expect the fusion of digital and physical experiences toaccelerate further. Retailers should make significant investments that not only meet the e-commerce needs of the present, but also those of the future.

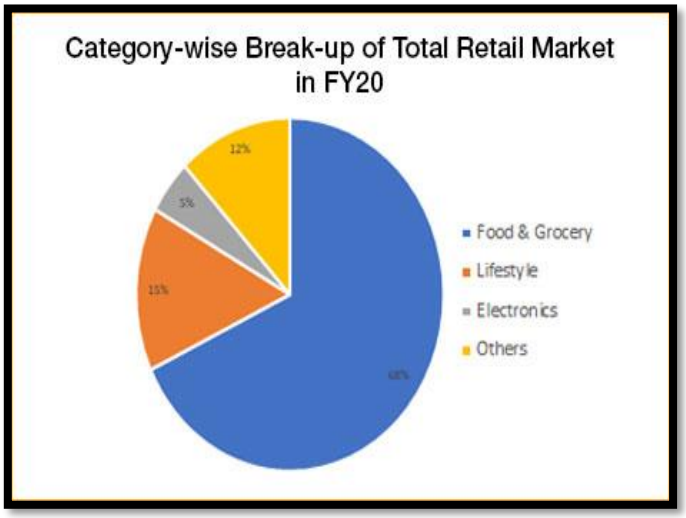
A key take away from the pandemic has been that consumers havereset their level of reliance on technology and digital platforms. Virtual work, school, and entertainment now fill homes with more gadgets and accessories. In addition, consumers tried and adopted new and innovative ways to shop. Even in our recent back-to-school and holiday studies, consumers indicated that though they feel more comfortable returning to stores, their preference for online channels remains higher than before the pandemic.

Leaders and laggards are mostly aligned on how they plan to investin 2022 around e-commerce, digital marketing, and automated checkout, but differ in their views and investments further out.

Over the next five years, leaders are buying into the prospects of digitization of the physical world, such as voice commerce, staff-free cashier-less stores, and selling of digital goods. It's interesting to notethat more laggards aren't expecting these trends to be adopted, given that the technologies have been discussed for years.

(Source:https://www2.deloitte.com/gr/en/pages/consumer-business/articles/2022-retail-industry-outlook--identifying-opportunities-for-the-.html)

Opportunities in Retail Industry



For nearly two years, predictions about the future of retail have seemed dire, and retail headlines for 2022 don't look much better: empty store shelves, over one million retail jobs unfilled, and surging inflation. But these headwinds have also yielded some positive results—retailers have been forced to reexamine their legacy systems and strategies that have shaped the industry for years.

For 2022, retailers should continue down the remediation path they began at the onset of the pandemic to realize long-term and lasting benefits. In fact, the next 12 months offer opportunities to restructure outmoded supply chains, right size inventory management, review pricing, recalibrate promotional cadences, and reinvent the physical store for the digital age. This will likely require entirely new ways of thinking and long-term commitments from retailers, but these efforts could forever shift the way retailers conduct business. That future begins today, by addressing near-term retail challenges with an eye to the future.

To realize long-term and lasting benefits, however, retailers should continue down the remediation path they began at the onset of the pandemic. In fact, 2022 offers opportunities to restructure outmoded supply chains, right size inventory management, review pricing, recalibrate promotional cadences, and reinvent the physical store. This will likely require major transformational thinking and long-term commitments from retailers, but these efforts could forever shift the way retailers conduct business.

That future begins today by addressing near-term retail challengeswith an eye to the future. Now is an ideal time to take stock of the market to better understand what traits separate those who embrace the reset—the leaders—from the rest of the pack. We asked 50 retail executives to share their views on where they see the industry in the next 12 months. The resulting data, combined with insights derived from client work and prior research, offers asnapshot of strategies and investment plans that help inform the future of the industry. For 2022, several priorities emerged that wediscuss in more detail below—namely workforce retention, supply chain resiliency, and digital investments.

Investments & Developments

The Retail sector in India has seen a lot of investments and developments in the recent past.

- India's retail trading sector attracted US$ 4.11 billion FDIs between April 2000-June 2022.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation stood at 6.77% YoY in October 2022.
- In November 2022, Aditya Birla Fashion and Retail Ltd. entered into a strategic partnership with the Galeries Lafayette to open luxury department stores and a dedicated e-commerce platform in India.
- In August 2022, Louis Philippe, India's leading premium menswear brand from Aditya Birla Fashion and Retail Ltd., announced the launch of its outlet in Vadodara, Gujarat.
- In August 2022, Wipro Consumer announced the launch of traditional snacks and spices as it forays into packaged foods.
- In July 2022, Reliance Brands Limited (rbl) partnered with Maison Valentino to bring to India the most established Italian Maison de Couture.
- In June 2022, Reliance Brands Limited inks a JV with plastic legno spa to strengthen toy manufacturing ecosystem in India
- In June 2022, Aditya Birla Group formally launches TMRW – a Digital First 'House of Brands' venture in the Fashion & Lifestyle space
- In May 2022, Reliance brands limited (rbl) partnered with Tod's S.p.A, the iconic Italian luxury brand to become the official retailer of the brand across all categories including footwear, handbags and accessories in the Indian market.

- In April 2022, Wipro Consumer Care inaugurated its factory in Telangana. It has invested in a state-of-the-art soap finishing line that runs on highest speed of 700 Nos of soap /minute.
- In FY 2021-22 (till 20th March 2022) total number of digital payment transactions volume stood at Rs. 8,193 crore (US$ 1.05 billion).
- In October 2022, UPI transactions were valued at Rs. 12.11 lakh crore (US$ 148.32 billion).
- In March 2022, Reliance Brands has bought the India franchisee rights and the current Sunglass Hut retail network from DLF Brands.
- Retail tech companies supporting the retail sector with services such as digital ledgers, inventory management, payments solutions, and tools for logistics and fulfillment are taking off in India. In the first nine months of 2021, investors pumped in US$ 843 million into 200 small and mid-sized retail technology companies, which is an additional 260% of capital compared to the entire 2020.
- In November 2021, Department for Promotion of Industry and Internal Trade announced that it is working on a regulatory compliance portal to minimize burdensome compliance processes between industries and the government.
- In October 2021, retailers in India increased by 14% compared with last year.

With the rising need for consumer goods in different sectors including consumer electronics and home appliances, many companies have invested in the Indian retail space in the past few months.

Government Initiatives

The Government of India has taken various initiatives to improve the retail industry in India. Some of them are listed below:

- In April 2022, the government approved PLI scheme for textiles products for enhancing India's manufacturing capabilities and enhancing exports with an approved financial outlay of Rs. 10,683 crore (US$ 1.37 billion) over a five-year period.
- In October 2021, the RBI announced plans for a new framework for retail digital payments in offline mode to accelerate digital payment adoption in the country.
- In July 2021, the Andhra Pradesh government announced retail parks policy 2021-26, anticipating targeted retail investment of Rs. 5,000 crore (US$ 674.89 million) in the next five years.
- Government may change Foreign Direct Investment (FDI) rules in food processing in a bid to permit E-commerce companies and foreign retailers to sell Made in India consumer products.
- Government of India has allowed 100% FDI in online retail of goods and services through the automatic route, thereby providing clarity on the existing businesses of E-commerce companies operating in India.
- The Minister of MSME announced inclusion of retail and wholesale trades as MSMEs. Retail and wholesale trade will now get the benefit of priority sector lending under the RBI guidelines.

Road Ahead

Retailers face significant challenges that will likely last beyond thepandemic, but there are also unexpected opportunities that canhelp them prepare for future disruptions. Retailers must figure out how to reset—as employers, at meeting consumer needs, and by being better corporate citizens—to compete in the next era of retail. Retailers should embrace the current disruption andcommit to pivot toward the future.

The COVID-19 pandemic has caused changes in consumer preferences, habits, and attitudes over the past two years. This has a significant impact on how people buy and consume goods and services. Global retailers are now using cutting-edge business strategies to take advantage of new retail opportunities. Consumers no longer distinguish between offline and online consumption channels. Due to this, major companies are experimenting with different ways to design seamless retail experiences that are integrated across all channels. By utilising both established e-commerce platforms and traditional techniques, retailers are also experimenting with revenue models to improve their customer value offer.

E-commerce is expanding steadily in the country. Customers have the ever-increasing choice of products at the lowest rates. E-commerce is probably creating the biggest revolution in retail industry, and this trend is likely to continue in the years to come. Retailers should leverage digital retail channels (E-commerce), which would enable them to spend less money on real estate while reaching out to more customers in tier II and tier III cities. Online retail market in

India is projected to reach US$ 350 billion by 2030 from an estimated US$ 55 billion in 2021, due to rising online shoppers in the country. Online penetration of retail is expected to reach 10.7% by 2024 versus 4.7% in 2019. Nevertheless, long-term outlook for the industry looks positive, supported by rising income, favourable demographics, entry of foreign players, and increasing urbanisation.

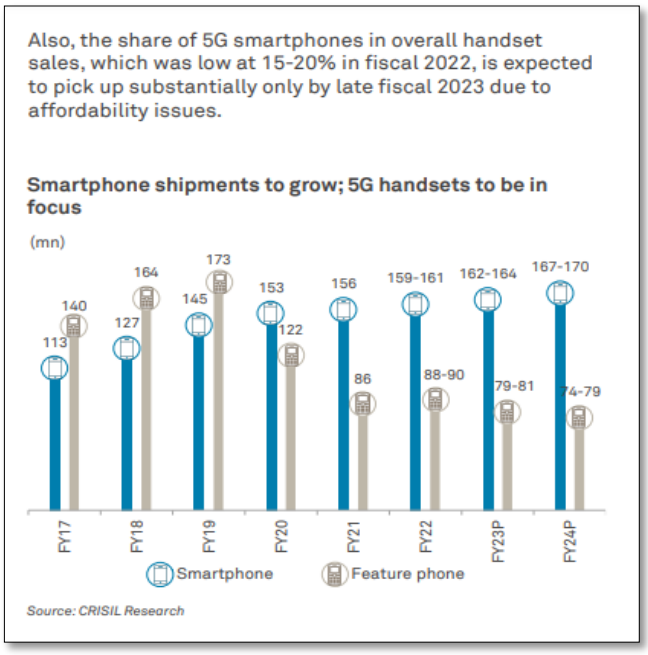
(Source: https://www.ibef.org/industry/retail-india)

Smartphone Market Trends

Production of mobile phones in India has taken a leap after the government introduced the Phased Manufacturing Programme (PMP) and the Production Linked Incentive (PLI) scheme, reducing the country's imports and dependency on China. After logging a 33% compound annual growth rate (CAGR) between fiscals 2016 and 2021, domestic mobile production is estimated to have grown 24-26% in fiscal 2022. Despite the ongoing chip shortage, three of the global manufacturers met PLI production targets during the fiscal. CRISIL Research expects the growth momentum in production to sustain, with a 22-26% CAGR between fiscals 2022 and 2024 to Rs 4.0-4.5 lakh crore in value terms. The growth will be led by the PLI scheme, which is in the second year for most players. As a corollary, the country's mobile imports decreased ~33% on-year in fiscal 2022. Dependency on China reduced to 60% from 64% in fiscal 2021, and is expected to fall further in the medium term. However, with rising production, imports of electronic components essential for mobile assembling/manufacturing also increased 27% on-year.

Increasing sales through online Channels: With COVID-19-induced lockdowns, sale of smartphones through online channels increased in 2020. According to IDC, online channels grew 12% YoY and contributed 48% to the total sales in 2020. However, during the festive season (Diwali), footfalls in physical stores picked up and offline channels clocked a 5% YoY growth in the fourth quarter of 2020.

The trend of increasing online sale is expected to continue every year from 2022, driven by improved digital infrastructure, surging internet usage and rising acceptance of e-commerce.



Increased usage of smartphones: Following the government curbs on social distancing and lockdown, there was a 39% rise in the average time spent by an Indian user on a smartphone. As per a report by App Annie, India stood third (4.6 hours a day) on the list of average time spent by an average user on smartphones, with Indonesia (5.2 hours a day) and Brazil (4.8 hours a day) taking the top two spots worldwide.

The top apps accessed in India were Zerodha (financial services), WhatsApp (communication) and Instagram (social media). Demand for 5G phones to grow multi- fold: 5G smartphones accounted for <3% of the overall market in 2020. Even without the 5G network roll-out, India has already become one of the top markets for shipment of 5G smartphones. As 5G continues to be one of the top desired features in a smartphone, total shipments of 5G smartphones in India is estimated between 32 million and 40 million units in 2021. The cheapest 5G smartphone available in the Indian market is priced at Rs. 15,000–16,000 (US$ 200–220). Cheaper chipsets and competition among device manufacturers are expected to further drive down the prices.

(Source: https://www.ibef.org/blogs/indian-smartphone-market-to-reach-a-record-173-million-units-in-2021)

India's growing role in mobile phone manufacturing and exports

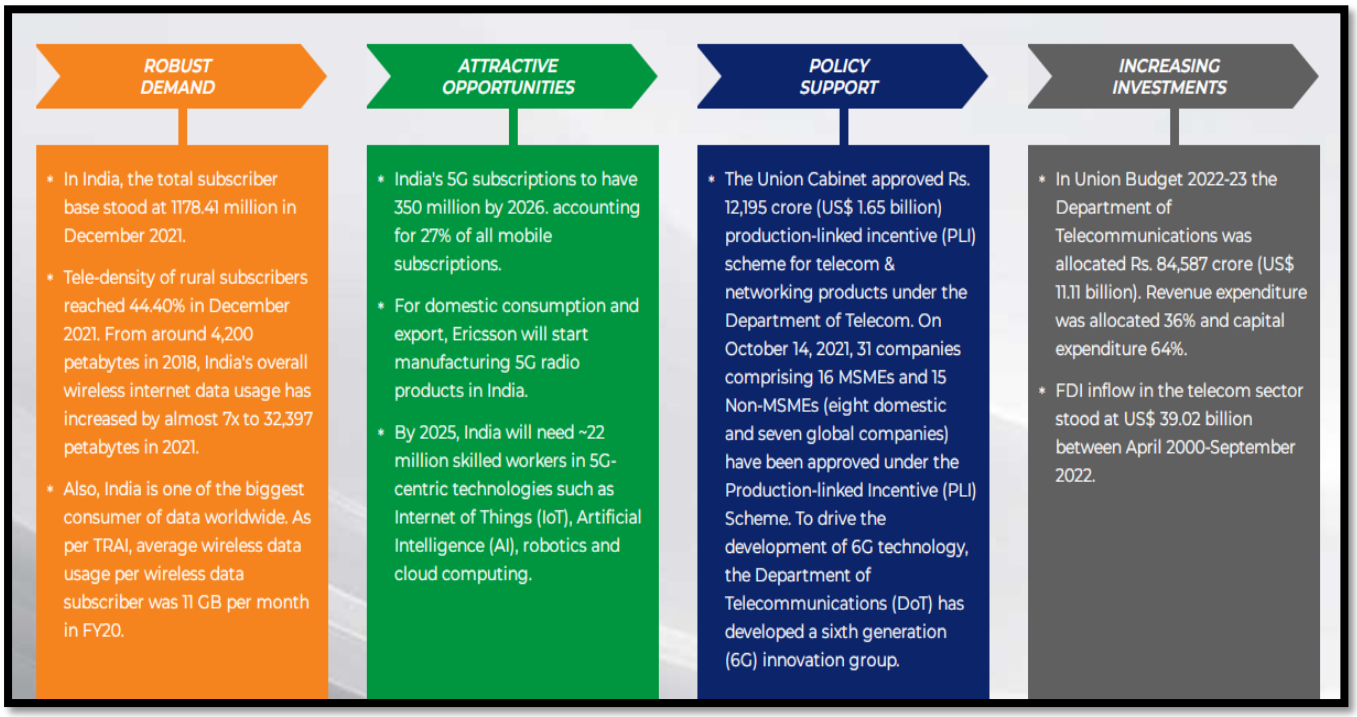
Mobile Phones is the largest consumer device category globally, both in terms of unit shipment and value. It is the most ubiquitous devices in our lives with highest per capita penetration of any device. Not surprisingly, mobile phones are also the highest imported electronic goods in the world.

India has the potential to become one of the largest exporter of mobile phones in the world. Export value of mobile phones in India are likely to rise leading to a surge in demand. Moreover, the demand for smartphones is estimated to surge manifold by 2025 resulting in an increase in domestic production due to the PLI scheme and favourable government initiatives, which are likely to brand India as a competitive land for electronics manufacturing. Creating domestic winners in the electronics manufacturing segment will flare the "Vocal for Local" movement while scaling global operations. Under the Digital India and Make in India initiatives, India witnessed an unprecedented rise in electronics manufacturing in the past few years. The COVID-19 pandemic fuelled the intensity of digitisation in the world. The NEP will position India as a global hub by focusing on scale and size and marketing exports and boosting domestic value addition by building and supporting an environment for the industry to compete globally.

Globally recognised companies such as Foxconn, Samsung, Hon Hai, Rising Star, Pegatron and Wistron view India as a potential market to expand their smartphone manufacturing capabilities. Foxconn, Wistron, Pegatron and Samsung have inked the PLI scheme with the government to make India a global electronics hub. Furthermore, Foxconn, Wistron and Pegatron submitted applications for a US$ 6.65 billion scheme to enhance local smartphone production. According to the proposal, Lava, Samsung, iPhone's contract manufacturers and Dixon target to manufacture components and mobile devices worth more than Rs. 11 trillion (US$ 137.9 billion) in the next five years. Apple and Samsung cover approximately 60% of the global handset market in high- to medium-price segments. Such companies will support India's mobile phone export growth with their robust presence and impeccable market share. The PLI scheme is believed to have the potential to add US$ 520 billion in the next five years, thereby making the electronics manufacturing sector a game changer for the Indian economy. The government has constantly been working with the industry to enhance the value of marketing India's exports to improve India's global position as a reliable supplier. Active measures have been taken to align with the global value chain.

***(Source:** [https://www.ibef.org/blogs/india-s-smartphone-exports)](https://www.ibef.org/blogs/india-s-smartphone-exports)*

Advantages in Smartphone Industry



(Source: https://www.ibef.org/industry/telecommunications)

Advantanges in retail industry

1. Robust Demand

- According to the Retailers Association of India (RAI), the retail industry achieved 96% of pre-COVID-19 sales in September 2021, driven by the rising demand from consumers.
- Increasing purchasing power has led to growing demand.

2. Innovation in financing

- Collective efforts of financial houses and banks with retailers are enabling consumers to go for durable products with easy credit.

3. Policy Support

- In April 2022, the government approved PLI scheme for textiles products for enhancing India's manufacturing capabilities and enhancing exports with an approved financial outlay of Rs. 10,683 crore (US$ 1.37 billion) over a five-year period.
- ~51% FDI in multi-brand retail.
- 100% FDI in single-brand retail under the automatic route.
- In November 2021, DPIIT* announced that it is working on a regulatory compliance portal to minimise burdensome compliance processes between industries and the government.

4. Increasing Investment

- Foreign retailers entering the Indian market.
- India's retail trading sector attracted US$ 4.11 billion FDIs between April 2000-June 2022.

(Source: https://www.ibef.org/download/1673948517_Retail-November-2022.pdf)

Growth Opportunities

India's smartphone market is all set to bounce back after the COVID-19 pandemic, which is expected to be under control with rising vaccinations. With just a minor dip in 2020, market resilience during the pandemic is testimony to the potential of the Indian smartphones industry. As per the NPE 2019, domestic smartphones market is estimated to reach US$ 80 billion by 2025-26, from US$ 25.1 billion in 2018-19.

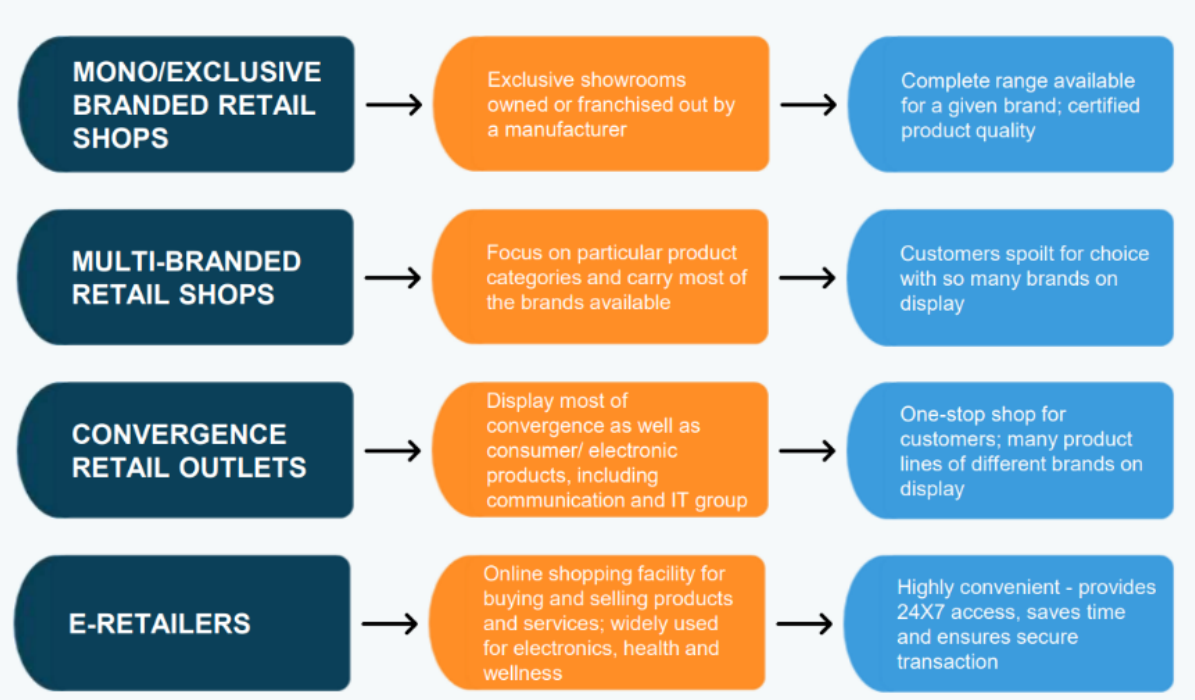
With ~320 million feature phone users, the market presents a huge opportunity. With Reliance Jio set to launch a low-cost smartphone, migration of more and more feature phones to entry-level smartphones is inevitable. If the low-cost phone is a success, the Indian smartphone market will enter a hyper growth phase.

The other growth trigger could be 5G, which is touted as the next battleground for phone manufacturers as well as telecom service providers in India. With flat sales for the past couple years, the Indian market, with a large untapped millennial population, presents an attractive opportunity for industry players.

With smartphone penetration levels in India being lower than that in China and the US, the market is hot for more investments with supporting government policies.

(Source:https://www.ibef.org/blogs/indian-smartphone-market-to-reach-a-record-173-million-units-in-2021)

Retail formats in India



(Source: https://www.ibef.org/download/1673948517_Retail-November-2022.pdf)

Sales Growth

The Indian smartphone industry is estimated to ship 190-200 million units by 2022, with more 5G gadgets competing for consumers' attention.

According to Counterpoint Research Analyst Shilpi Jain, the Indian smartphone market has been on a steady upward trajectory for the past five years, reaching 158 million units in 2019. Anand Priya Singh, CyberMedia Research (CMR) Analyst - Industry Intelligence Group, smartphone shipments increased by 11% year on year, from 150 million in 2020 to 167-168 million in 2021predicted that smartphone shipments will hover around 187-190 million in 2022, with 5G device shipments increasing by 129% year-on-year from 28 million in 2021 to about 64 million in 2022.

While 5G networks are not yet accessible, industry observers say 5G devices are in high demand, with consumers ranking 5G as one of their top three priorities when shopping for a smartphone. Madhav Sheth, the CEO of Realme India, claimed that 5G technology and gadgets have been a hot topic since 2019, with smartphone makers releasing 5G smartphones in early 2020. "Given that 5G trials are scheduled for 2022, and spectrum auctions are likely to happen in H2 2022, we expect a higher demand for 5G devices in the upcoming year," he added.

The government authorised a Rs 76,000 crore (US$ 10.2 billion) initiative in December to expand semiconductor and display manufacturing in India, in an effort to establish the country as a worldwide hub for hi-tech production and attract large chip companies. The action will help India achieve its goal of being self-sufficient in electronics manufacturing by attracting significant investments and creating 35,000 specialised jobs, in addition to one lakh indirect jobs.

Other areas, such as smart TVs and TWS (earbuds), have seen significant growth as a result of the devices' rising affordability. Smart TVs account for about 85% of the overall TV market, according to the research organisation, and this percentage is expected to grow.

Competitive landscape in Indian retail sector

1. Departmental stores

- Pantaloon has 342 stores in 78 towns/cities
- Westside operates 169 stores across 88 cities
- Shoppers Stop has 83 stores & Lifestyle operates across 40 stores in India
- Reliance Retails operates 670 fashion concept stores across 350 cities in India

2. Hypermarkets

- Big Bazar, Spencer Easy day and Reliance are some major players present in the market
- Aditya Birla Retail (More Hypermarket) - 20 stores ▪ Trent has 10 stores under retail chain Star
- Big Bazaar operates 295 stores
- Spencer Hyper has 37 stores across the country

3. Supermarkets/ convenience stores

- Aditya Birla Retail- More Supermarket (645 stores)
- Spencer's Daily (120 stores)
- Reliance Fresh (621 stores)
- REI 6Ten (350 stores)
- HyperCITY (20 stores)
- Dmart (234)

4. Specialty stores

- Titan Industries is a large player, with 496 World of Titan, 262 Tanishq and 509 Titan Eye+ shops
- Vijay Sales, Croma and E-Zone in consumer electronics
- Landmark and Crossword in books and gifts segment

5. Cash and carry stores

- Metro started the cash and carry model in India -operates 27 stores across Mumbai, Kolkata, Delhi, Punjab, Hyderabad and Bengaluru
- Reliance Retail operates 52 cash and carry stores called 'Reliance Market', as of FY20

(Source: https://www.ibef.org/download/1673948517_Retail-November-2022.pdf)

Factors Driving Smartphone Sales

The constant need to stay connected has made smartphones the most popular device not just in India, but worldwide. Communication on-the-go has become a norm for people, especially for people in urban areas with busy lifestyles.

With rising disposable income levels and easy financing options (such as EMI), owning a smartphone is no longer a luxury. This is a reality for a young country, such as India, with a large working population. In addition, fierce competition among handset manufacturers and technological innovations keeps driving down the prices of smartphones, boosting affordability and sales growth.

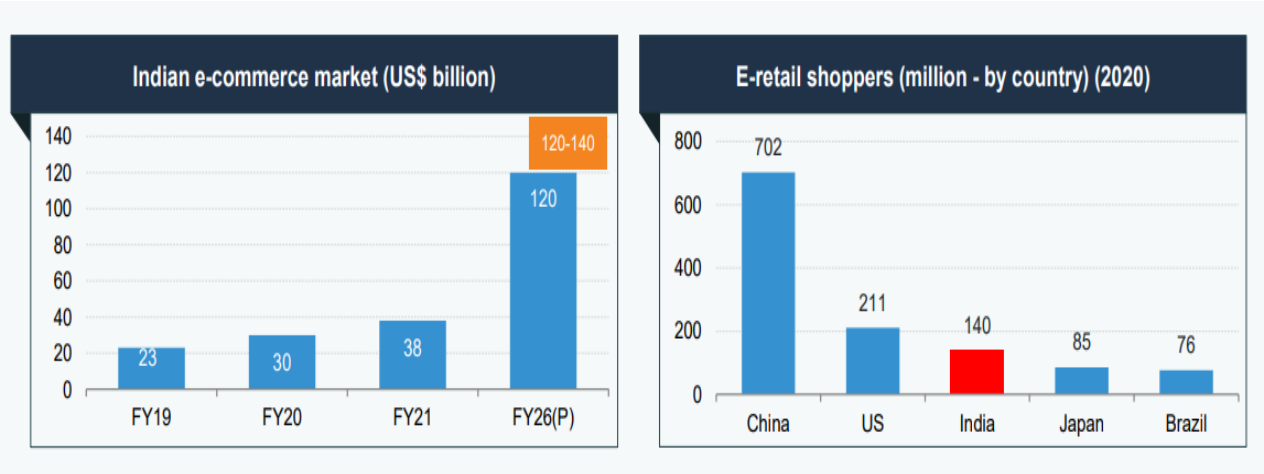
With faster internet speed, consumption of online entertainment has skyrocketed. YouTube, Netflix, Amazon Prime, and many others offer a host of entertainment options, which can be easily accessed through smartphones. Not just entertainment, in a post COVID-19 era, smartphones are being extensively used for online education and online shopping. Also, the 'Digital India' initiatives by the Indian government are paving the way for various mobile apps and services. This will further spur usage and popularity of smartphones among Indians

(Source:https://www.ibef.org/news/smartphone-industry-set-for-smart-growth-in-new-year-shipments-likely-to-touch-190200-mln
https://www.ibef.org/blogs/indian-smartphone-market-to-reach-a-record-173-million-units-in-2021)

Organised retail in nascent stage

1. In FY19, traditional retail, organised retail and E-commerce segments accounted for 88%, 9% and 3% of the market, respectively.
2. The organised retail market in India is growing at a CAGR of 20-25% per year.
3. The unorganised retail sector in India has a huge untapped potential for adopting digital mode of payments as 63% of the retailers are interested in using digital payments like mobile and card payments.
4. Many fintech companies are competing for their presence in local stores. In May 2020, Paytm announced a US$ 1 billion loyalty programme and launched online ledger services for kirana stores in India. Other fintech companies such as PayNearby, Phonepe, BharatPe and Mswipe introduced different services for small shop owners, enabling better digital payments and delivery options at these stores.
5. For example, Amazon partnered with local stores to provide a platform for many small shops and merchants on its Amazon marketplace. While, Walmart has its own network of 28 'best-priced' stores serving local stores across the country.
6. In October 2021, Flipkart announced plan to connect 5,000+ offline brand stores from >300 cities across the country on its platform to accelerate digital adoption for small retailers.

Rising prominence of online retail



1. E-retail has been a boon during the pandemic and according to a report by Bain & Company, in association with Flipkart, 'How India Shops Online 2021', the e-retail market is expected to reach US$ 120-140 billion by FY26, increasing at ~25-30% annually over the next five years.
2.
3. India has the third-highest number of e-retail shoppers (only behind China, the US). As per the RedSeer report, India is set to become the thirdlargest online retail market by 2030 after the US and China with an annual Gross Merchandise value (GMV) of ~US$ 350 billion. The new-age logistics players are expected to deliver 2.5 billion Direct-to-Consumer (D2C) shipments by 2030. Online used car transaction penetration is expected to grow by 9x in the next 10 years.
4. The Government plans to allow 100% FDI in E-commerce under the arrangement that the products sold must be manufactured in India to gain from the liberalised regime.
5. Online retailers now deliver to 15,000-20,000 pin codes out of nearly 100,000 pin codes in the country. ▪ During the festival period in 2020, Amazon, Flipkart and various vertical players sold goods worth US$ 9 billion despite the pandemic onslaught.
6. In April 2020, Amazon India announced to invest Rs.10 crore (US$ 1.3 billion) to strengthen its pilot 'Local Shop on Amazon' programme, which added >5,000 local shops and retailers on the platform from >100 cities.

(Source:** https://www.ibef.org/download/1673948517_Retail-November-2022.pdf**)

Shipments of Smartphone among Companies

Xiaomi continued to lead but was the only vendor amongst the top ten with declining shipments (-28%) YoY in 2Q22. It faced supply constraints through 1H22, especially in the sub-US$200 segment. But 2Q22 was the launch quarter of its Redmi 10 series, which together with Redmi 9A Sport and Redmi Note 11, accounted for 35% of its shipments. Xiaomi dropped to the third slot within the 5G segment, which contributed 25% of its overall shipments.
Realme climbed to the second slot for a second time, with a strong YoY growth of 24% (highest among top five vendors) in 2Q22. It cemented its second position in the online channel with 23% share with affordable model offerings in the C-series. With two-thirds of its portfolio on UNISOC chipsets, realme ensured strong supplies in the entry-level price segment.

India Smartphone Market, Top 5 Companies, Shipments in Millions, Market Share, Year-over-Year Growth, 2Q22 (Preliminary)

Company	2Q22 Shipment Volumes	2Q22 Market Share	2Q21 Shipment Volumes	2Q21 Market Share	Year-Over-Year Unit Change (2Q22 over 2Q21)
Xiaomi	7.1	20.4%	9.8	29.2%	-28.2%
realme	6.1	17.5%	4.9	14.5%	23.7%
vivo	5.9	16.9%	5.0	14.8%	17.4%
Samsung	5.7	16.3%	5.5	16.3%	2.7%
OPPO	4.0	11.5%	3.9	11.6%	2.3%
Others	6.1	17.5%	4.6	13.6%	32.1%
Total	**34.7**	**100.0%**	**33.8**	**100.0%**	**2.9%**

Source: IDC Worldwide Quarterly Mobile Phone Tracker, Aug 2022

Vivo climbed to the third slot, growing by 17% YoY. It continued to lead the offline channel with 24% share. vivo was the second largest 5G smartphone player in the Indian market with 33% of its smartphones as 5G. Expansion in the online channel through its T-series and new launches in the sub-brand iQOO led to a surge in its online share.
Samsung dropped to the fourth slot, registering a weak 2Q22 with a growth of 3% YoY. Despite a refreshed portfolio, demand remained low, while ASPs climbed to US$250 (highest amongst the top five vendors). It continued to lead in the 5G segment with 46% of its shipments as 5G smartphones.

OPPO, in the fifth slot, witnessed a meagre growth of 2%. It focused on the mid-premium segment with launch of the F21 Pro and expanded in the online channel with the K-series. However, the supply constraints persisted in the affordable segment

Government Initiatives

The central government has taken various steps to increase the domestic production and export of electronic devices, positioning India as a global market for mobile phones. Frameworks under the Department of Commerce are being examined to eliminate outdated provisions and redundancies. The government is pursuing multiple bilateral trade agreements, and it is committed to branding each district in India as an export hub through programmes such as One District One Product. In addition, the government has cushioned exporters through numerous exported-oriented

schemes. Decriminalisation and rationalisation would reduce the compliance burden and expand the ease of doing business. Some of the crucial government initiatives are listed below:

- National Policy for Electronics (NEP): The NEP was launched by the Ministry of Electronics and Information Technology. NEP envisions positioning India as a global electronics hub for electronics design and manufacturing by driving and enhancing domestic capabilities in the country for manufacturing goods and facilitating an environment for the industry to prevail worldwide.
- Production Linked Incentive (PLI) Scheme for Large Scale Electronics Manufacturing: PLI was launched in 2020, aiming to provide incentives ranging from 4% to 6% to qualified companies on incremental sales of mobile phones and other electronic devices for a period of five years. Companies under the PLI scheme are expected to export 60% of the total production in the next five years. Furthermore, the scheme is likely to generate direct employment opportunities for 0.2 million people, while indirect employment is also expected to surge phenomenally. The scheme will substantially enhance India's manufacturing capabilities and help develop robust economies of scale.
- Phased Manufacturing Programme (PMP): The scheme will enhance the value of India's mobile phone production and sub-assemblies. As a result, the country is luring investments in this sector. Also, substantial manufacturing capabilities have been established in the country. The production of mobile phones has been swiftly moving to a completely knocked down level from a semi-knocked down level, thereby gradually boosting the domestic value addition.
- Rationalising the tariff structure: For marketing the domestic production of electronic goods, including cellular mobile phones, televisions, and set-top boxes, rationalising the tariff structure will help in boosting domestic capabilities by reducing imports.
- Foreign Direct Investment (FDI): The government permitted 100% FDI under the automatic route for manufacturing electronic devices (excluding countries sharing land borders with India) according to the applicable laws, rules and regulations.

Some Initiatives taken by Private companies -

Vivo: Apart from committing to invest ~Rs. 7,500 crores (~US$ 1 billion) for manufacturing mobiles phones in India in 2019, the company further aligned with the 'Make in India' initiative by revamping its logo and adding a new 'Make in India' design to be printed on the boxes of phones for sale in India.

Tata Group: Plans to invest ~Rs. 11,000 crores (~US$ 1.5 billion) for a new mobile phone and component manufacturing plant in Tamil Nadu to take advantage of the govt.'s PLI scheme.

Samsung: The company announced plans to invest ~Rs. 3.7 lakh crore (~US$ 50 billion) in India over the next five years to manufacture phones. It plans to produce phones worth Rs. 2.2 lakh crore (~US$ 30 billion), priced above Rs. 15,000 (~US$ 200), under the PLI scheme.

(Source:https://www.ibef.org/blogs/indian-smartphone-market-to-reach-a-record-173-million-units-in-2021

Future Outlook of Retail Smarphone Market

Smartphones have been taking the world by storm. Look at the mobile phone advertisements and you will know what we are talking about. While earlier mobile phone advertisements talked only about the product, these days they paint a picture of society. Younger people taunting technologically-challenged older people for not using smartphones, People finding directions on Google Maps instead of asking people…that is how powerful smartphones are today. They have changed the face of society and given a new definition to social status.

This situation is even more widespread in India, which is the fastest-growing smartphone market in the world. India reportedly accounts for nearly 30 million smartphone purchases every quarter, and this percentage keeps increasing several times a year. According to IDC and the Ericsson Mobility Report, mobile subscriptions in India are expected to rise to 1.4 billion by 2021.

That isn't all. India is also the second-largest telecommunications market in the world (after China), with over 1.05 billion subscribers. The mobile phone market in India has grown exponentially in the past decade, and with the

emergence of smartphones, the growth has increased substantially. The Indian economy is also affected by smartphone sales, with the smartphone market accounting for a significant portion of the GDP. India is also the fourth largest economy in terms of usage of mobile applications.

The strong and rapid growth of the smartphone market has been made possible by several liberal policies of the Indian government, along with huge consumer demand. The telecom industry today is among the top five employment opportunity generators in India, creating over four million direct and indirect jobs over the next few years, according to data released by Randstad India. Increase in smartphone sales and internet usage along with the government's efforts to increase the penetration of technology in rural regions have made this possible. The IDC also predicts India to overtake the US smartphone market in a few years time.

The growth of the online market has also strongly affected the smartphone industry. The greatest example is Chinese handset maker Xiaomi, an online brand whose shipments to India grew by 290 per cent in the third quarter of 2017. While Samsung shipped 9.4 million units, Xiaomi shipped 9.2 million, reducing the gap between the market shares of the two brandsThe primary reason for the success of Xiaomi is the low-end phones packed with incredible features. Indian customers always look for a good bargain, so the same features that Samsung offers at the 20,000 – 30,000 range are offered by Xiaomi at the sub-15,000 segment.

Where online brands are concerned, customers are always in for huge discounts and deals. There are festive offers, inaugural offers, end-of-season sale, and low-cost EMIs that enable even the lower middle class to own a smartphone. Services necessary services have rolled out smartphone apps, driving people to learn more about the technology in order to be able to use certain services. The convenience offered by app cabs and food delivery apps are also major drivers among the educated middle class for getting smartphones.

While there are more takers for the budget smartphones, big brands like Apple isn't too far behind either. Apple has witnessed a slowdown in global sales of the iPhone since the past year, and this has led CEO Tim Cook to focus on India, where it has less than 1 per cent of market share. Even though it's a tough market for Apple, with local and Chinese brands galore, India certainly forms an important market for the brand. Apple has begun local production in India in early 2017, and saw 900,000 iPhone shipments in the third quarter.

With 4G services entering the Indian market, smartphone sales are expected to be at an all-time high. By 2025, India will have 700 million internet users, with the telecom market touching Rs. 10 trillion. The India government has been playing a vital role in making the country tech-savvy. Some of the policies planed by the government include providing WiFi to 550,000 villages by March 2019 and setting up a 5G India 2020 Forum for the early deployment of 5G in India.

(Source:https://www.ibef.org/blogs/current-standing-and-growth-potential-of-india-s-handset-market)

Growth Drivers for retail in India

1. Consumer preference

    - India's per capita GDP increased to Rs. 143,048 (US$ 1,982.65) in FY19 from Rs. 129,901 (US$ 1,800.43) FY18.
    - Indian consumers are now shifting more towards premium brands.

2. Increase in digital payment methods in retail

    - In FY 2021-22 (till 20 March 2022) total number of digital payment transactions volume stood at Rs. 8,193 crore (US$ 1.05 billion).
    - In October 2022, UPI transactions were valued at Rs. 12.11 lakh crore (US$ 148.32 billion).

3. Consumer finance opportunity

    - According to India Ratings and Research, domestic organised food and grocery retailers are expected to increase by 10% YoY in FY22, with organised retailers and ecommerce likely to benefit from the ongoing

demand for essentials.

4. FDI approval

- Department for Promotion of Industry and Internal Trade (DPIIT) approved three foreign direct investments (FDI), Mountain Trail Food, Kohler India Corporation, and Merlin Entertainments India in single-brand retail.
- DPIIT has approved two FDI proposals worth more than Rs. 400 crore (US$ 62.45 million) within the retail sector.

5. Hybrid retail model

- In December 2020, Flipkart's independent value-driven platform '2GUD' launched '2GUD Local', which is aimed at extending the benefits of ecommerce to traditional retail businesses

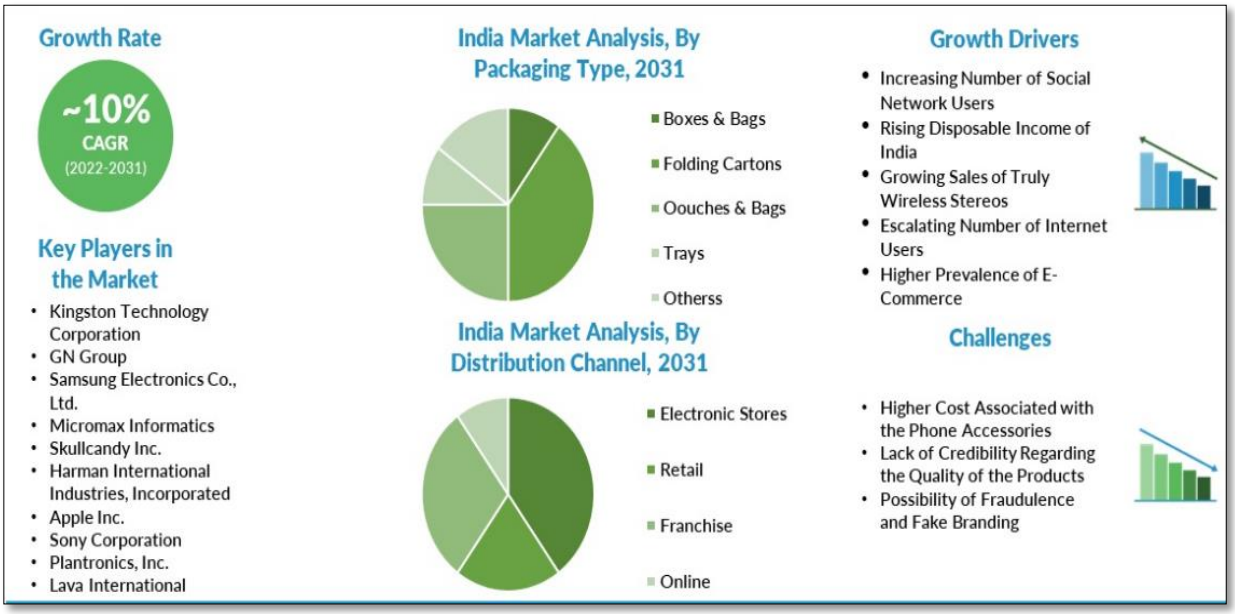
6. Investment

- According to a report by PGA Labs and Knowledge Capital, investors had put in US$ 1.4 billion into D2C companies between 2014 and 2020. The sector recorded an investment of ~US$ 417 million in 2020.
- In July 2021, the Andhra Pradesh government announced retail parks policy 2021-26, anticipating targeted retail investment of Rs. 5,000 crore (US$ 674.89 million) in the next five years.
- In July 2021, Goat Brand Labs, a platform for D2C brands, raised US$ 36 million and Lenskart raised US$ 315 million from foreign investors.
- In December 2020, Singapore's sovereign wealth fund, GIC Pte Ltd. and ESR Cayman Ltd. formed a JV to purchase industrial and logistics assets worth US$ 750 million in India.

(Source: https://www.ibef.org/download/1673948517_Retail-November-2022.pdf)

Smartphone Accessories Market Overview

India mobile phone accessories market is estimated to garner robust revenue by the end of 2031 by growing at a CAGR of ~10% over the forecast period, i.e., 2022 – 2031. Further, the market generated remarkable revenue in the year 2021. The growth of the market can primarily be attributed to the exponential increase in the number of mobile phone users. For instance, in 2020, the number of mobile phone users in India was projected to be approximately 745 million.



Mobile accessories are any sort of hardware that is not installed in the body of a mobile phone referred to as mobile phone accessories. These accessories are generally purchased for the safety and to consume full advantages of mobile phones. Mobile phone accessories are capable of increasing the convenience, effectiveness, and beauty of mobile phones. India mobile phone accessories market trends such as, increasing urban population and higher adoption of e-commerce are anticipated to influence the growth of the market positively during the forecast period. For instance, the number estimated for the Indian urban population was nearly 4000 million in 2021. In urban areas, people are more inclined to buy such accessories since they are easily available.

Conclusion

Demographic settings (backed by technology rollouts and supportive govt. policies) make sure that the demand from domestic market is a huge opportunity for global players. However, the domestic market is expected to saturate by 2025—going much beyond the estimated 173 million shipments of 2021 and expanding 3x more than the 2018 level. Hence, growth needs to be driven by export-oriented production.
After the US-China tariff war and COVID-19 pandemic, companies such as Foxconn, Wistron and Pegatron are looking to rejig their global supply chains and reduce dependence on China. Vietnam, Cambodia, Thailand and even Bangladesh offer potential alternatives for such companies. However, the razor-sharp focus of the Indian government to build digital infrastructure, outline policies and transform India into a global manufacturing hub is only proof that the country is getting ready to welcome some of these manufacturing giants.

(Source:https://www.ibef.org/blogs/indian-smartphone-market-to-reach-a-record-173-million-units-in-2021)

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BUSINESS OVERVIEW

*This section should be read in conjunction with, and is qualified in its entirety by, the detailed information about our Company and its financial statements, including the notes thereto, in the section titled '**Risk Factors**', **'Financial Statement**' and the chapter titled '**Management Discussion and Analysis of Financial Condition and Results of Operations**' beginning on page no. 21, 145 and 145 respectively, of this Draft Prospectus.*

Unless otherwise stated or the context otherwise requires, in relation to business operations, in this section of this Draft Prospectus, all references to "we", "us", "our" and "our Company" are to **CELL POINT (INDIA) LIMITED.**

Our Company was originally incorporated as Cell Point (India) Private Limited on April 10, 2013 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Andhra Pradesh. Subsequently, the name of the company was changed from "as Cell Point (India) Private Limited" to "Cell Point (India) Limited" under The Companies Act, 2013 pursuant to a special resolution passed by our shareholders at the EGM held on October 31, 2022 and had obtained fresh certificate of incorporation dated November 25, 2022 issued by the Registrar of Companies, Vijayawada. The CIN of the Comp any is U74900MH2009PLC190361.

Our Promoters- namely, Mr. Mohan Prasad Panday and Mr. Bala Balaji Panday started as single small mobile retailers in Vizag, Vishakhapatnam, Andhra Pradesh in the year 2001. In order to stay ahead of the competition in the mobile retail business, our Promoters incorporated a company under the name of "Cell Point (India) Private Limited" in the year 2013 wherein they took over the running businesses of Proprietary Concerns of the Promoters namely, M/s. Cell Point and M/s. Mobile King as a going concern with all of their respective assets and liabilities and at present under the Brand names of Cell Point and Mobile King- "All your mobile needs, the only one point is Cell Point" and continued to offer wide range of mobile handsets, mobile accessories and mobile related products.

Our Company is engaged in multi-brand retail selling of Smart Phones, tablets, mobile accessories and mobile related products and allied accessories of various brands such as Apple, Samsung, Oppo, Realme, Nokia, Vivo, Xiaomi, Nokia, Redmi, Techno, One Plus, GIONEE, VIVO etc. We are also engaged in retail selling of some of the consumer durable electronics goods, specifically, smart televisions of various brands such as Xiaomi, Realme and One Plus. All our products sold under one roof through our 75 retail store chain located all over the Andhra Pradesh.

Our Company also provides payment option such as credit/EMI facilities including UPI, vouchers, & pay on delivery to its customers for buying our products for which our company has tied up with major leading credit houses like Bajaj Finserv, Capital First, TVS Credit finance etc. The products sold by the Company enjoy limited warranty from its supplier company as back to back. Generally, in case of defect the company gets free replacement or services from supplier Company.

Guidance and foresight of our promoters, Mr. Mohan Prasad Panday and Mr. Bala Balaji Panday are the driving force behind the growth achieved by the company. Their knowledge and experience has allowed us to form a base of trust and Integrity which has become our brand identity namely with motto of "Cell Point is only one point for all your mobile needs". Being diligent, meticulous and persistent Entrepreneurs, their ideologies have evolved work culture that nourishes calculated risk-taking and operational excellence, resulting in a robust and hardworking team, which is the core strength of our Company. This has helped us increase our top line and bottom line year on year on year basis. Our Company has shown robust growth during the last three financial years and for the period ended September 30, 2022. The financial performance of the company for last three years and for the stub period as per restated statement is given below:

(Rs. in Lakhs)

Particulars	30-09-2022	31-03-2022	31-03-2021	31-03-2020
Share Capital	113.76	113.76	113.76	113.76
Net Worth	1619.33	1294.81	1122.62	1029.67
Total Income	14920.07	27002.29	22356.02	27805.10
EBITA	931.81	1057.01	713.35	831.83
Profit after Tax	**389.72**	**172.62**	**92.51**	**92.95**

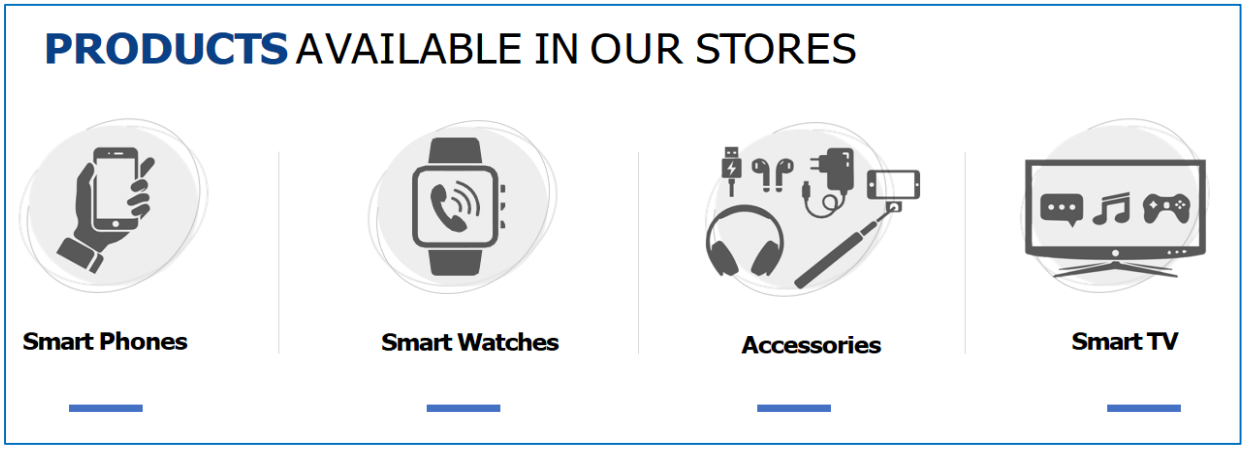
Our Products Range

Our products offerings can be classified in four major categories as follows:

1. **Smart Phones and Tablets-** We sell variety of smart mobile handsets of all major brands operational in India like Apple, Samsung, Realme, Oppo, Oneplus, Nokia, Vivo and Lava to name a few. We also sell **Tablets/ Ipads** of all major brands operational in India like Apple, Samsung, Lenovo, Xiaomi, Lenovo, Nokia and Realme to name a few.

2. **Smart Watches-** We offer a variety of smart watches of all major brands operational in India like Apple, Samsung, Realme, One Plus, Boat, Gizmore, Fitbit, Noise, GOQii Vital to name a few.

3. **Accessories-** We offer a variety of accessories for smart phones and tablets/ Ipads like Screen Guard, Memory Card, Ear Pods, Mobile Charger, Mobile Covers, Collar Neck Bank, Bluetooth earplugs, Car Charger, speakers, power banks etc. from brands such as Apple, Samsung, Xiaomi to name a few.
4. **Smart TVs-** We offer a variety of smart TV of 3 major brands- Xiaomi, Realme and One Plus.



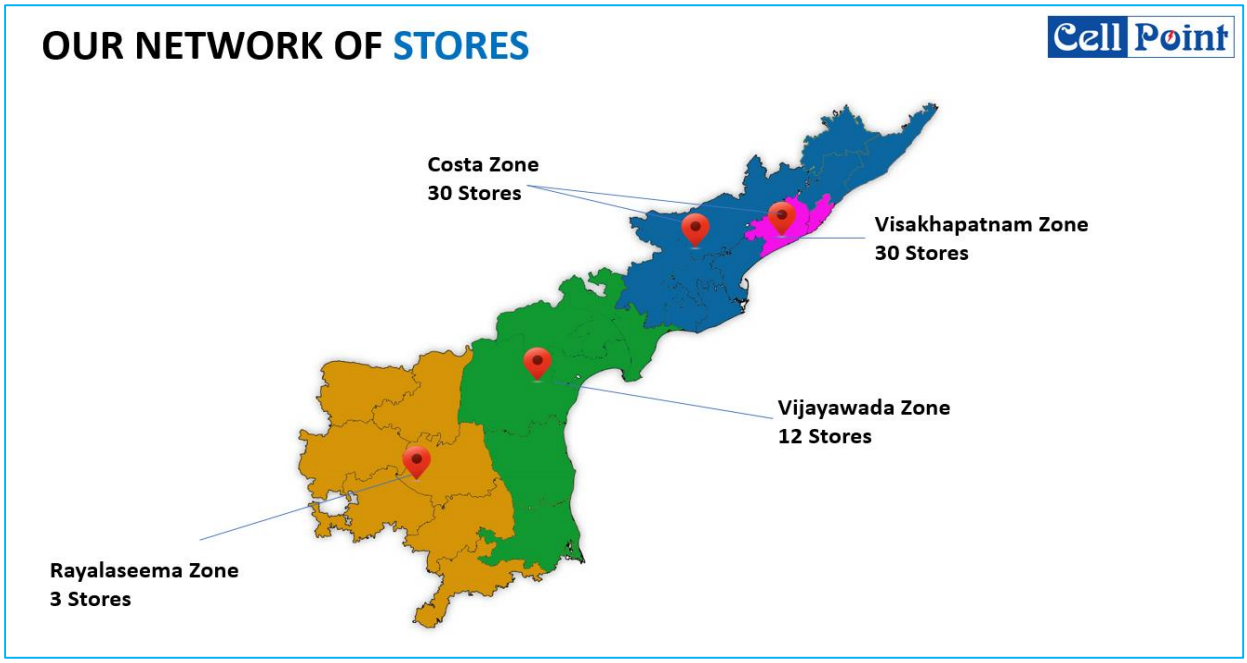


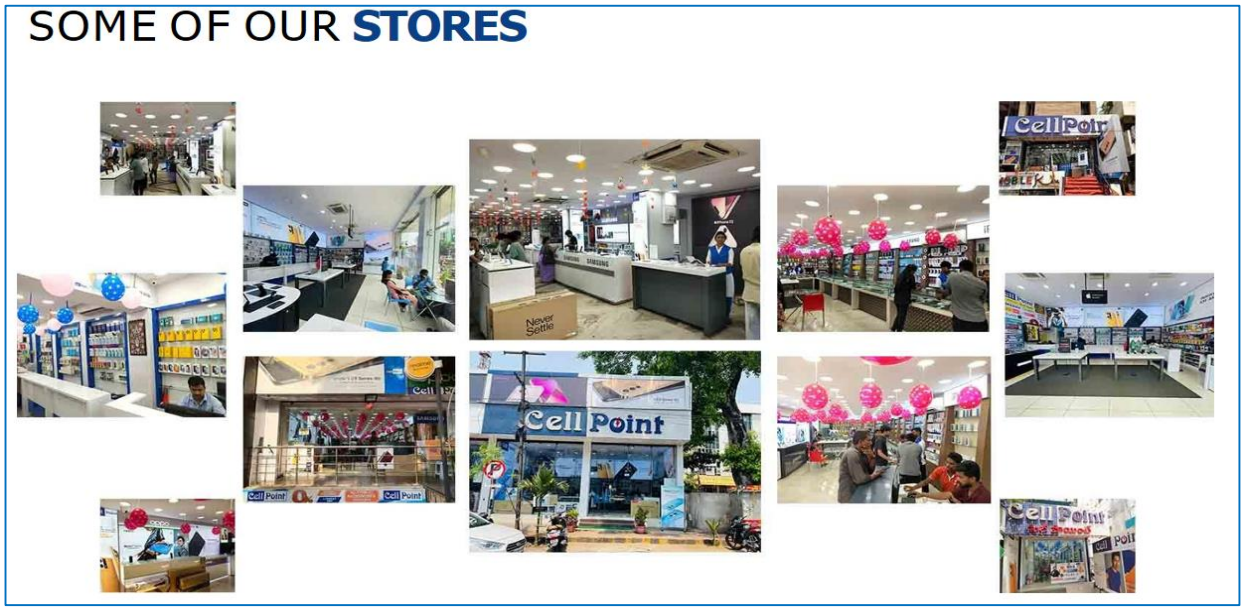
OUR NETWORK OF STORES

We sell all our products through our stores directly through our 75 stores. Out of the 75 stores, 2 stores are owned properties and 73 stores are on leased properties. For details on the same, please refer to "**Our Properties**" on page

no. 106 of the Draft Prospectus. Our company intends to open 5 more new stores in Vishakhapatnam. For details on the same, please refer to "Objects of Issue" on page no. 63 of the Draft Prospectus.

Following is the geographical representation of the cities covered by us within state of Andhra Pradesh.





The following table sets forth our product wise sales

(Rs. in Lakhs)

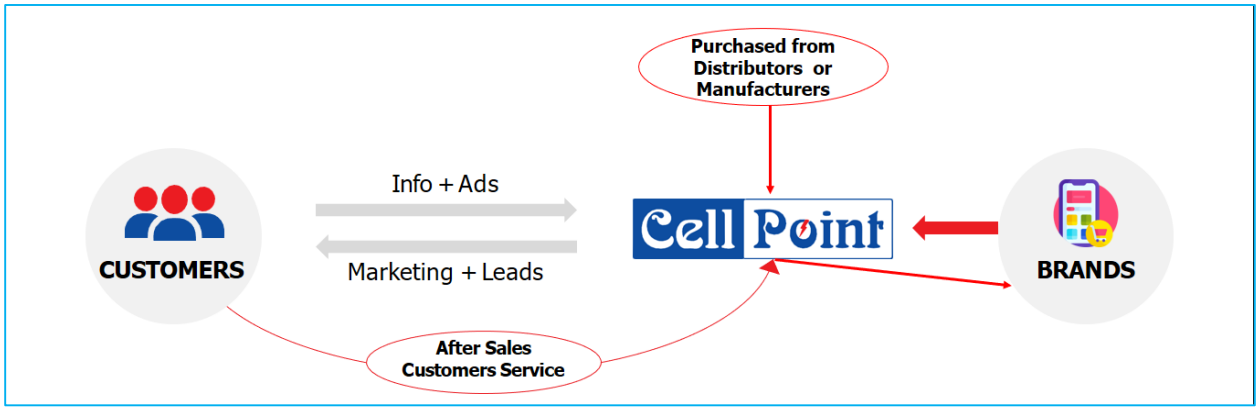
Particulars	30-09-2022	31-03-2022	31-03-2021	31-03-2020
Mobiles	12942.83	23987.73	20193.3	24762.61
Accessories	863.14	1515.36	1168.94	1487.22
LED Panels	227.59	204.44	27.25	75.54
Total-Sales	**14033.56**	**25707.53**	**21389.49**	**26325.37**

The following table sets forth our Zone wise sales

(Rs. in Lakhs)

Particulars	30-09-2022	31-03-2022	31-03-2021	31-03-2020
Visakhapatnam Zone	6767.75	12150.41	10153.82	12102.57
Costa Zone	4538.48	8426.85	7005.49	8327.84
Vijaywada Zone	2049.97	3732.63	2895.36	4253.34
Rayalaseema Zone	677.36	1397.64	1334.82	1641.62
Total-Sales	**14033.56**	**25707.53**	**21389.49**	**26325.37**

Our Business Model



The detailed process of the above carried by our company can be defined in the following manner:

1) All our products purchased either directly from manufacturers or distributors depending upon its policy with the suppliers. On the basis of the demand the order for the required quantity of our products is placed with the supplier.

2) On receiving the ordered consignment of the stock is stored at the ware houses located at Visakhapatnam and Vijayawada. Supplies to all the other retails stores and are made from the above said ware houses. Similarly, goods are always returned to the head store wherein they are dealt with in the manner as deployed by the company.

3) Our company through various digital and offline marketing and advertisements attracts potential customers through the ongoing offers at CELL POINT. The potential customers upon reading and/ or seeing the same through Company's website, either purchase or inquiry about the products through online store and/ or by visiting the nearest store located to them.

COMPETITIVE STRENGTH

Established brand name

We have built a trusted, high quality and reliable brand of choice over the last two decades. Over the years, we have received awards that recognize the strength of our brand. For example, we have also received OPPO Remarkable Contribution Award, The Elite Award by Nokia, Tv5 Business Leader Award etc. For further details, see "**History and Certain Corporate Matters – Major Events and Milestones**" on beginning on page no. 121 of this Draft Prospectus. Our motto "All your mobile needs, the only one point is cell point" has assisted in us in becoming a household name that is trusted not only in Vizag but all over Andhra Pradesh for its exceptional sales and services.

Experienced and Result Oriented Team

Our management team is experienced in the industry in which we are operating and has been responsible for the growth of our operations and financial performance. Our Promoters, Mohan Prasad Panday and Bala Balaji Panday lead the company with their vision and have an experience of more than 17 years in the line of the business of retail

selling of Smart Phones and allied accessories undertaken by the Company and look after the strategic as well as day to day business operations. The strength and entrepreneurial vision of our Promoters and management have been instrumental in driving our growth and implementing our strategies. We believe that a motivated and experienced employee base is essential for maintaining a competitive advantage. Our motivated team of management and key managerial personnel complement each other to enable us to deliver high levels of client satisfaction.

Strategic Location Benefit

Majority of our stores are located in the Visakhapatnam, Costa, Vijayawada and Rayalaseema Zones. The stores are strategically located in areas of high foot traffic drawing customers at all times of the day, on weekdays and weekends. Our stores are also set up these locations which encourage "walk in customer" that will either end up buying our products or may turn out to be our future potential customers. All our 75 stores are well positioned to leverage the high growth in the smart mobile phone and allied products industry in Andhra Pradesh. With this in mind, our Company now proposes to open up 5 more new stores in Vishakhapatnam and Vijayawada.

Wide range of Products

We sell smart phones, tablets, mobile accessories and mobile related products and allied accessories of all the major brands including like Apple, Samsung, Oppo, Realme, Nokia, Vivo, Xiaomi, Nokia, Redmi, Techno, One Plus, GIONEE, VIVO, BOAT Gizmore, Fitbit, Noise, GOQii Vital etc. We sell Smart TVs of 3 major brands, being of Xiaomi, Realme and One Plus. All our products sold under one roof through our 75 retail store chain located all over the Andhra Pradesh. Our Company justify the name ""Cell Point is only one Point for all your Mobile needs or All your mobile needs, the only one point is cell point" is the tag we have given which does justice to that promise.

Good network of stores all over Andhra Pradesh which offers One-Stop Solution

We sell our products through total 75 stores across the districts of Andhra Pradesh for sale of Smart Phones, Smart Watches, Smart TVs and other accessories. Out of the 75 stores, 5 stores are owned properties and 71 stores are on leased properties. Our company intends to open 5 more new stores in Vishakhapatnam. Our widespread network provides us wide geographical presence in terms of coverage of districts of Andhra Pradesh. All our products sold under the same roof allowing the customers one-stop solutions for purchase of Smart Phones, Smart Watches, Smart TVs and other accessories.

Training of work force and after sale services

Our Company trains our employees to improve communication skills thereby enhancing the efficiency level. Our company is dedicated towards quality of after sale services of products which have helped us to have long term relations with our customer and has also facilitated us to entrench with new customer. We serve our customers very efficiently and in a very timely manner.

Well established and cordial relationship with Manufacturers

Our direct access to manufacturers such as Oppo, Vivo, Xiaomi, Realme etc. allows us to offer quality products at a reasonable discount. Since our products are sourced from brands directly, we receive priority serve at their authorized service centers. The long standing relationship with the manufacturers provides us a first mover advantage to sell the respective brand products in Andhra Pradesh. This also enables us to procure timely delivery and replacement of defective products, if any. This arrangement has been beneficial for us as we are able to successfully develop strong relationships with suppliers and customers.

Business strategy

Improve Sales

We currently sell through 75 stores spread across Andhra Pradesh. Our plan is to improve the sales by opening 5 new retail stores in Vishakhapatnam and Vijayawada zones of Andhra Pradesh. This will enable us to grab better market size. We intend to expand our foot print across Andhra Pradesh. Further, our Company is planning for the renovation of the existing stores.

Increase tie up with more manufacturers of brands

Currently our company is having direct tie up with few manufacturers such as Oppo, Vivo, Xiaomi, Realme. To gain first mover advantage with the remaining brands such as Nokia, Apple, Boat, Lava, Oneplus, JBL etc, we plan to tie up with other brands also. This will not only assist us in sourcing the product directly at a lesser cost but will also assist us in procuring the products within the reasonable time to release it in the market and also get the benefit of replacement incase defective products, if any.

Leveraging our market skills and relationship

The business of our Company is customer oriented and we always strive to maintain good relationship with the customers. Leveraging our market skills and relationships is a continuous process in our organization and the skills that we impart in our people give importance to customers. We aim to do this by leveraging our marketing skills and relationships and further enhancing customer satisfaction. Our Company provides effective follow-ups with customers which ensure that the customers are satisfied with the product and do not have any complain.

To increase brand visibility

The retail market for smart phones, smart TVs, smart watches, accessories is highly competitive on account of both the organized and unorganized players. Our market goodwill is significantly dependent on brand recall and our ability to compete effectively would significantly depend on our ability to promote and develop our brand. We propose to increase the number of channel partners/dealers in order to broaden our reach. We believe greater visibility of our brand would ensure brand retention in the minds of the customers and would in effect further enhance our reach.

Maintaining edge over competitors
We intend to continue to enhance scale in existing products and introduce new products across high end and mid segment to capitalize on the opportunity to cater rising acceptance and demand of new products. Our wide product range provides us competitive edge over our competitors. In order to maintain our competitive edge, we will continue to add newer products to our products portfolio.

Sales, Marketing and Branding

We undertake marketing in a traditional way in guidance of our promoters through sales and marketing team. Our marketing plan comprises advertising our websites, in print media, radio ads, TV ads, pamphlets and through sales promotions etc. Our marketing and branding team responsible for our outbound marketing activities, with the aim of developing and enhancing our brands and increasing traffic to our sales points.

Some of our marketing activities are described below:

Training and in-shop demonstrators – Our Company focuses on providing in-shop demonstration training to our sales coordinators and distributors.

Advertising - Our Company plans to appoint suitable external agency for print as well as electronic media based on
a marketing plan.

Public relations - Our Company focuses on opportunities to raise our brand awareness through non-paid publicity activities such as articles, features and reviews.

External displays - Our team uses posters, banners and other point of sale material for promotional activities.

Sponsorship-

Plant and Machineries

As we are in the retail industry, we do not have any material plant and machinery. However, the major plant and machineries required for our business is computers, air conditions, and servers. We have adequate number of computer systems commensurate with our current size of operations.

Capacity and Capacity Utilization

We are in retail industry and hence, Capacity and capacity utilization is not applicable to our Company.

Competition

The retail markets for smart phones, smart watches, smart TVs and allied accessories in which we operate are highly competitive particularly in India as many new competitors have entered the market in the last several years. As the market continues to move towards multimedia devices, this trend may result in even more competition. The said retail market participants compete with each other on the basis of their product, services and solutions portfolio, user experience, design, price, operational efficiency and technical, performance, distribution strategy, quality, customer support, brand and marketing. The critical factors that determine the success of a product or service vary by geographical market and product and services segment. In general, mobile device markets are becoming more segmented and diversified, and we face competition from other retailers who have also started making mobile devices as a result we are facing competition from such unorganized players. Due to the intensity, complexity and diversity of the competition overall, the competitive landscape in our industry or in specific industry segments can change very rapidly. As the parameters of competition are less firmly established than in other industries where the competitive landscape does not change greatly from year to year, it is difficult to predict how the competitive landscape of the mobile device industry will develop in the future. General competitive factors in the market include: overall quality of user experience, design, time-to-market, brand awareness, technology offered, price, product features, performance, quality, delivery and warranty, the quality and availability of after sales service and relationships with us.

Raw Material

Our company is engaged in the business of trading of smart phones, smart TVs, smart watches and allied accessories. Hence, details with regards to raw material is not applicable to us.

Utilities and Water Power

Our business does not have heavy electricity consumption, except to cater to normal requirements of the offices / Retail outlets. We have sufficient sanctioned consumption limits from Torrent Power/State Electricity Boards of respective state where our offices, branch offices are situated.

Water

Water is required only for drinking and sanitary purpose and adequate water resources are available at all our premises.

Insurance

At present, we maintain insurance policies such as standard fire and special perils policy, burglary insurance policy, etc. which provides insurance cover against loss or damage by fire, earthquake and shock. Although, we attempt to limit and mitigate our liability for damages arising from negligent acts, errors or omissions through contractual provisions and/or insurance, the indemnities set forth in our contracts and/ or our insurance may not be enforceable in all instances or the limitations of liability may not protect us from entire liability for damages.

Collaboration

We have not entered into any technical or other collaboration.

Exports & Exports Obligations

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

Manpower

The table below shows the break-up of our employees as on September 30, 2022:

Function / Department	Number of Employees
Senior Management & KMP	7
Purchase & Logistics	22
Sales & Marketing Team	244
Finance Accountants and Admin Staff	25
Total	**298**

Properties

The details of the property owned by our company is given here below:

Date of Execution of Sale Deed	Name of the Seller	Name of the Buyer	Location of the Property	Consideration (in Rs.)	Usage Purpose
VISAKHAPATNAM ZONE					
03-01-2015	Saripalli Vimala Devi	Cell Point (India) Pvt. Ltd.	Door No. 29-6-1, Door No. 30-15-27A/ Door No. 30-15-27B, RCC Bldg., Ground Floor, Daba Gardens Road, Visakhapatnam 530020	10,00,00,000	Used as Retail store purpose which consists of 2 stores

The details of the property taken on lease basis by our company is given here below:

Sr. No.	Lease Date & term of lease	Name of the Lessor	Name of the Lessee	Location of the Property	Lease Fee (in Rs.)	Usage Purpose
VISAKHAPATNAM ZONE						
1.	13-10-2022; 11 months w.e.f. from 13-10-2022	Mohan Prasad Panday	Cell Point India Private Ltd	Door No 30-15-139/F/5,6 Ward No 27, Ram's Arcade, Opposite Visakha Medical Centre, Dabagardens, Visakhapatnam 530020	10,000 p.m.	Registered office
2.	13-10-2022; 11 months w.e.f. 13-10-2022	Bala Balaji Panday	Cell Point India Private Ltd	-Door No 30-15-139/FFIX, Ward No 27, Rams Arcade, Opposite Visakha Medical Centre, Dabagardens, Visakhapatnam 530020	15,000 p.m.	Warehouse
3.	13-10-2022; 11 months w.e.f. 13-10-2022	Datla Amritha Chandra	Cell Point India Private Ltd	D. No. 30-15-134, Lalitha colony, Daba Gardens, Visakhapatnam 530020	2,47,172 p.m.	Used as Administrative Office cum Retail Store

Sr. No.	Lease Date & term of lease	Name of the Lessor	Name of the Lessee	Location of the Property	Lease Fee (in Rs.)	Usage Purpose
4.	04-09-2022; 9 years w.e.f. 01-10-2022	Bharat Sanchar Nigam Ltd (BSNL)	Cell Point India Private Ltd	Door No. 30-15-80, BSNL Bhavan, Daba Gardens Visakhapatnam	7,49,070 p.m.	Used as 3 Retail stores
5.	16-12-2015; 10 years w.e.f. 16-12-2015	Sarvasiddhi Chakradhar	Bala Prasad Pandey	Door No. 30-15-144, Lalitha Colony, Daba Gardens, Visakhapatnam	36,602 p.m.	Used as Retail store
6.	18-06-2016; 9 years w.e.f. 04-04-2016	Sarkhail Tahzeebul Hasan	Cell Point India Private Ltd	D. No. 30-151-129, 30-151-130 30-151-131, 30-151-132, Lalitha Colony, Allipuram, Visakhapatnam 530020	2,42,000 p.m.	Used as Retail store
7.	13-10-2022	Vegi Radhakrishna	Cell Point India Private Ltd	# 47-11-9, Vamsi complex, beside sairam parlour, diamond park, Visakhapatnam-530016	40,000 p.m.	Used as Retail store
8.	03/02/2023;11 months	Hari Shankar Das & Suchitra Das	Cell Point (India) Ltd	Door No. 30-15-133/1, Main Road, Daba Gardens, Visakhapatnam,	79,085 p.m	Used as retails store
9.	09-10-2017; 9 years w.e.f. 01-10-2017	Pothina Sivalingeswara Rao	Cell Point India Private Ltd	Door No. 7-1, Madhurawada Village, Visakhapatnam	51,750 p.m.	Used as Retail store
10.	13-10-2022	Sonie Ashok Kumar	Cell Point India Private Ltd	Ground floor, unit no 102,chandus central building , surve3y no 243/9a, Madhurawada Village, Visakhapatnam	59,000 p.m.	Used as Retail store
11.	01-04-2021; 6 years w.e.f. 01-04-2021	B. Aruna	Cell Point India Private Ltd	Shop no. 2 & 3, 1st floor, Annapurna Complex, door no. 36-46-5/1, Kancharapalem, Visakhapatnam	52,500 p.m.	Used as Retail Store
12.	13/10/2022;11 months w.e.f.13/10/2022	Mohan Prasad Panday	Cell Point India Private Ltd	Door No:30-15-126, Opp wood land showroom mainroad, Dabagardens, Visakhapatnam-530020	20,000 p.m.	Used as Retail Store
13.	13-10-2022; 11 months w.e.f. 13-10-2022	Kondepudy Sarveswar Prasad	Cell Point India Private Ltd	Door No. 47-10-5, Srikkanya Theatre Road, Dondaparthy, Visakhapatnam 16	20,000 p.m.	Used as Retail Store

Sr. No.	Lease Date & term of lease	Name of the Lessor	Name of the Lessee	Location of the Property	Lease Fee (in Rs.)	Usage Purpose
14.	13-10-2022; 11 months w.e.f. 13-10-2022	Chandra Mouli	Cell Point India Private Ltd	D. No. 10-4-119, Aditya Comples, Old Gajuwaka, Visakhapatnam	1,45,000 p.m.	Used as Retail Store
15.	13-10-2022; 11 months w.e.f. 13-10-2022	Guggulla Ramesh Babu	Cell Point India Private Ltd	D. No. 6-45-194/1, beside Vegetable Market, Tagarapuvalasa, Visakhapatnam 531162	22,000 p.m.	Used as Retail Store
16.	01-08-2017; 9 years w.e.f. 01-08-2017	Kaki Ramanamma	Cell Point India Private Ltd	2-28 Ground Floor, Shop No. 1,2,3, Pydimamba Colony, Vepagunta, Pendurthi, Mandalam, Visakhapatnam 530047	48,400 p.m.	Used as Retail Store
17.	13-10-2022; 11 months w.e.f. 13-10-2022	S. Anuradha	Cell Point India Private Ltd	D. No. 6-130/8, Narayanamma Shopping Complex, Ground Flr., Shop no. 1 & 2, 1st Flr, No. 5, Pendurthi, Visakhapatnam 531173	60,000 p.m.	Used as Retail Store
18.	13-10-2022; 11 months w.e.f. 13-10-2022	Dadi Venkata Appa Rao	Cell Point India Private Ltd	Door No. 58-1-397/1 Dadi Complex, Ground Floor, NAD Kotha Road, Visakhapatnam 530009	69,655 p.m.	Used as Retail Store
19.	29-01-2019; 4 years w.e.f. 01-04-2019	Sri Pentapalli Venkateshwara Rao	Cell Point India Private Ltd	Rams Arcade, Shop No. 2, D. No. 30-15-13/2/2 Daba Gardens Main Road, Visakhapatnam 530020	40,800 p.m.	Used as retail store
20.	21-04-2018; 9 years w.e.f 21-04-2018	Rotta Apparao	Cell Point India Private Ltd	D. No. 9-224-1, Narasimha Nagar, Gopalapatnam, Visakhapatnam 530027	15,000 p.m.	Used as Retail Store
21.	19-07-2017; 9 years w.e.f. 01-08-2017	Garuda Chandra Sekhar	Cell Point India Private Ltd	Door No. 54-13-1m Seethammadhara, Visakhapatnam	84,000 p.m.	Used as Retail Store
22.	24-06-2020; 6 years w.e.f. 01-06-2020	P Lakshmi	Cell Point India Private Ltd	D. No. 30-15-123, Daba gardens, Ground floor and 1st floor, Visakhapatnam 530020	1,50,000 p.m.	Used as Retail Store

Sr. No.	Lease Date & term of lease	Name of the Lessor	Name of the Lessee	Location of the Property	Lease Fee (in Rs.)	Usage Purpose
23.	11-01-2019; 6 years w.e.f. 15-01-2019	P Lakshmi	Cell Point India Private Ltd	D. No. 30-15-123, Ground Floor, Daba gardens, Visakhapatnam 530020	79,925 p.m.	Used as Retail Store
24.	01-11-2020; 6 years w.e.f. 01-11-2020	Sujatha Tangudu	Cell Point India Private Ltd	Shop no. 2, Ground Floor, Pavan Arcade, Pen School, Daba gardens, Visakhapatnam 530020	28,000 p.m.	Used as Retail Store
25.	11-01-2019	P.Lakshmi	Cell Point India Private Ltd	D.No:30-15-123,Ground Floor, Danagardens, Visakhapatnam-530020	1,30,500 p.m	Used as Retail Store
26.	01-12-2022; 9 years w.e.f. 01-12-2022	Tangudu Nageswara Rao	Cell Point India Private Ltd	Shop No 1,Ground Floor, pavan Arcade, Opp Pen School, dabagrdens, Visakhapatnam – 530020	31,000 p.m	Used as Retail Store
27.	13-10-2022	Mohan Prasad Panday	Cell Point India Private Ltd	Door No. 30-15-140, Shop no. 2, Ground Floor, Tirumala Plaza, Visakhapatnam 530020	30,000 p.m.	Used as Retail Store
28.	13-10-2022; 11 months w.e.f. 13-10-2022	Vurukuti Murali	Cell Point India Private Ltd	Door No. 8-12-32/1, Old Gajuwaka, Opp SBI, Visakhapatnam 530026	38,927 p.m.	Used as Retail Store
COSTA ZONE						
29.	13-10-2022; 11 months w.e.f. 13-10-2022	B. Ganga Krisha Venkata Raju	Cell Point India Private Ltd	Shop no. 5, Pida Road, Tuni, Visakhapatnam 533401	22,000 p.m.	Used as Retail Store
30.	19-10-2022; 11 months w.e.f. 19-10-2022	Kallepalli Sarojini Swaroopa	Cell Point India Private Ltd	Door No. 7-8-41-2, Opp. Satya Theater, Anakapalli, Visakhapatnam	14,400 p.m	Used as Retail Store
31.	13-10-2022; 11 months w.e.f. 13-10-2022	Vanapalle Sarada	Cell Point India Private Ltd	Door No, 7-8-35, Ground Floor, Sri Sai Ganesh Plaza, Main Road, Opp Town Police Station, Anakapalli 531001	51,243 p.m.	Used as Retail Store
32.	19-10-2022; 11 months w.e.f. 19-10-2022	Dadi Gowri Dhanalakshmi	Cell Point India	Door No. 12-1-37/2, Trunk Road, NTR Circle, Anakapalli 531 001	36,000 p.m.	Used as Retail Store

Sr. No.	Lease Date & term of lease	Name of the Lessor	Name of the Lessee	Location of the Property	Lease Fee (in Rs.)	Usage Purpose
			Private Ltd			
33.	13-10-2022; 11 months w.e.f. 13-10-2022	K.S. Solomon Chakravarthy through St. Peters Lutheran Church	Cell Point India Private Ltd	30-16-19, Ground Floor, Churhpeta, Rajamundry	38,500 p.m.	Used as Retail Store
34.	09-06-2016; 9 years w.e.f 09-06-2016	S. K. Siddik	Cell Point India Private Ltd	D No. 30-1-23/2, RCC Meda House, , J. P. Road, Rajahmahendracaram, Ground Floor-Rajahmundry-530001	68,439 p.m.	Used as Retail Store
35.	01-03-2019; 9 years w.e.f. 01-03-2019	Relangi Durga Ram	Cell Point India Private Ltd	D. No. 86-6-1, Manthana Garden Jain Road, Rajahmundry, Andhra Pradesh 533103	36,300 p.m.	Used as Retail Store
36.	29-07-2019; 9 years w.e.f. 01-07-2019	Bela Sethia	Cell Point India Private Ltd	Shop No. 4, Vytla Avenue, LTB Rd, Mayuri Junction, Vizinagaram	37,200 p.m.	Used as Retail store
37.	22-11-2017; 9 years w.e.f. 03-10-2017	Kolagatla Venkta Ramani	Cell Point India Private Ltd	Door No. 18-2-11, T. S. No. 28, Eastern row, raja bazaar, ananda Gajapathi road, Vizinagaram	72,000 p.m.	Used as Retail store
38.	13-10-2022; 11 months w.e.f. 13-10-2022	Kolagatla Venkata Naga Tammanna Setty	Cell Point India Private Ltd	Shop No. 3, Door No. 17-2-11, Swamy Complex, Near Three Lanterns Junction, Vizinagaram 535002	60,000 p.m.	Used as Retail store
39.	13-10-2022; 11 months w.e.f. 13-10-2022	G. Prasad	Cell Point India Private Ltd	D No. 17-2-7, Raja Bazar, A.G. Road, Near Three Lanterns Junction, Vizinagaram 535002	30,000 p.m.	Used as Retail store
40.	25-11-2017; 9 years w.e.f 01-02-2018	Involu Anjaneyulu	Cell Point India Private Ltd	Door No. 18-2-11, Raza Bazar, Ward No. 18, Bock No, 2, AG road, Vizinagaram	1,32,000 p.m.	Used as Retail store
41.	19-06-2012; 12 years w.e.f 19-06-2012	Chittuluri China Suryanarayana	Cell Point India Private Ltd	#15-1-52/1, phoolbagh road, three lanthern junction, Vizianagaram 535001	38,016 p.m	Used as Retail Store
42.	01-10-2019; 6 years w.e.f. 01-10-2019	Nalam Krishna Murthy	Cell Point India Private Ltd	D. No. 7-1-4, 7-1-4 (A), High School Road, Amalapuram, East Godavari, 533201	63,250 p.m.	Used as Retail Store

Sr. No.	Lease Date & term of lease	Name of the Lessor	Name of the Lessee	Location of the Property	Lease Fee (in Rs.)	Usage Purpose
43.	13-10-2022; 11 months w.e.f. 13-10-2022	Chakka Ventaka Rathnam	Cell Point India Private Ltd	Door No. 2-3-18/1, Gadiyaram Stambam Street, Amalapuram 533201	45,170 p.m.	Used as Retail Store
44.	06-08-2016; 6 years and 11 months w.e.f. 01-08-2016	Mootha Venkateshwara Prasanth	Cell Point India Private Ltd	Door No. 37-1-14, block no. 37, ground floor, Kakinada Mandal Main Road, Patnalavari Street, East Godavai District	79,085.50 p.m.	Used as Retail Store
45.	01-03-2019; 9 years w.e.f. 01-03-2019	Damayanthi Devi	Cell Point India Private Ltd	D.No. 37-1-3/1, Main Road, Kakinada, Andhra Pradesh 533001	60,500 p.m.	Used as Retail Store
46.	16-11-2020; 9 years w.e.f. 01-12-2020	Penmetsa Soma Sekhar Raju	Cell Point India Private Ltd	Door No. 5-4-10, Steamer Road, Narsapur, West Godavari District	44,000 p.m.	Used as Retail Store
47.	01-11-2020; 9 years w.e.f. 01-11-2020	Tummalapenta Ranjit Kumar, Tummalapenta Neeraj Satyavathi, Tummalapenta Kanakadurga and Tummalapenta Hymavathi	Cell Point India Private Ltd	Door No. 3-13-84, 3rd floor, JP Road, Bhimavaram, West Godavari District	66,000 p.m.	Used as Retail Store
48.	01-07-2019; 9 years w.e.f. 01-07-2019	Gavara Sriman Narayana & Gavara Venkata Lakshmi Kamalavathi	Cell Point India Private Ltd	D. No. 16-4-20, opp HDFC Bank, Police Bomma Center, PP Road, Bhimavaram, 534201	1,32,000 p.m.	Used as Retail Store
49.	13-10-2022; 11 months w.e.f. 13-10-2022	M. Krishnaveni	Cell Point India Private Ltd	Door No. 16-9-7, Sri Annapurna Theater Complex, PP Rd, Bheemavaram	63,000 p.m.	Used as Retail Store
50.	27-07-2015; 10 years w.e.f. 27-07-2015	M Poornima	Cell Point India Private Ltd	Shop No. 16, bus stand, Municipal Shopping Complex, BOBBILI 535558	15,972 p.m.	Used as Retail Store
51.	13-10-2022; 11 months w.e.f. 13-10-2022	Killamsetty Janarshana Rao	Cell Point India Private Ltd	Door No. 8-4-71, Opp. SBI, G.T. Rd, Srikakulam 532001	54,172 p.m.	Used as Retail Store

Sr. No.	Lease Date & term of lease	Name of the Lessor	Name of the Lessee	Location of the Property	Lease Fee (in Rs.)	Usage Purpose
52.	01-10-2019; 9 years w.e.f. 01-10-2019	Vykuntam Kanthamani	Cell Point India Private Ltd	Shop No. 2 Sampath Bhavan, Opp. Andhra Bank, Rajam Srikakulam	37,950 p.m.	Used as Retail Store
53.	21-02-2023; 11 months w.e.f 21-02-2023	Sakalabhaktula Harihara Rao	Cell Point India Private Ltd	D.No:8-1-24, 7th Road Junction, Shop No-1, Srikakulam 232001	69,810 p.m	Used as Retail Store
54.	03-02-2023; 11 months w.e.f. 03-02-2023	B.V. Ramamurty	Cell Point (India) Ltd	D/no 13-462. vallabha rao complex beside karur vysya bank main road Paravathipuram, Andhra Pradesh 535501	20,160 p.m	Used as Retail Store
55.	06-07-2022; 9 years w.e.f. 11-07-2022	Sayyed Hussian	Cell Point India Private Ltd	Door No:9-38-2 shop No 9 Kwaza complex, Narsipatnam	30,000 p.m	Used as Retail Store
56.	13-10-2022; 11 months w.e.f. 13-10-2022	Pediredla Srinivas	Cell Point India Private Ltd	D. No. 8-2-12, Shop No. 2, Radhe Madhavi Lodge Complex, Narsipatnam Main Road, Naripatnam, Visakhapatnam 531116	29,000 p.m.	Used as Retail Store
57.	01-02-2018; 6 years w.e.f. 01-02-2018	Venkata Arjuna Boddeti	Cell Point India Private Ltd	R/O 28-60/2, Kapu Veedi, Narsipatnam, Visakhapatnam 531116	54220.06 p.m.	Used as Retail Store
58.	29-04-2013; 9 years w.e.f 1-05-2013*	Kalla Nooka Raju	Mohan Prasad Panday	Door No 1-94, RCC Ground, Slab shop Nos. 1,2,3, Balligatam Village, Narsipatnam	38,586 p.m.	Used as Retail Store
VIJAYWADA ZONE						
59.	04-06-2021; 6 years w.e.f. 04-06-2021	Juluru Nirmala Devi	Mohan Prasad Pandey	Door No. 40-1-50/1, Opp. Gandhi Colony, M.G. Road, Krishna District, Vijaywada 10	70,000 p.m.	Used as Retail store
60.	09-06-2021; 9 years 11 months 29 days w.e.f. 01-04-2021	Mohammed Abdul Rawoof Shaik	Cell Point India Private Ltd	D. No. 28-10-6, Masjid Street, Arandalpet, Vijaywada	75,000 p.m.	Used as Retail store
61.	09-06-2021; 9 years 11 months 29 days w.e.f. 01-04-2021	Sri. Mohammed Iqbal	Cell Point India Private Ltd	D. No. 28-10-15, Masjid Street, Arandalpet, Vijaywada	35,000 p.m.	Used as Administrative Office

Sr. No.	Lease Date & term of lease	Name of the Lessor	Name of the Lessee	Location of the Property	Lease Fee (in Rs.)	Usage Purpose
62.	06/06/2022	Valluru Ravindranath Through Vajra Hospitality Llp	Cell Point India Private Ltd	D. No. 40-1-551 A, Valluru, KP Ground, M.G. Road, Vijaywada 10	2,00,000 p.m	Used as Retail store
63.	05-01-2019; 9 years w.e.f. 05-01-2019	Alapati Veera Venkata Naga Bhushanam	Cell Point India Private Ltd	D. No. 3-1-20, Naddi Bomma Center, KN Road, Tadepalligudem	36,300 p.m.	Used as Retail Store
64.	01-05-2018; 5 years and 3 months w.e.f 01-05-2018	Pawan Srikanth Subbarao	Cell Point India Private Ltd	Dno 2-1-25/1/2,Nandi bomma center, Mainroad, Tadepalligudem 534101	61,496 p.m	Used as Retail Store
65.	19-10-2022; 11 months w.e.f. 19-10-2022	Balusu Someswarao	Cell Point India Private Ltd	D. No. 21-14-6, 1st Floor, Rastapati Road, Ikea Towers, Tanuku 534211	39,675 p.m.	Used as Retail Store
66.	10-07-2017; 9 years w.e.f. 10-07-2017	Majeti Chnadra Vathi	Cell Point India Private Ltd	Variety Fancy Stores, D. No. 9-1-19/4, Naaz Center, Station Road, Beside Naaz Theatre, Guntur	91252.50 p.m.	Used as Retail Store
67.	13-10-2022; 11 months w.e.f. 13-10-2022	Mukkamala Guna Sundari	Cell Point India Private Ltd	Door No. 29-34, Brodiepeta 4/7, 1st and 2nd floor, Main Rd, Guntur	1,50,000 p.m.	Used as Retail Store
68.	21-02-2023; 11 months w.e.f. 21-02-2023	Md Parvez Ali	Cell Point India Private Ltd	D No. 5-37-221/2,4th Lane, 2nd cross, Bradidept Guntur 522002	1,23,828 p.m.	Used as Retail Store
69.	08-02-2022; 10 years w.e.f. 16-01-2017	Penugonda Abhinav Manikata	Bala Prasad Pandey	Dr. No. 23B-4-7, Ground Floor, Ramachandra Rao Pet, Eluru 2	77,513 p.m.	Used as Retail Store plus additional space for which no agreement was entered as it is in the same portion.
70.	13-10-2022; 11 months w.e.f. 13-10-2022	Nalam Purna Kasi Visweswara Rao	Cell Point India Private Ltd	Door No. 4-276, RCC Bldg., Ground Floor., Jangareddigudem, West Godavari District	39,600 p.m.	Used as Retail Store
71.	01-08-2017; 9 years w.e.f. 01-08-2017	Nandigam Sudhakara Rao	Cell Point India Private Ltd	D no 8-180/1,hanuman junction, bapulapadu, krishna district	33459.25 p.m.	Used as Retail Store

Sr. No.	Lease Date & term of lease	Name of the Lessor	Name of the Lessee	Location of the Property	Lease Fee (in Rs.)	Usage Purpose
RAYALASEEMA ZONE						
72.	13-10-2022; 11 months w.e.f. 13-10-2022	Fakeha Yazdani	Cell Point India Private Ltd	Door No. 51-959, A47 & A48, S.K. Complex, Kurnool 518003	70,000 p.m.	Used as Retail Store
73.	09-07-2018; 9 years w.e.f 09-07-2018	P. Jeevan Kumar Reddy	Cell Point India Private Ltd	10-14-575 C, Tilak Road, PMR, Enclave, Tirupathi	2,75,000 p.m.	Used as Retail Store
74.	21-08-2019; 10 years w.e.f. 01-08-2019	P. Lakshmi Reddy	Cell Point India Private Ltd	# 19-8-112/10, Ground Floor, Hathiramji Colony, Air by pass road, Tirupati 517501	1,43,000 p.m.	Used as Retail Store

**The owner of the said premises has deceased and the said lease agreement has expired. Our company has not renewed the said agreement due to the ongoing dispute with the legal heir for the said premises. For details on the legal case, please refer Chapter Outstanding Litigations and Material Developments on page 190 of this Draft Prospectus.*

INTELLECTUAL PROPERTY

As on the date of this Draft Prospectus, Our Company registered its logo or company`s name with the Registrar of Trademarks. For details of our intellectual property, please refer the chapter titled "***Government and Other Statutory Approvals***" beginning on page 196 of this Draft Prospectus.

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant sector-specific laws, regulations and policies as prescribed by the Government of India, and other regulatory bodies that are applicable to our business. The information detailed in this Chapter has been obtained from the various legislations, including rules and regulations promulgated by the regulatory bodies and the bye laws of the respective local authorities that are available in the public domain. The regulations and policies set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional advice.

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.

Under the provisions of various Central Government and State Government statutes and legislations, our Company is required to obtain and maintain applicable licenses or registrations and to seek statutory permissions to conduct our business and operations. For details of government approvals and other approvals obtained by us, see the chapter titled ***"Government and Other Approvals"*** *beginning on page no. 196 of this Draft Prospectus.*

Key Industry and Business-Related Regulations applicable to our company

Consumer Protection Act, 2019 (the "Consumer Protection Act") and rules made thereunder

The Consumer Protection Act was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, amongst other things, to promote and protects the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of "consumer" under the Consumer Protection Act includes persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. It provides for the establishment of consumer disputes redressal forums and commissions for the purposes of redressal of consumer grievances. In addition to awarding compensation and/or passing corrective orders, the forums and commissions under the Consumer Protection Act, in cases of misleading and false advertisements, are empowered to impose imprisonment for a term which may extend to two years and fine which may extend to ten lakhs.

In line with the Consumer Protection Act, the Ministry of Consumer Affairs, Food and Public Distribution, Government of India ("Ministry of Consumer Affairs") has also notified the Consumer Protection (E-Commerce) Rules, 2020 ("E-Commerce Rules") on July 23, 2020, which provide a framework to regulate the marketing, sale and purchase of goods and services online. The E-Commerce Rules govern e-commerce entities which own, operate, or manage, a digital or electronic facility or platform for electronic commerce, but does not include a seller offering his goods or services for sale on a marketplace e-commerce entity. The Ministry of Consumer Affairs has also released draft amendments to the E-Commerce Rules for public comments. The aforesaid draft amendments require e-commerce entities to, amongst other things, register themselves with the Department for Promotion of Industry and Internal Trade, appoint a chief compliance officer, a nodal contact person and a resident grievance officer. Additionally, the draft amendments prohibit e-commerce entities from misleading users by manipulating search results, prohibit flash sales and abuse of dominant position, and mandate-commerce entities to identify sponsored listings of products and services with clear and prominent disclosures.

Information Technology Act, 2002 ("Information Technology Act")

The Information Technology Act seeks to (i) provide legal recognition to transactions carried out by various means of electronic data interchange involving alternatives to paper-based methods of communication and storage of information; (ii) facilitate electronic filing of documents; and (iii) create a mechanism for the authentication of electronic documentation through digital signatures. The Information Technology Act facilitates electronic commerce by recognizing contracts concluded through electronic means, protects intermediaries in respect of third-party information liability and creates liability for failure to protect sensitive personal data. The Information Technology Act empowers the Government of India to formulate rules with respect to reasonable security practices and procedures and sensitive personal data. In exercise of this power, the Department of Information Technology, Ministry of Electronics and Information Technology, Government of India ("DoIT"),on April 11, 2011, notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011

("IT Security Rules") which prescribe directions for the collection, disclosure, transfer and protection of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. The IT Security Rules require every such body corporate to provide a privacy policy for handling and dealing with personal information, including sensitive personal data, ensuring security of all personal data collected by it and publishing such policy on its website. The IT Security Rules further require that all such personal data be used solely for the purposes for which it was collected and any third-party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law.

The DoIT also notified the Information Technology (Intermediaries Guidelines and Digital Media Ethics Code)Rules, 2021 ("IT Intermediaries Rules") requiring intermediaries receiving, storing, transmitting, or providing any service with respect to electronic messages to not knowingly host, publish, transmit, select or modify any information prohibited under the IT Intermediaries Rules, to disable hosting, publishing, transmission, selection or modification of such information once they become aware of it, as well as specifying the due diligence to be observed by intermediaries.

The Digital Personal Data Protection Bill, 2022 ("DPDP Bill")

Recently, the Ministry of Electronics & Information Technology ("MEITY") has introduced the DPDP Bill which shall regulate the personal data collected within India: (i) through online mode; and (ii) offline mode which is subsequently digitized.

DPDP Bill shall also regulate processing of digital personal data outside the territory of India, if such processing is in connection with any profiling of, or activity of offering goods or services to data principals within the territory of India, if such processing is in connection with profiling of, or activity of offering goods or services to data principals within India. The MoEIT has published the DPDP Bill for public comments. However, the DPDP Bill is yet to be tabled before the Parliament. Electronics and Information Technology Goods (Requirement for Compulsory Registration) Order, 2021 (the "EITG Order")

The EITG Order provides for the registration of certain scheduled electronic goods under relevant Indian Standards ("IS") as prescribed by the BIS. As per the EITG Order, no person shall manufacture or store for sale, import, sell or distribute goods which do not conform to the IS specified in the EITG Order. Further, manufacturers of these products are required to apply for registration from the BIS after getting their product tested from BIS recognized labs and requires manufacturers to mandatorily display the relevant IS mark as notified by the BIS on their products. Further, the BIS may notify additional categories of electronic goods requiring registration from time to time. The EITG Order also provides the BIS powers to inspect the premises of the manufacturer to ensure conformity of the products and issue directions in this regard.

Bureau of Indian Standards Act, 2016 ("BIS Act 2016")

BIS Act, 2016 provides for the establishment of the Bureau of Indian Standards ("BIS") for the development of the activities, inter alia, standardization, conformity assessment and quality assurance of goods, articles, processes, systems and services, and formatters connected therewith and incidental thereto. Functions of the BIS include, inter alia, (a) recognizing as an Indian standard, with the prior approval of the Central Government, the mark of any international body or institution at par with the standard mark, for such goods, articles, process, system or service in India or elsewhere; (b) specifying a standard mark to be called the Bureau of Indian Standards Certification Mark which shall be of such design and contain such particulars as maybe prescribed to represent a particular Indian standard; (c) providing training services in relation to inter alia, quality management, standards, conformity assessment; (d) publishing Indian standards; promotion of safety in connection with any goods, article, process, system or service; and (e) any such other functions as may be necessary for promotion, monitoring and management of the quality of goods, articles, processes, systems and services and to protect the interests of consumers and other stakeholders.

Legal Metrology Act, 2009 ("LM Act") and the Legal Metrology (Packaged Commodities) Rules, 2011("Packaged Commodity Rules")

The LM Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number. The LM Act and rules framed thereunder regulate, inter alia, the labelling and packaging of commodities, appointment of government-

approved test centres for verification of weights and measures used, and lists penalties for offences and compounding of offences under it. Any non-compliance or violation under the LM Act may result in, inter alia, a monetary penalty on the manufacturer or seizure of goods or imprisonment in certain cases. The Packaged Commodity Rules define "pre-packaged commodity" as a commodity which without the purchaser being present is placed in a package of a pre-determined quantity. The Packaged Commodity Rules prescribes the regulations for imports, pre-packing and the sale of commodities in a packaged form intended for retail sale, wholesale and for export and import, certain rules to be adhered to by importers, wholesale and retail dealers, the declarations to be made on every package, the size of label and/or importers and the manner in which the declarations shall be made, etc. These declarations that are required to be made include, inter alia, the name and address of the manufacturer, the dimensions of the commodity, the maximum retail price, generic name of the product, the country of origin and the weight and measure of the commodity in the manner as set forth in the Packaged Commodity Rules. The Packaged Commodity Rules were amended in the year 2017 to increase protection granted to consumers especially relating to e-commerce entities. Pursuant to the amendments, the inventory e-commerce entity itself will be made liable and punishable for failure to make relevant declarations on its platform as required under the Act and the Rules.

Laws relating to Country of Origin

Currently, Legal Metrology (Packaged Commodities) Rules, 2011 ("Packaged Commodity Rules") require a declaration of 'country of origin' or 'country of manufacture' or 'country of assembly' on the imported products. This is aimed to curb false and misleading claims by brands to deceive the customers, as also to give complete information of the product to a potential buyer. Demands for specifying the Country of Origin ("COO") of products sold online has gained ground in view of Prime Minister's vision "Make in India". The Government had asked e-commerce entities to adhere to the Packaged Commodity Rules and display Country of Origin of products listed on their platform(s) by August 01, 2020. In the draft of proposed amendment to the Consumer Protection (E-Commerce) Rules, 2020, inter alia, requires an e-commerce entity that offers imported goods or services for sale, to identify goods based on their country of origin, provide a filter mechanism on their e-commerce website and display notification regarding the origin of goods at the pre-purchase stage, at the time of goods being viewed for purchase, suggestions of alternatives to ensure a fair opportunity for domestic goods and further to provide ranking for goods and ensure that the ranking parameters do not discriminate against domestic goods and seller.

Environmental Laws

E-Waste Management Rules, 2016 (the "E-Waste Rules")

The E-Waste Rules apply to every manufacturer, producer, consumer, bulk consumer, collection centers, dealers, e-retailer, refurbisher, dismantler and recycler involved in manufacture, sale, transfer, purchase, collection, storage and processing of e-waste or electrical and electronic equipment as classified under the E-Waste Rules, including their components, consumables, parts and spares which make the product operations. The E-Waste Rules mandate that a manufacturer must obtain an authorization from the state pollution control board and submit annual returns to the same Authority. Producers of such e-waste also have extensive responsibilities and obligations and may come under the scrutiny of either the central pollution control board or the state pollution control board. The manufacturer, producer, importer, transporter, refurbisher, dismantler and recycler shall be liable for all damages caused to the environment or a third party due to improper handling and management of the e-waste and may have to pay financial penalties as levied for any violation of the provisions under these rules by the state pollution control board with the prior approval of the central pollution control board.

Foreign Trade Regulations

Foreign Investment Laws

Foreign investment in India is governed by the provisions of the FEMA Rules along with the Consolidated FDI Policy issued by the DPIIT, from time to time. Further, the RBI has enacted the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 which regulate the mode of payment and reporting requirements for investments in India by a person resident outside India.

Under the FEMA Rules and Consolidated FDI Policy (effective October 15, 2020), 100% foreign direct investment is permitted in single brand product retail trading sector, under the automatic route, subject to certain conditions specified thereunder. Further, in the event of foreign direct investment beyond 51%, the investee entity is also required to

comply with certain local sourcing norms as specified in the FEMA Rules and the Consolidated FDI Policy.

In terms of the FEMA Rules, the total holding by each FPI, or an investor group shall be below 10% of the total paid-up equity share capital of our Company on a fully diluted basis and the total holdings of all FPIs put together with effect from April 1, 2020, will be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%), unless reduced by way of passing a special resolution. For further details, see "Restrictions on Foreign Ownership of Indian Securities" beginning on page 249 of this Draft Prospectus**.**

Shops and establishments legislations in various states

Under the provisions of local shops and establishments legislations applicable in the states in which establishments are set up, establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of opening and closing hours, daily and weekly working hours, rest intervals, overtime, holidays, leave, health and safety measures, termination of service, wages for overtime work, maintenance of shops and establishments and other rights and obligations of the employers and employees. There are penalties prescribed in the form of monetary fine or imprisonment for violation of the legislations.

Employment and labour laws

Code on Wages, 2019 ("Wages Code")

Wages Code received the assent of the President of India and was notified on August 8, 2019 and amends and consolidates laws relating to wages and bonus. The Wages Code subsumes and replaces the (i) Minimum Wages Act, 1948; (ii) Payment of Wages Act, 1936; (iii) Equal Remuneration Act, 1976; and (iv) Payment of Bonus Act, 1965. The Ministry of Labour and Employment vide notification dated December 18, 2020, notified certain provisions of the Wage Code. The provisions of this code will be brought into force on a date to be notified by the Central Government. Under the Wages Code, every employer is mandated to pay not less than the minimum wages to all employees engaged to do any work whether skilled, unskilled, semi-skilled, manual, operational, supervisory, managerial, administrative, technical or clerical in any employment. The Central Government shall fix the floor wage by taking into account the minimum living standards of a worker. The appropriate government fixes the minimum rate of wages payable to employees, which should not be less than the floor wages fixed by the Central Government. The Wages Code further lays down permissible modes of payment of wages, parameters of awarding bonus, etc.

The Code on Social Security, 2020 ("Social Security Code")

The Social Security Code ("Social Security Code") was notified on September 28, 2020 and subsumes and amends existing legislations including the (i) Employees' Compensation Act, 1923; (ii) Employees' State Insurance Act, 1948; (iii) Employees' Provident Funds and Miscellaneous Provisions Act, 1952; (iv) Maternity Benefit Act, 1961; (v) Payment of Gratuity Act, 1972; (vi) Building and Other Construction Workers' Welfare Cess Act, 1996; and (vii) Unorganised Workers' Social Security Act, 2008. As on date of this Draft Prospectus, the Social Security Code has not come into force. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Social Security Code aims to make a national database for unorganised sector workers and create a social security fund, to provide uniformity in providing social security benefits to the employees which was earlier segregated under different acts and had different applicability and coverage.

Employees Provident Fund and Miscellaneous Provisions Act, 1952 ("EPFA")

The EPFA was introduced with the object to institute compulsory provident fund for the benefit of employees in factories and other establishments. The EPFA provides for the institution of provident funds and pension fund for employees in establishment where more than 20 persons are employed and factories specified in Schedule I of the EPFA. Under the EPFA, the Central Government has framed the "Employees Provident Fund Scheme", "Employees Deposit –linked Insurance Scheme" and the "Employees Family Pension Scheme". Liability is imposed on the employer and the employee to contribute to the funds mentioned above, in the manner specified in the statute. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPFA also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

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

The ESI Act provides for certain benefits to the employees in case of sickness, maternity and employment injury. All employees in establishment covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

Payment of Bonus Act, 1965

Pursuant to the Payment of Bonus Act, 1965, as amended, an employee in a factory or in any establishment where 20 or more persons are employed on any day during an accounting year, who has worked for atleast 30 working days in a year and drawing salary or wage not exceeding twenty one thousand rupees is eligible to be paid a bonus. Contravention of the Provisions of the Payment of Bonus Act, 1965 by a company is punishable with imprisonment or a fine, against persons in charge of, and responsible to the Company for the conduct of the business of the Company at the time of contravention.

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

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 workplace, organising 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.

Tax Related Legislations

The tax related laws that are applicable to our Company include the Income-tax Act, 1961, the Central Goods and Services Tax Act, 2017, the West Bengal State Tax on Professions, Trades, Callings and Employments Act, 1979 and the relevant state legislations for goods and services tax.

Goods and Service Tax ("GST")

GST is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as The Constitution (One Hundred and First Amendment) Act, 2017 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by Centre on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination-based consumption tax GST would be a dual GST with the centre and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder. It replaces following indirect taxes and duties at the central and state levels:

Central Excise Duty, Duties of Excise (Medicinal and Toilet Preparations), additional duties on excise– goods of special importance, textiles and textile products, commonly known as CVD – special additional duty of customs, service tax, central and state surcharges and cesses relating to supply of goods and services, state VAT, Central Sales Tax, Luxury Tax, Entry Tax (all forms), Entertainment and Amusement Tax (except when levied by local bodies), taxes on advertisements, purchase tax, taxes on lotteries, betting and gambling**.**

Professional Tax

Professional tax is a state level tax which is imposed on income earned by way of profession, trade, calling or employment. At present, professional tax is imposed only in Karnataka, Bihar, West Bengal, Andhra Pradesh, Telangana, Maharashtra, Tamil Nadu, Gujarat, Assam, Kerala, Meghalaya, Odisha, Tripura, Madhya Pradesh, and Sikkim.

General Corporate Compliance

The Companies Act 1956 and the Companies Act, 2013

The consolidation and amendment in the law relating to the Companies Act, 1956 made way to the enactment of the Companies Act, 2013. The Companies Act 1956 is still applicable to the extent not repealed and the Companies Act, 2013 is applicable to the extent notified. The 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 relating to winding up, voluntary winding up, appointment of liquidator also forms part of the act. The provision of this act shall apply to all the companies incorporated either under this act or under any other previous law. It shall also apply to banking companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time being in force. A company can be formed by seven or more persons in case of public company and by two or more persons in case of private company. A company can even be formed by one person i.e., a One-Person Company. The provisions relating to forming and allied procedures of One Person Company are mentioned in the act.

Other laws

Municipality Laws

Pursuant to the Seventy Fourth Amendment Act, 1992, the respective State Legislatures in India have the power to endow the municipalities (as defined under Article 243Q of the Constitution of India) with the power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India which includes regulation of public health. The respective States of India have enacted laws empowering the Municipalities to regulate public health including the issuance of a health trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

The Indian Contract Act, 187

The Indian Contract Act, 1872 is the legislation which lays down the general principles relating to formation, performance and enforceability of contracts. The rights and duties of parties and the specific terms of agreement are decided by the contracting parties themselves, under the general principles set forth in the Indian Contract Act, 1872. The Indian Contract Act, 1872 also provides for circumstances under which contracts will be considered as 'void' or 'voidable'. The Indian Contract Act, 1872 contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency

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 (Non-debt Instruments) Rules, 2019 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.

Intellectual Property Laws

The Trade Marks Act, 1999 (the "Trade Marks Act")

The Trade Marks Act provides for the application, registration and protection of trademarks in India. The Trade Marks Act provides exclusive rights to the use of trademarks such as, brands, labels and headings that have been registered and to provide relief in case of infringement of such marks. The Trade Marks Act prohibits any registration of deceptively similar trademarks. The Trade Marks Act also provides for penalties for infringement and for falsifying and falsely applying trademarks and using them to cause confusion among the public.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief History of our Company

Our Company was originally incorporated as Cell Point (India) Private Limited on April 10, 2013 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Andhra Pradesh. Subsequently, the name of the company was changed from "as Cell Point (India) Private Limited" to "Cell Point (India) Limited" under The Companies Act, 2013 pursuant to a special resolution passed by our shareholders at the EGM held on October 31, 2022 and had obtained fresh certificate of incorporation dated November 25, 2022 issued by the Registrar of Companies, Vijayawada.

The Promoters of our company are Mr. Mohan Prasad Panday and Mr. Bala Balaji Panday

Names of signatories to the Memorandum of Association of the Company and the number of Equity Shares subscribed by them:

The names of the signatories of the Memorandum of Association of the Company and the number of Equity Shares subscribed for by them at the time of signing of the Memorandum of Association: Initial allotment to Mr. Mohan Prasad Panday (4950 Equity Shares) Mr. Bala Balaji Panday (4950 Equity Shares) and P.N.R Prasad (100) being the subscribers to the MOA of our Company.

Changes in our Registered Office

There has been no change in the registered office of our Company since the date of incorporation.

Major Events and Milestones

Some of the other key events in the history of our Company are set forth below:

Year	Details
2013	Incorporated as "Cell Point (India) Private Limited"
2013	Acquisition of sole proprietorship "Cell Point" and "Mobile King"
2014	Our Company received dealerships for selling mobile phones of brands such as Oppo and Vivo
2015	Our Company was awarded with the 'Business Leader 2015 Award' for our excellence in the retailing sector by TV5 News.
2017-2021	Our Company was certified as an esteemed member of the Elite fraternity by Nokia for our exceptional contribution and enduring partnership with the Nokia brand
	Our Company won a cash credit of INR 2,00,001 for our exceptional performance in a quarter by Samsung
	Our Company was awarded a momento by MI for making Xiaomi No. 1 in Andhra Pradesh and Telangana
2019	Our Company was awarded with the 'Remarkable Contribution Award' by Oppo and also Best Business Partner Excellence Award' for our valuable contribution by Vivo
2020	Our Company was welcomed to the President's Club by Samsung for our invaluable contribution towards Samsung's success in India.
2022	Our Company was welcomed to the President's Club by Samsung for our wonderful partnership.

Main Objects of our Company

The object clauses of the Memorandum of Association of our Company enable us to undertake our present activities. The main objects contained in the Memorandum of Association of our Company are:

1. To carry on the business of sellers and dealers whether as wholesalers or retailers of all kinds of electronic goods and in particular mobile/cell phones, Televisions , Audio equipment, Computers, Cameras and to undertake its repair and maintenance and to carry on the business of sellers and dealers in all accessories, articles , apparatus, equipment and goods which may seem calculated to promote on to in capable of being used in India with the use of electronic goods under the banner Cell Point or Mobile King at various geographical locations in India.

2. To take over the business of the existing Proprietary Concerns M/s. Cell Point and M/s. Mobile King as a going concern with all of their assets and liabilities

Amendments to the MoA of our Company since Incorporation

Since incorporation, the following amendments have been made to the MoA of our Company:

Sr. No.	Changes In M.O.A	Date & Type of Meeting
1)	Increase in authorized capital from Rs. 2.00 Crore to Rs.50 Crore	October 31, 2022; EGM
2)	The name clause of the Company was amended pursuant to change the name of our Company from "Cell Point (India) Private Limited" to "Cell Point (India) Limited"	October 31, 2022; EGM

Launch of Key Products or services, entry into new geographies or exit from existing markets

For details of key services launched by our Company, entry into new geographies or exit from existing markets, see "***Our Business***" beginning on page 99 of this Draft Prospectus.

Subsidiaries and Holding Company

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

As on the date of this Draft Prospectus, our Company has no holding company as on the date of filing of the Draft Prospectus.

Joint Ventures

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

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. since its incorporation

Except as stated below, our Company has not undertaken any acquisitions, mergers, demergers or amalgamations since incorporation.

Our Company acquired Cell Point, a proprietary concern of our Promoter, Mr. Mohan Prasad Panday pursuant to an agreement of takeover dated April 15, 2013 for a consideration of Rs. 1,00,01,000/- (Rupees One Crore and One Thousand only) which dealt in the business of sale of mobile phones.

Our Company acquired Mobile King, a proprietary concern of our Promoter, Mr. Bala Balaji Panday pursuant to an agreement of takeover dated April 15, 2013 for a consideration of Rs. 12,75,000/- (Rupees Twelve Lakhs and Seventy-five thousand only) which dealt in the business of sale of mobile phones.

Strategic Partners:

As of the date of this Draft Prospectus, our Company does not have any strategic partner(s) as on the date of this Draft Prospectus.

Financial Partners:

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 as on the date of this Draft Prospectus.

Shareholders' agreement:

Our Company does not have any subsisting shareholders' agreement as on the date of this Draft Prospectus.

Agreements with Promoters, Key Managerial Personnel, Director or any other employee

Except as stated in the chapter titled "Our Management" beginning on page 124 of the Draft Prospectus there are no agreements entered into by our Promoters, Key Managerial Personnel or Director or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Material Agreements:

Except as set out above, our Company has not entered into any specific or material or special agreements and/or arrangements except that have been entered into in ordinary course of business as on the date of filing of this Draft Prospectus.

Fraudulent Borrower

Our Company or any of our promoter or directors are not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.

Injunctions or Restraining Orders

There are no injunctions/ restraining orders that have been passed against the Company.

Fund raising through equity or debt

For details in relation to our fund-raising activities through equity and debt, please refer to the chapters titled '***Restated Financial Statement***' and '***Capital Structure***' beginning on page no. 145 and 53, respectively, of this Draft Prospectus.

Revaluation of Assets

Our Company has not revalued its assets since its incorporation.

Defaults or rescheduling of borrowings with financial institutions/banks

There have been no instances of defaults or rescheduling of borrowings with financial institutions/banks as on the date of this Draft Prospectus.

Time and cost overruns

As on the date of this Draft Prospectus, there have been no time and cost overruns in any of the projects undertaken by our Company.

Strikes and lock-outs

As on the date of this Draft Prospectus, our employees are not unionized, hence the above is not applicable to us.

Changes in the activities of Our Company having a material effect

There has been no change in the activities being carried out by our Company which may have a material effect on the profits/ loss of our Company, including discontinuance of the current lines of business, loss of projects or markets and similar factors in the last five years.

Number of Shareholders

Our Company has 7 (Seven) shareholders on date of this Draft Prospectus.

OUR MANAGEMENT

Board of Directors

As per the Articles of Association of our Company, we are required to have not less than 3 (three) Directors and not more than 15(fifteen) Directors on its Board, subject to the applicable provisions of the Companies Act. As on date of this Draft Prospectus, we have 5 (Five) Directors on our Board.

Sets forth below are the details regarding our Board as on the date of this Draft Prospectus:

Name, Age, Designation, Address, Din No., Occupation & Nationality	Date Of Appointment/ Re-appointment	Other Directorships
Mr. Mohan Prasad Panday **Date of birth**: November 20, 1976 **Age:** 46 years **Designation:** Managing Director **Address:** 44-22-59/1, Ramlayayam Street,Rly New Colony, Vishakhapatnam (Urban), Vishakhapatnam, Andhra Pradesh 530016, India**.** **DIN:** 06493918 **Occupation:** Business **Nationality:** Indian **Period:** Since April 10, 2013	Appointed as Managing Director w.e.f. October 1, 2019 Change in designation as Managing Director of the Company w.e.f. October 1, 2019 for a term of 5 years	***Companies*** NIL ***LLP*** NIL
Mr. Bala Balaji Panday Date of birth: July 20, 1978 **Age**: 44 years **Designation:** Whole time Director Address: 44-22-59/1, Ramlayayam Street,Rly New Colony, Vishakhapatnam (Urban), Vishakhapatnam, Andhra Pradesh 530016, India. **DIN:** 06493903 **Occupation:** Business **Nationality:** Indian **Period:** Since April 10, 2013	Appointed as Whole time Director with effect from October 1, 2019	***Companies*** NIL ***LLP*** NIL
Mrs. Kiranmai Panday **Date of birth**: April 2, 1983 **Age:** 39 years **Designation:** Non- Executive Director **Address:** 44-22-59/1, Ramlayayam Street, Rly New Colony, Vishakhapatnam (Urban), Vishakhapatnam, Andhra Pradesh 530016, India **DIN:** 08034071 **Occupation:** Business **Nationality:** Indian **Period:** Since December 01, 2017	Change in designation as Non-Executive Director with effect from January 31, 2023 for a term of 6 years.	***Companies*** NIL ***LLP*** NIL
Mr. Ananda Rao Ravada **Date of birth**: July 18, 1972 **Age**: 50 years **Designation:** Non Executive Independent Director **Address:** 55-3-48/1, Main Road, Old Venkojipalem, H B Colony, Vishakapatnam (Urban), Andhra Pradesh 530022	Appointed as Non-executive Independent Director with effect from November 26, 2022 for a term of 5 years, and his office is not liable to rotation	***Companies*** NIL ***LLP*** NIL

Name, Age, Designation, Address, Din No., Occupation & Nationality	Date Of Appointment/ Re-appointment	Other Directorships
DIN: 07712945 **Occupation:** Professional **Nationality:** Indian **Period:** Since November 26, 2022		
Ms. Kakshayani Sekharamantri **Date of birth**: February 12, 1984 **Age**: 39 years **Designation:** Non Executive Independent Director **DIN:** 09854612 **Occupation:** Professional **Nationality:** Indian **Period:** Since November 26, 2022	Appointed as Non-executive - Independent Director with effect from November 26, 2022 for a term of 5 years and her office is not liable to retire by rotation	***Companies*** NIL ***LLP*** NIL

Note: For further details on their qualification, experience etc., please see their respective biographies under the heading "**Brief Profile of the Directors of our Company**" as mentioned on page no. 130 of this Draft Prospectus.

Confirmations as on the date of this Draft ***Prospectus:***

1. *None of the above-mentioned Directors are on the RBI List of willful defaulters or fraudulent borrowers as on date of this draft Prospectus.*

2. *None of the above-mentioned Directors have been and/or are being declared as fugitive economic offenders as on date of this* Draft *Prospectus.*

3. *None of the Promoters, persons forming part of our Promoter Group, our Directors or persons in control of our Company or Our Company are debarred by SEBI from accessing the capital market.*

4. *None of the Promoters, Directors or persons in control of our Company, have been or are 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.*

5. *Further, none of our Directors are or were directors of any company whose shares were (a) suspended from trading by stock exchange(s) during the (5) five years prior to the date of filing the Draft Prospectus or (b) delisted from the stock exchanges.*

6. *There are no arrangements or understandings with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Managerial Personnel were selected as a Director or member of the senior management.*

7. *The Directors of our Company have not entered into any service contracts with our Company which provide for benefits upon termination of employment.*

8. *No proceedings/ investigations have been initiated by SEBI against any Company, the board of directors of which also comprises any of 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 of Companies in which they are interested 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.*

Relationship between Directors

Except Mr. Mohan Prasad Panday and Mr. Bala Balaji Panday who are brothers; Mr. Mohan Prasad Panday and Mrs. Kiranmai Panday who are husband and wife; and Mrs. Kiranmai Panday and Mr. Bala Balaji Panday who are sister-in-law and brother-in-law, none of the other Directors are related to each other as per section 2(77) of the Companies Act, 2013.

Brief Profile of the Directors of our Company

Mr. Mohan Prasad Panday – Managing Director

Mr. Mohan Prasad Panday, aged 46 years**,** is the Managing Director of our Company. He is also one of the promoters of the Company He holds a degree of Bachelor of Science from Andhra University. He has been associated with our Company since April 10, 2013. He plays a vital role in formulating business strategies and business policies.

Mr. Bala Balaji Panday – Whole Time Director

Mr. Bala Balaji Panday, aged 44 years, is a Whole time Director of our Company. He holds a Diploma in Medical Laboratory Technician Course from Murali Krishna School of Medical Technology, Nellore. He has 17 years of work experience in the field of mobile industry. He has been associated with our Company since April 10, 2013. He oversees operations in our Company.

Mrs. Kiranmai Panday – Non- Executive Director

Mrs. Kiranmail Panday, aged 39 years, is a Non-Executive Director of our Company. She has completed her Intermediate Public Examination in the year 2000. She has been associated with our Company since December 1, 2017.

Mr. Ananda Rao Ravada - Non-Executive Independent Director

Mr. Ananda Rao Ravada, aged 50 years, is an Independent Director of our Company. He has been associated with our Company since November 26, 2022. He is an Associate member and holds a certificate of practice from the Institute of Company Secretaries of India with effect from July 10, 2012. He holds a Masters of Business Administration degree in Financial Management from Faculty of Commerce, Dr. B. R. Ambedkar Open University. He has an experience of more than ten (10) years in the field of secretarial compliance.

Ms. Kakshayani Sekharamantri - Non-Executive Independent Director

Ms. Kakshayani Sekharamantri, aged 39 years, is an Independent Director of our Company. She has been associated with our Company since November 26, 2022. She has completed her Bachelors in Arts from Andhra University in the year 2009. Further, she completed Bachelors in Law (LL.B.) in the year 2009 and has been practicing in the field of law since 2009.

Borrowing Powers of the Board

Our Articles of Association, subject to applicable law, authorize our Board to raise or borrow money or secure the payment of any sum or sums of money for the purposes of our Company.

Pursuant to a special resolution passed on January 31, 2023, our shareholders in their Extra Ordinary General Meeting authorized our Board to borrow from time to time such sums of money as may be required under Section 180(1)(c) of the Companies Act, 2013, provided that such amount shall not exceed Rs.500.00 Crores.

For further details of the provisions of our Articles of Association regarding borrowing powers, please refer to the section titled '***Main Provisions of the Articles of Association***' beginning on page no.250 of this Draft Prospectus.

Terms and conditions of employment of our Executive Directors

Mr. Mohan Prasad Panday – Managing Director

Mr. Mohan Prasad Panday – Managing Director, was designated as the Managing Director of the Company w.e.f. October 1, 2019 *vide* Board of Directors resolution dated September 26, 2019. The significant terms of the agreement are as below:

Remuneration	Rs. 10,00,000 per month
Other terms and conditions	Managing Director of the Company is entitled to the actual entertainment expenses, actual travelling expenses, actual hospital and medical expenses for himself and his family upto Rs,3,00,000 rent free furnished accommodation. Among other things, he is also entitled to use the Company's car, Company's telephone and annual leave on full salary for a period of one month. Our Company will pay remuneration to our Executive Directors in accordance with Sections 197 and Part II of Schedule V of the Companies Act or such other limits as may be prescribed under the provisions of the Companies Act.

Mr. Bala Balaji Panday – Whole Time Director

Mr. Bala Balaji Panday, was appointed as a Whole Time Director vide Board Resolution September 26, 2019.

Remuneration	5,00,000 per month
Other terms and conditions	Our Company will pay remuneration to our Executive Directors in accordance with Sections 197 and Part II of Schedule V of the Companies Act or such other limits as may be prescribed under the provisions of the Companies Act.

Mrs. Kiranmai Panday, being an Executive Director on board previously was entitled to a remuneration of Rs. 5, 00,000 per month.

Remunerations and/ or Sitting Fees paid to our Non-Executive and Independent Directors

Our Non-Executive Independent Directors are entitled to sitting fees for attending meetings of the Board, or of any committee of the Board and 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. No remunerations and/ or sitting fees is paid/ payable to any of our Non-Executive and Independent Director.

Shareholding of Directors in our Company

Our Articles of Association do not require our directors to hold qualification shares. As on date of filing of this Draft Prospectus, except the following, none of our other Directors hold any Equity Shares of our Company:

Sr. No.	Name of Director	Designation	No. of Shares held in our Company	% of pre-issue paid-up Equity Share Capital
1.	Mr. Mohan Prasad Panday	Managing Director	12,060,600	88.35
2.	Mr. Bala Balaji Panday	Whole Time Director	1,589,400	11.64
3.	Mrs. Kiranmai Panday	Non-Executive Director	100	0.00
4.	Mr. Ananda Ravada	Non- Executive Independent Director	-	-
5.	Mr. Kakshayani Sekharamantri	Non- Executive Independent Director	-	-
TOTAL			**1,36,50,100**	**99.99**

Interest of Directors

The Non-Executive Independent Directors may be deemed to be interested to the extent of remuneration and sitting fees payable to them (if any) for attending meetings of the Board or a committee thereof and for their services. Our Executive Director of our Company may be deemed to be interested to the extent of reimbursement payable to them as well as to the extent of commission and other remuneration, if any, payable to them under our Articles of Association. Some of the Directors may be deemed to be interested to the extent of consideration received/ paid or any loans or advances provided to anybody corporate including companies and firms, and trusts, in which they are interested as directors, members, partners or trustees.

All our Directors may also be deemed to be interested to the extent of equity shares, if any, already held by them or their relatives in our Company, or that may be subscribed for and allotted to our Non-Promoter Directors, out of the Issue and also to the extent of any dividend payable to them and other distribution in respect of the said equity shares.

Our Directors, Non-Executive Independent Director may also be regarded as interested in the equity shares, if any, held or that may be subscribed by and allocated to the companies, firms and trusts, if any, in which they are interested as directors, members, partners, and/ or trustees.

Our Directors may also be regarded interested to the extent of dividend payable to them and other distribution in respect of the equity shares, if any, held by them or by the companies/firms/ventures promoted by them or that may be subscribed by or allotted to them and the companies, firms, in which they are interested as directors, members, partners and promoters, pursuant to the Issue.

Our Directors may be deemed to be interested in the contracts, agreements/ arrangements entered into or to be entered into by the Company with either the Director himself or other company in which they hold directorship or any partnership firm in which they are partners, as declared in their respective declarations.

Interest in promotion of our Company

Except as stated in this chapter titled **"*Our Management*"** and the chapter titled **"*Financial Statement- Annexure V- Related Party Transactions"*** beginning on page nos. 124 and 174 of this Draft Prospectus respectively and to the extent to remuneration received/ to be received by our directors, none of our directors have any interest in the promotion of our Company.

Interest in the property of our Company

Save and except as stated otherwise in ***"Our Properties"*** within the chapter titled ***"Business Overview"*** on page no. 106 and in ***'Annexure V: Statement of Related Parties' Transactions'*** in the chapter titled ***'Restated Financial Statement'*** beginning on page no. 174 of this Draft Prospectus:

- Our Directors have no interest in any property acquired or proposed to be acquired by our Company in the preceding two years from the date of this Draft Prospectus;
- Our Directors do not have any interest in any transaction regarding the acquisition of land, construction of buildings and supply of machinery, etc. with respect to our Company as on the date of this Draft 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 as on the date of this Draft Prospectus.

Interest in the business of Our Company

Save and except as stated otherwise in ***'Annexure V: Statement of Related Parties' Transactions'*** in the chapter titled ***'Restated Financial Statement'*** beginning on page no. 174 of this Draft Prospectus:

- Our Directors do not have any other interests in our Company and/or our business as on the date of this Draft Prospectus except to the extent of their shareholding in our Company and/ or their relative shareholding in our Company and/ or any dividends paid/ payable to them and/ or their relatives and/or any other distributions in respect of the Equity Shares of our Company;
- Our Directors are not interested in the appointment of Underwriters, Market Markers, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI as required to be appointed for the process of listing;
- There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the directors was selected as a director or member of senior management;
- Our company has not entered into any contract, agreements or arrangements during the preceding two years from the date of this Draft Prospectus in which the Directors are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company.

Interest as a creditor of Our Company

Except as stated in the ***'Annexure V: Statement of Related Parties' Transactions'*** on page 174 and chapter titled ***"Statement of Financial Indebtness"*** on page no. 187 in the chapter titled ***'Restated Financial Statement'*** beginning on page no. 145 of this Draft Prospectus:

- Our Company has not availed any loans from our Directors of our Company as on the date of this Draft Prospectus;
- None of our sundry debtors or beneficiaries of loans and advances are related to our directors.

Interest as Director of our Company

Except as stated in the chapter titled ***'Our Management, 'Capital Structure' and 'Annexure V: Statement of Related Parties' Transactions'*** beginning on page no. 124, 53 and 174 of this Draft Prospectus, our Directors, may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of our Board or Committees thereof as well as to the extent of remuneration and/or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of agreements entered into with our Company, if any and in terms of our AoA.

Interest of Key Managerial Personnel

Except as stated in this Chapter, none of the key managerial personnel have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment, reimbursement of expenses incurred by them during the ordinary course of business.

Our key managerial personnel may also be deemed to be interested to the extent of Equity Shares that may be subscribed for and allotted to them, pursuant to this Issue. Such key managerial personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

None of our key managerial personnel has been paid any consideration of any nature, other than their remuneration except as stated in the chapter titled ***'Our Management, 'Capital Structure' and 'Annexure V: Statement of Related Parties' Transactions'*** beginning on page no.124, 53 and 174 of this Draft Prospectus.

Details of Service Contracts

Except as stated in the ***'Annexure V: Statement of Related Parties' Transactions'*** on page no. 174 and in the Chapter titled **"*Statement of Financial Indebtness*"** of our Company on page no. 187 of this Draft Prospectus, there is no service contracts entered into with any Directors for payments of any benefits or amount upon termination of employment.

Bonus or Profit-Sharing Plan for the Directors

Except as stated in the '***Annexure V: Statement of Related Parties' Transactions***' on page no. 174, there is no there is no bonus or profit-sharing plan for the Directors of our Company

Contingent and Deferred Compensation payable to Directors

No Director has received or is entitled to any contingent or deferred compensation as on the date of filing this Draft Prospectus. Further, there is no contingent or deferred compensation accrued for the year, which is payable to our Directors as on the date of filing this Draft Prospectus.

Changes in the Board for the last three years

Except as mentioned below, there has been no change in the Board of Directors since the inception:

Name of Director	Date	Reason
Mr. Nagendra Prasad Panday	November 26, 2022	Resignation from directorship
Mrs. Heera Ratan Bai Panday	November 26, 2022	Resignation from directorship

Name of Director	Date	Reason
Mrs. Maha Vishnu Priya Panday	December 10, 2022	Resignation from directorship
Mr. Ananda Rao Ravada	November 26, 2022	Appointment as an Non-Executive Independent Director
Ms. Kakshayani Sekharamantri	November 26, 2022	Appointment as an Non-Executive Independent Director
Mrs. Kiranmai Panday	January 31, 2023	Change in designation from Executive Director to Non-Executive Director

Applicable provision of the Companies Act, 2013 with respect to corporate governance and the provisions of the SEBI (LODR) Regulations, 2015, as amended from time to time, will be applicable to our Company upon the listing of the Equity Shares with the Stock Exchanges in India.

Our Company is in compliance with the corporate governance code in accordance with Companies Act, 2013, SEBI (LODR) Regulations, 2015 and SEBI Regulations, as amended from time to time, particularly those relating to composition of Board of Directors and constitution of committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board has been constituted in compliance with the Companies Act and the SEBI Listing Regulations. The Board functions either as a full board, or through various committees constituted to oversee specific operational areas.

Composition of Board of Directors

Currently, the Board of Directors of our Company has an optimum combination of executive and non-executive Directors as envisaged in accordance with Companies Act, 2013 and SEBI (LODR) Regulations, 2015. Our Board has 5 Directors, comprising of 2 Executive Directors, and 1 Non-Executive Director and 2 Non-Executive-Independent Director. Our Company has constituted the following Committees in compliance with the corporate governance norms:

1) Audit Committee;
2) Nomination and Remuneration Committee;
3) Stakeholders Relationship Committee.
4) Risk Management Committee
5) Internal Complaints Committee

Audit Committee

The Audit Committee was constituted *vide* Board resolution dated December 12, 2022 pursuant to section 177 of the Companies Act, 2013. As on the date of this Draft Prospectus the Audit Committee consists of the following Directors:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Ananda Rao Ravada	Chairperson	Non-Executive Independent Director
Ms. Kakshayani Sekharamantri	Member	Non-Executive Independent Director
Mrs. Kiranmai Panday	Member	Non-Executive Director

Our Company Secretary and Compliance Officer of the Company would 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, 2015.

1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4) Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:

- Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause I 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
- Qualifications in the draft audit report.

5) Reviewing, with the management, the half yearly financial statements before submission to the board for approval
6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document//notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8) Approval or any subsequent modification of transactions of the company with related parties;
9) Scrutiny of inter-corporate loans and investments;
10) Valuation of undertakings or assets of the company, wherever it is necessary;
11) Evaluation of internal financial controls and risk management systems;
12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
14) Discussion with internal auditors any significant findings and follow up there on.
15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
16) 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.
17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
18) To review the functioning of the Whistle Blower mechanism.
19) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
20) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i): The term "related party transactions" shall have the same meaning as contained in the Accounting Standard 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

Explanation (ii): If the Issuer has set up an audit committee pursuant to provision of the Companies Act, the said audit committee shall have such additional functions / features as is contained in this clause.

Quorum and Meetings

The audit committee shall meet at least four times in a year and not more than four months shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be a minimum of two independent members present. Since the formation of the committee, no Audit Committee meetings have taken place.

Stakeholder`s Relationship Committee

The Shareholders and Investors Grievance Committee have been formed by the Board of Directors pursuant to section 178 (5) of the Companies Act, 2013 at the meeting held on December 12, 2022

As on the date of this Draft Prospectus the Stakeholder's Relationship Committee consists of the following:

Name of the Director	Designation in the Committee	Nature of Directorship
Mrs. Kiranmai Panday	Chairperson	Non-Executive Director
Ms. Kakshayani Sekharamantri	Member	Non-Executive Independent Director
Mr. Mohan Prasad Panday	Member	Managing Director

This Committee will address all grievances of Shareholders and Investors in compliance of the provisions of section 178 (5) of the Companies Act, 2013 and its terms of reference include the following:

1. Allotment and listing of our shares in future;
2. Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares;
3. Issue of duplicate/ split / consolidated share certificates;
4. Monitoring transfers, trasmissions, dematerialization, re – materialization, splitting and consolidation of Equtiy Shares and;
5. Reference to statutory and regulatory authorities regarding investor grievances;
6. To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;

Quorum and Meetings

The quorum necessary for a meeting of the Stakeholders Relationship Committee shall be two members or one third of the members, whichever is greater. The Stakeholder/ Investor Relationship Committee shall meet at least at least four times a year with maximum interval of four months between two meetings and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. Since the formation of the committee, no Stakeholders Relationship Committee meetings have taken place.

Nomination and Remuneration Committee

The constitution of the Nomination and Remuneration Committee was constituted at a meeting of the Board of Directors pursuant to section 178 of the Companies Act, 2013 held on December 12, 2022

As on the date of this Draft Prospectus the Remuneration Committee consists of the following Directors:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Ananda Rao Ravada	Chairperson	Non-Executive Independent Director
Ms. Kakshayani Sekharamantri	Member	Non-Executive Independent Director
Mr. Kiranmai Panday	Member	Non-Executive Director

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2) Formulation of criteria for evaluation of Independent Directors and the Board;
3) Devising a policy on Board diversity;
4) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report;
5) To recommend to the Board, the remuneration packages i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc. of the executive directors;
6) To implement, supervise and administer any share or stock option scheme of our Company; and
7) To attend to any other responsibility as may be entrusted by the Board within the terms of reference.

Quorum and Meetings

The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be two members or one third of the members, whichever is greater. Meeting of the Nomination and Remuneration/Compensation Committee shall be called by at least seven day's notice in advance.

Risk Management Committee

The constitution of the Risk Management Committee was constituted at a meeting of the Board of Directors held on December 12, 2022

As on the date of this Draft Prospectus the Risk Management Committee consists of the following Directors:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Bala Balaji Panday	Chairman	Whole time Director
Ms. Kakshayani Sekharamantri	Member	Non-Executive Independent Director
Mr. Chandra Sekhar Raghavapudi	Member	Company Secretary and Compliance Officer

The scope of Risk Management Committee shall include but shall not be restricted to the following:

1. Formulate a detailed risk management policy which shall include:
   a. a framework for identification of internal and external risks specifically faced by our Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee;
   b. measures for risk mitigation including systems and processes for internal control of identified risks;
   c. business continuity plan.
2. Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
3. Monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4. Periodically review the risk management policy, at least once in two years, including evaluation the adequacy of risk management policy;
5. Keep the Board informed about the nature and content of its discussions, recommendations and actions to be taken;
6. Review the appointment, removal and terms of remuneration of the chief risk officer (if any).

Internal Complaints Committee

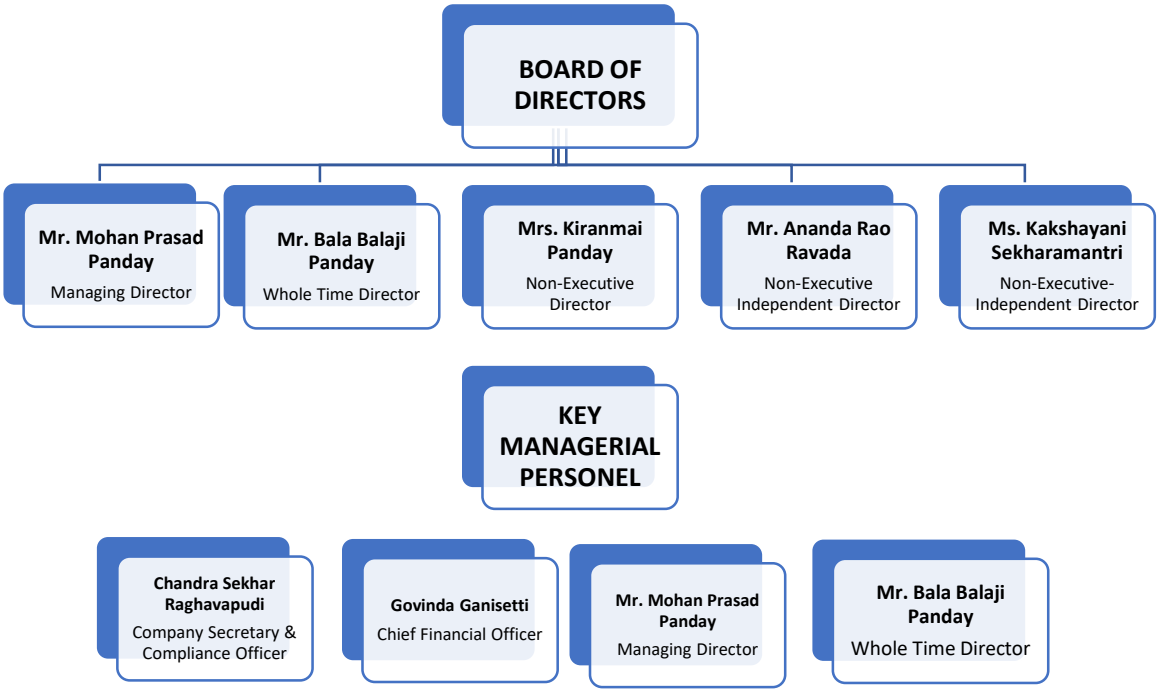
The constitution of the Internal Complaints Committee was constituted at a meeting of the Board of Directors held on December 12, 2022

As on the date of this Draft Prospectus the Risk Management Committee consists of the following Directors:

Name of the Director	Designation in the Committee	Nature of Directorship
Ms. Kakshayani Sekharamantri	Chairman	Non-Executive Independent Director
Mr. Ananda Rao Ravada	Member	Non-Executive Independent Director
Mrs. Kiranmai Panday	Member	Non-Executive Director

The Internal Complaints Committee shall continue to be in function with the same terms of reference as a committee of the Board.

ORGANIZATIONAL STRUCTURE OF THE COMPANY



KEY MANAGERIAL PERSONNEL

Our Company is managed by our Board of Directors, assisted by qualified professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel of our Company:

OUR KEY MANAGERIAL PERSONNEL

Other than the Managing Director and the Whole Time Director of our Company whose details are provided hereinabove, the details of our Key Managerial Personnel, as on the date of this Draft Prospectus are set forth below.

Mr. Govinda Ganisetti is the Chief Financial Officer of our Company since November 26, 2022. He holds a degree of Bachelors in Commerce from Andhra University. He has been associated with our Company since 2013. He oversees the day-to-day financial activities in the Company. He possesses over 9 (nine) years of experience in sales and marketing of mobile phones.

Mr. Chandra Sekhar Raghavapudi is the Company Secretary and Compliance Officer of our Company since November 26, 2022. He holds a degree in Bachelors of Commerce from Andhra University. He has completed his degree of Master of Business Administration from Indira Gandhi National Open University. He has completed his professional degree of Company Secretary from Institute of Company Secretaries of India in the year 2016 and holds a Certificate of Membership from the Institute of Company Secretaries of India. He has been associated with our Company since November 26, 2022. He oversees secretarial compliance in our Company. He possesses around 6 (six) years of experience in secretarial compliance.

Relationship between Key Managerial Personnel, Promoters and Directors

Except Mohan Prasad Panday and Bala Balaji Panday who are brothers; Mohan Prasad Panday and Kiranmai Panday who are husband and wife; and Kiranmai Panday and Bala Balaji Panday who are sister-in-law and brother-in-law, none of the other Key Managerial Personnel are related to each other or any of the Directors of the Company as per section 2(77) of the Companies Act, 2013.

Arrangement / Understanding with Major Shareholders / Customers / Suppliers

As on the date of this Draft Prospectus, Our Company has no arrangement or understanding with major shareholders, customers, suppliers or others pursuant to which any of the Directors or Key Managerial Personnel was selected as a Director or member of senior management.

Shareholding of the Key Managerial Personnel other than the Directors

Sr. No.	Name of the KMP`s	Designation	No. of Shares held in our Company	% of pre-issue paid-up Equity Share Capital
1.	Mr. Mohan Prasad Panday	Managing Director	12,060,600	88.35
2.	Mr. Bala Balaji Panday	Whole Time Director	1,589,400	11.64
3.	Mr. Govinda Ganisetti	Chief Financial Officer	-	-
4.	Mr. Chandra Sekhar Raghavapudi	Company Secretary and Compliance Officer	-	-
	Total		**1,36,50,000**	**99.99**

Changes in Key Managerial Personnel during the last three years

Following have been the changes in the Key Managerial Personnel during the last three years:

Name	Date Of Change in Designation/ Appointment	Reason
Mr. Mohan Prasad Panday	October 1, 2019	Re-appointed as Managing Director
Mr. Bala Balaji Panday	October 1, 2019	Re-appointed as Whole Time Director
Mr. Chandra Sekhar Raghavapudi	November 26, 2022	Appointed as Company Secretary and Compliance Officer
Mr. Govinda Ganisetti	November 26, 2022	Appointed as Chief Financial Officer

Interest of Key Managerial Personnel

Except as disclosed in “Interest of Directors” in "Our Management" beginning on page no. 124 of this Draft Prospectus in respect of our Directors, none of our other key managerial personnel have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment, reimbursement of expenses incurred by them during the ordinary course of business.

Our key managerial personnel may also be deemed to be interested to the extent of Equity Shares that may be subscribed for and allotted to them, pursuant to this Issue. Such key managerial personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

Except as disclosed in the chapter "***Our Management***" beginning on page 124 of this Draft Prospectus, none of our key managerial personnel has been paid any consideration of any nature, other than their remuneration.

Bonus and/ or Profit Sharing Plan for the Key Managerial Personnel

As on the date of this Draft Prospectus our Company does not have any performance linked bonus or profit-sharing plan with any of our key managerial personnel and any bonus and/ or profit sharing plan for the Key Managerial Personnel, except the normal bonus payment as a part of remuneration except as disclosed in ‘***Annexure V: Statement of Related Parties***’ Transactions’ under the chapter ‘Financial Statement’ beginning on page no. 174 of this Draft Prospectus.

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.

Scheme of Employee Stock Options or Employee Stock Purchase (ESOP/ESPS SCHEME)

Our Company does not have any Employee Stock Option Scheme or Employee Stock Purchase Scheme or any other similar scheme giving options in our Equity Shares to our employees.

Loans to Key Managerial Personnel

Except as disclosed in chapter ***'Financial Statement'*** beginning on page no. 145 of this Draft Prospectus, there are no loans outstanding against the Key Managerial Personnel as on the date of this Draft Prospectus.

Payment of Benefits to our Key Managerial Personnel (Non- Salary Related)

Except for the payment of salaries, perquisites and reimbursement of expenses incurred in the ordinary course of business and as disclosed in ***'Annexure V: Statement of Related Parties' Transactions'*** under the chapter ***'Financial Statement'*** beginning on page no. 174 of this Draft Prospectus we do not have any performance linked bonus or profit sharing plan with any of our Key Managerial Personnel. Further, we have not paid/ given any other benefit to the officers of our Company, within the two preceding years nor do we intend to make such payment/ give such benefit to any officer as on the date of this Draft Prospectus.

Service Contracts with Key Managerial Personnel

Except as stated in this Chapter, as on the date of this Draft Prospectus, our Company has not entered into any service contracts with the Key Managerial Personnels.

OUR PROMOTER AND PROMOTER GROUP

As on date of this Draft Prospectus, our Promoters **Mr. Mohan Prasad Panday** holds 1,00,50,500 and Bala Balaji Panday 13,24,500 holds Equity Shares having face value of Rs. 10 per share and representing 88.35% and 11.64% of the pre-issue paid up Capital of our Company. For details of the build-up of our Promoter' shareholding in our Company, please see "**Capital Structure- Shareholding of our Promoter**" beginning on page no 59 of this Draft Prospectus.

THE BRIEF PROFILE OF OUR INDIVIDUAL PROMOTERS IS AS FOLLOWS:

MR. MOHAN PRASAD PANDAY



Mr. Mohan Prasad Panday, born on November 20, 1976, aged 46 years, he holds a degree of Bachelor of Science from Andhra University. He started his entrepreneurial journey in year 2005. He has over 18 years of experience in the retail industry of selling mobile phones.

For a brief profile, complete detail on his appointment as a director, positions / posts held in the past and in the present, other directorships and special achievements, please refer chapter titled **"Our Management"** on page no. 124 of this Draft Prospectus.

For details of his other ventures, please refer "Our Group Entities" on page no. 142 of this Draft Prospectus.

Pan	AIVPP9465D
Nationality	Indian
Address	44-22-59/1, Ramlayayam Street, Rly New Colony, Vishakhapatnam (Urban), Vishakhapatnam, Andhra Pradesh 530016, India
Other Ventures	M/s Amaravathi Hotels & Resorts

MR. BALA BALAJI PANDAY



Mr. Bala Balaji Panday, born on July 20, 1978, aged 44 years, He holds a Diploma in Medical Laboratory Technician Course from Murali Krishna School of Medical Technology, Nellore. He started his entrepreneurial journey in the year 2005. He has over 17 year of experience in the field of mobile industry

For a brief profile, complete detail on his appointment as a director, positions / posts held in the past and in the present, other directorships and special achievements, please refer chapter titled **"Our Management"** on page no. 124 of this Draft Prospectus.

For details of his other ventures, please refer "Our Group Entities" on page no. 142 of this Draft Prospectus.

Pan	ALNPP8067C
Nationality	Indian
Address	44-22-59/1, Ramlayayam Street, Rly New Colony, Vishakhapatnam (Urban), Vishakhapatnam, Andhra Pradesh 530016, India
Other Ventures	M/s Amaravathi Hotels & Resorts

*For details of the build-up of our Promoter's shareholding in our Company, please see "**Capital Structure – Shareholding of our Promoters**" beginning on page no 59 of this draft Prospectus.*

Other Declaration and Confirmations

Our Company hereby confirms that the personal details of our Individual Promoters viz., Permanent Account Number, Passport Number and Bank Account Number will be submitted to the Stock Exchange at the time of filing this Draft Prospectus with them.

Our Promoters and members of our Promoter Group confirm that:

- They have not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad;

- They have not been declared as a fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018;

- Have not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016;

- They are not a Promoters, directors or person in control of any other company which is debarred from accessing the capital market under any order or directions made by the SEBI;

- They have not been identified as a willful defaulter by RBI or any other Government authority; and

- There are no violations of securities laws committed by them in the past or any such proceedings are pending against the them.

Relationship of Promoters with our Directors

Except Mr. Mohan Prasad Panday and Mrs. Kiranmai Panday who are husband and wife; and Mrs. Kiranmai Panday and Mr. Bala Balaji Panday who are sister-in-law and brother-in-law, none of the other Directors are related to our Promoters as per section 2(77) of the Companies Act, 2013.

Change in the control of our Company

There has not been any change in the control of our Company in the five years immediately preceding the date of this Draft Prospectus.

Details of Companies / Firms from which our Promoters have disassociated

Our Promoters have not disassociated themselves from any company or firm during the three years preceding the date of filing of this Draft Prospectus.

Interest of Promoters

Interest in promotion of Our Company

Our Promoters Mr. Mohan Prasad Panday and Mr. Bala Balaji Panday hold 12,060,600 and 1,589,400 Equity Shares aggregating to 99.99 % of pre-issue Equity Share Capital in our Company. Our Promoters is interested to the extent that he has promoted our Company and to the extent of his directorship and shareholding in our Company & dividend payable thereon, if any and the shareholding of their relatives in our Company and the dividend declared and due, if any, and employment related benefits paid by our Company. For details regarding shareholding of our Promoter in our Company, please refer to the chapters titled ***"Capital Structure"*** and ***"Our Management"*** on page no.53 and 124, respectively of this Draft Prospectus.

Our Promoters may be interested to the extent of unsecured loans granted to our Company, if any. Further, our Promoters may also be interested to the extent of loans, if any, taken by them or their relatives or taken by the companies/ firms in which they are interested as Directors/Members/Partners. Further, they may be deemed to be interested to the extent of transactions carried on / payment made by our Company to the proprietorship firm / partnership firm / companies in which they may act as a Proprietor/ Partner / Promoter and/or Directors. For further

details, please refer to ***'Annexure V: Statement of Related Parties' Transactions'*** in the chapter titled ***'Restated Financial Statement'*** beginning on page no. 174 of this Draft Prospectus.

Our Promoters are also interested in our Company to the extent of being Managing Director and Executive Director of our Company and the remuneration and reimbursement of expenses payable to him in such capacities in accordance with the provisions of the Companies Act and in terms of the agreements entered into with our Company, if any and AoA of our Company. For further details in this regard, please refer chapter titled ***"Our Management"*** on page no. 124 of this Draft Prospectus.

Except as stated in ***"Annexure V – Related Party Transactions"*** beginning on page 174 of this Draft Prospectus and disclosed in ***"Our Management"*** beginning on page 124 of this Draft Prospectus, there has been no payment of any amount or benefit given to our Promoters or Promoter Group during the two years preceding the date of filing of the Draft Prospectus nor is there any intention to pay any amount or give any benefit to our Promoters or Promoter Group as on the date of filing of this Draft Prospectus.

Experience of our Promoter in the business of our Company

For details in relation to experience of our Promoters in the business of our Company, see Chapter ***"Our Promoter and Promoter Group"*** and ***"Our Management"*** beginning on page no. 137 and 124 of this Draft Prospectus.

Interest in the property of Our Company

Except as disclosed in the chapters titled ***"Business Overview"*** beginning on page no. 99 and '***Annexure V: Statement of Related Parties' Transactions'*** in the chapter titled ***'Restated Financial Statement'*** beginning on page no. 174 of this Draft Prospectus, our Promoter does not have any interest in any property acquired three (3) years prior to the date of this Draft Prospectus.

Except as disclosed in the chapters titled ***"Business Overview"*** beginning on page no. 99 and '***Annexure V: Statement of Related Parties' Transactions'*** in the chapter titled ***'Restated Financial Statement'*** beginning on page no. 174 of this Draft Prospectus, our Promoters is currently not interested in various transactions with our Company involving acquisition of land, construction of building or supply of any machinery.

Our Promoters may be interested in transactions of our Promoter Group Companies/ Entities to the extent of their being the Promoter/ Directors/ Shareholders wherein the Promoter Group Companies/ Entities are involved in acquisition of land, construction of building or supply of any machinery. For further details please see ***"Our Group Companies"*** beginning on page no. 142 of this Draft Prospectus.

Interest in transactions involving acquisition of land

As on the date of this Draft Prospectus, except as disclosed in '***Annexure V: Statement of Related Parties' Transactions'*** in the chapter titled ***'Restated Financial Statement'*** beginning on page no. 174 of this Draft Prospectus, our Promoters do not have any interested in any property or in any transaction involving acquisition of land, construction of building or supply of any machinery by our Company.

Interest as a creditor of Our Company

Except as stated in the '***Annexure V: Statement of Related Parties' Transactions'*** in the chapter titled ***'Restated Financial Statement'*** beginning on page no. 174 of this Draft Prospectus, our Company has not availed any loans from the Promoters of our Company as on the date of this Draft Prospectus.

Interest as Director of our Company

Our Promoters Mr. Mohan Prasad Panday is the Managing Director and. Mr. Bala Balaji Panday is the Wholetime Director in our Company as on the date of filing the Draft Prospectus. For details regarding his directorship and change in the board for the last three years in our Company, please refer to the chapter titled ***"Our Management"*** on page 124 of this Draft Prospectus.

Except as stated in '***Annexure V: Statement of Related Parties' Transactions'*** in the chapter titled ***'Restated Financial Statement'*** beginning on page no. 174 of this Draft Prospectus and shareholding of our Promoters in our Company in the chapter titled ***"Capital Structure"*** beginning on page no. 53 of this Draft Prospectus, our Promoters does not have any other interest in our company.

Interest as members of our Company

Our Promoters are interested to the extent of their shareholding, the dividend declared in relation to such shareholding, if any, by our Company. For further details in this regard, please refer chapter titled ***"Capital Structure"*** beginning on page no. 53 of this Draft Prospectus.

Our Company has neither made any payments in cash or otherwise to our Promoters or to firms or companies in which our Promoters is interested as Members, Directors or Promoter nor have our Promoter been offered any inducements to become Directors or otherwise to become interested in any firm or company, in connection with the promotion or formation of our Company otherwise than as stated ***'Annexure V: Statement of Related Parties' Transactions'*** on page no. 174 of the chapter titled '***Financial Statements*** beginning on page no. 145 of this Draft Prospectus and ***"Our Group Companies"*** beginning on page no. 142 of this Draft Prospectus.

Other Ventures of our Promoter of Our Company

Except as disclosed in the chapter titled ***'Our Promoter and Our Group Companies***' beginning on page no. 137 and 142 respectively of this Draft Prospectus, there are no other ventures of our Promoters in which they have any other business interests and/ or other interests.

Payment or Benefit to Promoters of Our Company

Save and except as stated otherwise in ***'Annexure V: Statement of Related Parties' Transactions'*** in the chapter titled ***'Restated Financial Statement'*** beginning on page no. 174 of this Draft Prospectus, no payment has been made or benefit given or is intended to be given to our Promoters in the three (3) years preceding the date of this Draft Prospectus.

Related Party Transactions

For details of related party transactions entered into by our Promoters, members of our Promoter Group and our Company, please refer to '***Annexure V: Statement of Related Parties' Transactions'*** on page no. 174 of the chapter titled '***Financial Statement***' beginning on page no.145 of this Draft Prospectus.

Guarantees

Our Promoter(s) have given personal guarantees, respectively, towards financial facilities availed from Bankers of our Company; therefore, they are interested to the extent of the said guarantees. For details, please refer to '***Statement of Financial Indebtness'*** on page no. 187 of the chapter titled '***Financial Statement*** beginning on page no. 145 of this Draft Prospectus.

Except as stated in the '***Statement of Financial Indebtness'*** on page no. 187 of the chapter titled '***Financial Statement*** beginning on page no. 145 of this Draft Prospectus, respectively, there are no material guarantees given by the Promoters to third parties with respect to specified securities of the Company as on the date of this Draft Prospectus**.**

Litigation details pertaining to our Promoter

For details of legal and regulatory proceedings involving our Promoters, please refer chapter titled ***"Outstanding Litigation and Material Developments"*** beginning on page 190 of this Draft Prospectus.

OUR PROMOTER GROUP

In addition to the Promoters named above, the following natural persons are part of our Promoter Group:

1) Natural Persons who are part of the Promoter Group

As per Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018, the natural persons who are part of the Promoter Group (due to their relationship with the Promoter), other than the Promoters, are as follows:

Relationship with Promoters	Mr. Mohan Prasad Panday	Mr. Bala Balaji Panday
Father	Mr. Nagendra Prasad Panday	Mr. Nagendra Prasad Panday
Mother	Mrs.Heera Ratan Bai Panday	Mrs. Heera Ratan Bai Panday
Spouse	Mrs. Kiranmai Panday	Mrs..Maha Vishnu Priya Panday
Brother	Mr.Bala Balaji Panday	Mr,Mohan Prasad Panday
Sister	-	-
Son	Mr. P S N Dinesh Prasad Mr. P.N.S Roshan	-
Daughter	-	Ms. Naga Sai Purvi Panday Ms. Khushi Aarushi Panday
Spouse`s Father	Mr,Suklal Prasad Pandey	-
Spouse`s Mother	Mrs.Suguna Pandey	Mrs. Nagalakshmi Pande
Spouse`s Brother(s)	Mr.Srinivas Panday	-
Spouse`s Sister(s)	Ms. Himabindu Thivari Ms. Santosh Sailaja Tivari	Ms. Ramya Bharathi Panday Ms. Tejaseini Panday

2) As per Regulation 2(1) (pp) (iv) of the SEBI (ICDR) Regulations, 2018, Companies/ Corporate Entities, Firms, Proprietorships and HUFs which form part of our Promoter Group are as follows:

As per the extent of information available in relation to our Promoter group, except for M/s Amaravathi Hotels & Resorts, there are no other companies, firms, proprietorships and HUF's forming part of our Promoter Group as on date of this Draft Prospectus.

OUR GROUP COMPANIES/ ENTITIES

As per the SEBI ICDR Regulations, 2018, for the purpose of identification of Group Companies, our Company has considered those companies as our Group Companies which is covered under the applicable accounting standard (AS-18) issued by the Institute of Chartered Accountants of India such other companies as considered material by our Board.

Under the SEBI ICDR Regulations, the definition of 'group companies' includes such companies (other than the promoters and subsidiaries) with which the Company related party transactions during the period for which financial information is disclosed, as covered under applicable accounting standards, and such other companies as are considered material by the Board.

Pursuant to a Board resolution dated December 12, 2022, our Board approved the following policy with respect to companies which it considered material to be identified as group companies. A company shall be considered material and disclosed as a 'Group Company' if such company is covered under the applicable accounting standards (i.e. Accounting Standard 18 issued by the Institute of Chartered Accountants of India) and where (i) the company is member of the Promoter Group and our Company has entered into one or more transactions with such company in the last audited financial year; cumulatively exceeding 5% of the total revenue of our Company for the last audited financial year; or (ii) an entity is covered under Accounting Standard 18, as per the last audited and restated financial statements of the Company and our Company has outstanding trade receivables and loans exceeding 10% of the net worth of the Company as of the last audited and restated financial statements, from such entity.

Accordingly, as on the date of this Draft Prospectus, our Company has no Group Companies.

RELATED PARTY TRANSACTIONS

For details on Related Party Transactions of our Company, please refer to '***Annexure V: Statement of Related Parties' Transactions***' on page no. 174 of the chapter titled 'Restated Financial Statements' beginning on page no. 145 of this Draft Prospectus.

DIVIDEND POLICY

Under the Companies Act, 2013, our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant The shareholders of our Company have the right to decrease not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both.

The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. However, Our Company does not have any formal dividend policy for 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 will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

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 has not declared and/or paid any dividend on equity shares since its incorporation.

SECTION IX - FINANCIAL STATEMENTS

RESTATED FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

(As required by Section 26 of Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014)

To,
The Board of Directors
Cell Point (India) Limited
D.No. 30-15-139, Room No.5 & 6, Ram's Arcade,
Opp: BSNL OFFICE, Daba Gardens,
Visakhapatnam – 530 020, India

Dear Sir,

1. Report on Restated Financial Statements

We have examined the Restated Financial Statements of Cell Point (India) Limited, Daba Gardens, Vishakhapatnam (hereinafter referred as "the Company"), the summarized statements of which annexed to this report have been prepared in accordance with the requirements of:

i. Section 26 read with the applicable provisions within Rule-4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act, 2013, As amended (hereinafter referred to as the "Act") and

ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the Regulation") ("SEBI ICDR Regulations") issued by the Securities and Exchange Board of India (SEBI) and amendments made thereto;

iii. The terms of reference to our engagements with the Company requesting us to examine financial statements referred to above and proposed to be included in the Draft Prospectus /Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares on SME Platform of Stock Exchange ("IPO" or "SME IPO");

iv. The (Revised) Guidance Note on Reports in Company Prospectus issued by the Institute of Chartered Accountants of India ("ICAI") ; and

v. In terms of Schedule VI of the SEBI (ICDR) Regulations, 2018 and other provisions relating to accounts, We, M/s Rao and Kumar, Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of the ICAI.

2. Th**e** Restated Summary Statements and Financial information of the Company have been extracted and prepared by the management from the Audited Financial Statements of the Company for the financial years ended March 31, 2022, 2021 and 2020 which have been approved by the Board of Directors.

3. Financial Statements for the 6 months period ended September 30, 2022 have been audited by us, further the financial statements for the year ended March 31, 2022, March 31, 2021 and March 31, 2020 was audited by M/s Sankaran & Krishnan, Chartered Accountants, Visakhapatnam, being the then Statutory Auditor of the Company for the respective years, which are all approved by the Board of Directors as on that date and upon which we have placed our reliance while reporting. The Financial information for these financial years were reviewed by us for the purpose of restatement as required under SEBI ICDR Regulations.

4. **Financial Information as per Audited Financial Statements**:

i. We have examined:

a. The attached Restated Statement of Assets and Liabilities of the company, as at September 30, 2022, March 31, 2022; March 31, 2021 and March 31, 2020, (*Annexure I*);

b. The attached Restated Statement of Profits and Losses of the Company for the 6 months period ended September 30, 2022 and financial years ended March 31, 2022, 2021 and 2020, (*Annexure II*);

c. The attached Restated Statement of Cash Flows of the Company for the 6 months period ended September 30, 2022 and financial years ended March 31, 2022, 2021 and 2020, (*Annexure III*);

d. The Significant Accounting Policies adopted by the Company and notes to the Restated Financial Statements along with adjustments on account of audit qualifications / adjustments / regroupings.(*Annexure IV*);

(Collectively hereinafter referred as "**Restated Financial Statements"** or "**Restated Summary Statements"**)

ii. In accordance with the requirements of Act, ICDR Regulations as amended from time to time, Guidance Note on the reports in Company Prospectus (Revised) issued by ICAI and the terms of our Engagement Letter, we further report that:

a. The "Restated Statement of Assets and liabilities" as set out in *Annexure I* to this report, of the Company as at September 30, 2022, March 31, 2022, 2021 and 2020 are prepared by the Company and approved by the Board of Directors. This Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual Financial Statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in *Annexure IV* to this Report.

b. The "Restated Statement of Profit and Loss" as set out in *Annexure II* to this report, of the Company for the 6 months period ended September 30, 2022 and financial years ended March 31, 2022, 2021 and 2020 are prepared by the Company and approved by the Board of Directors. This Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in *Annexure IV* to this Report.

c. The "Restated Statement of Cash Flow" as set out in *Annexure III* to this report, of the Company for the 6 months period ended September 30, 2022 and financial years ended March 31, 2022, 2021 and 2020, are prepared by the Company and approved by the Board of Directors. This Statement of Cash Flow, as restated, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Restated Summary Statements as set out in *Annexure IV* to this Report.

Based on the above we are of the opinion that "**Restated Financial Statements"** or "**Restated Summary Statements**" have been made after incorporating:

a. There are no material amounts in the respective financial years, where adjustments have been made to which they relate, other than the adjustment for Accounting for Post- retirement Benefits (Gratuity), Deferred Tax and Depreciation.

b. There are no Extra-ordinary items that need to be disclosed separately in the Restated Summary Statements.

c. There were no audit qualifications for which adjustment was required.

d. There was no change in accounting policies, which needs to be adjusted in the Restated Financial Statements.

e. There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statements.

f. The Company has not paid dividend on its equity shares.

5. Other Financial Information:

I. We have also examined the following financial information as set out in annexure prepared by the Management and as approved by the Board of Directors of the Company for the 6 months period ended September 30, 2022 and financial years ended March 31, 2022, 2021 and 2020.

PARTICULARS	ANNEXURE NO.
STATEMENT OF ASSETS AND LIABILITIES AS RESTATED	I
STATEMENT OF PROFIT & LOSS AS RESTATED	II
STATEMENT OF CASH FLOWS AS RESTATED	III
SIGNIFICANT ACCOUNTING POLICY AND NOTES TO THE RESTATED SUMMARY STATEMENTS	IV
STATEMENT OF SHARE CAPITAL AS RESTATED	I.1
STATEMENT OF RESERVES AND SURPLUS AS RESTATED	I.2
STATEMENT OF LONG-TERM BORROWINGS AS RESTATED	I.3
STATEMENT OF LONG-TERM PROVISIONS AS RESTATED	I.4
STATEMENT OF DEFERRED TAX AS RESTATED	I.5
STATEMENT OF SHORT-TERM BORROWINGS AS RESTATED	I.6
STATEMENT OF TRADE PAYABLES AS RESTATED	I.7
STATEMENT OF OTHER CURRENT LIABILITIES AS RESTATED	I.8
STATEMENT OF SHORT-TERM PROVISIONS	I.9
STATEMENT OF FIXED ASSETS AS RESTATED	I.10
STATEMENT OF OTHER NON-CURRENT ASSETS AS RESTATED	I.11
STATEMENT OF OTHER LONG-TERM LOANS AND ADVANCES AS RESTATED	I.12
STATEMENT OF INVENTORIES AS RESTATED	I.13
STATEMENT OF TRADE RECEIVABLES AS RESTATED	I.14
STATEMENT OF CASH AND CASH EQUIVALENTS AS RESTATED	I.15
STATEMENT OF SHORT-TERM LOANS & ADVANCES AS RESTATED	I.16
STATEMENT OF OTHER CURRENT ASSETS AS RESTATED	I.17
STATEMENT OF REVENUE FROM OPERATIONS AS RESTATED	II.1
STATEMENT OF OTHER INCOME AS RESTATED	II.2
STATEMENT OF PURCHASE OF STOCK-IN-TRADE AS RESTATED	II.3
STATEMENT OF CHANGES IN INVENTORY AS RESTATED	II.4
STATEMENT OF EMPLOYEE BENEFIT EXPENSES AS RESTATED	II.5
STATEMENT OF OTHER EXPENSES AS RESTATED	II.6
STATEMENT OF FINANCIAL CHARGES AS RESTATED	II.7
STATEMENT OF RELATED PARTY TRANSACTIONS AS RESTATED	V
STATEMENT OF ACCOUNTING RATIOS AS RESTATED	VI
STATEMENT OF CAPITALIZATION AS RESTATED	VII

II. The Restated Financial Information contain all the disclosures required by the SEBI ICDR regulations and partial disclosures as required by Accounting Standards notified under section 133 of Companies Act, 2013.

III. We have not audited any financial statements of the Company as of any date or for any period subsequent to September 30, 2022. Accordingly, we do not express any opinion on the financial position, results or cash flows of the Company as of any date or for any period subsequent to September 30, 2022.

IV. The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company in accordance with the provisions of the Act and the Financial Information referred to above is the responsibility of the management of the Company.

V. In our opinion, the above restated financial information contained in this report read along with the significant polices and notes to accounts listed above, are prepared after making adjustments and

regrouping as considered appropriate and have been prepared in accordance with paragraph B, Part II of Schedule III of the Act, the SEBI Regulations, The Revised Guidance Note on Reports in Company Prospectus and Guidance Note on Audit Reports/Certificates on Financial Information in Offer Documents issued by the Institute of Chartered Accountants of India (ICAI) to the extent applicable, as amended from time to time, and in terms of our engagement as agreed with the Company. We did not perform audit tests for the purpose of expressing an opinion on individual balances of account or summaries of selected transactions, and accordingly, we express no such opinion thereon.

VI. 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 result of these regroupings and adjustments, the amount reported in the financial information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.

VII. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit report, nor should this be constructed as a new opinion on any of the financial statements referred to herein.

VIII. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

IX. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the IPO-SME for Proposed Issue of Equity Shares of the Company and our report should not be used, referred to or adjusted for any other purpose without our written consent.

6. Auditor's Responsibility

Our responsibility is to express an opinion on these restated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

7. Emphasis of Matters

We draw attention to the following matters in the Notes to the financial statements:

Para 5 of "Notes on Accounts and Restatements made in the Restated Financials" to the restated financial statements which, describes the uncertainty related to the outcome of the claims filed against the Company.

Para 8 of "Notes on Accounts and Restatements made in the Restated Financials" to the restated financial statements which, describes the adjustments or errors which required adjustment for the purpose of restatement.

Our opinion is not modified in respect of these matters.

8. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the restated financial statements read together with the notes thereon, give the information required by the Act in the manner

so required and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable**.**

As per our Report Attached
For M/s. Rao and Kumar,
Chartered Accountants

CA Anirban Pal
Partner
Membership No: 214919
Firm Registration No:03089S
Date: March 01, 2023
Place: Vishakapatnam
UDIN: 23214919BGWTUE4303

Annexure I

STATEMENT OF ASSETS AND LIABILITIES AS RESTATED

(Rs. in Lakhs)

Particulars	Annexure nos.	As on September 30, 2022	As on March 31,		
			2022	2021	2020
Equity & Liabilities					
Shareholders' Funds					
Share Capital	I.1	113.76	113.76	113.76	113.76
Reserve & Surplus	I.2	1611.91	1222.18	1057.55	988.44
Total Equity (A)		**1725.67**	**1335.94**	**1171.31**	**1102.20**
Non-Current Liabilities					
(a) Long-term borrowings	I.3	1979.56	2233.28	2366.04	2185.19
(b) Long Term Provisions	I.4	45.43	42.80	35.04	21.38
(c) Deferred Tax Liability (Net)		0.00	0.00	0.00	0.00
Total Non-current Liabilities (B)		**2025.00**	**2276.09**	**2401.08**	**2206.57**
Current Liabilities					
(a) Short term borrowings	I.6	3603.35	2938.40	1491.99	743.39
(b) Trade payables	I.7	1153.39	1302.52	987.07	1215.95
(c) Other current liabilities	I.8	26.60	207.52	263.85	208.74
(d) Short-term provisions	I.9	360.22	209.99	215.32	108.27
Total Current Liabilities (C)		**5143.55**	**4658.43**	**2958.23**	**2276.35**
TOTAL LIABILITIES (A+B+C)		**8894.22**	**8270.46**	**6530.63**	**5585.12**
Non- current Assets					
(a) Fixed assets					
(i) Tangible assets	I.10	1839.41	1866.86	1933.22	1937.99
(ii) Intangible assets		0.00	0.00	0.00	0.00
(iii) Capital Work In Progress		0.00	0.00	0.00	0.00
(b) Non-current Investments		0.00	0.00	0.00	0.00
(c) Long-term loans and advances	I.12	0.00	0.00	0.00	0.00
(d) Other Non Current Assets	I.11	893.83	885.03	1309.15	465.88
(e) Deffered Tax Asset (Net)	I.5	117.10	115.03	107.00	97.53
Total Non-current Assets (A)		**2850.34**	**2866.92**	**3349.37**	**2501.40**
Current Assets					
(a) Current Investments		0.00	0.00	0.00	0.00
(b) Inventories	I.13	4068.58	3803.13	2572.29	1968.79
(c) Trade receivables	I.14	37.03	45.66	24.88	67.45
(d) Cash and cash equivalents	I.15	993.10	806.24	340.35	275.34
(e) Short Term Loans & Advances	I.16	474.80	463.98	24.82	72.38
(f) Other current assets	I.17	470.35	284.52	218.92	699.76
Total Current Assets (B)		**6043.87**	**5403.53**	**3181.25**	**3083.72**
TOTAL ASSETS (A+B)		**8894.22**	**8270.46**	**6530.63**	**5585.12**

Annexure II

STATEMENT OF PROFIT & LOSS AS RESTATED

(Rs. in Lakhs)

Particulars	Annexure nos.	As on September 30, 2022	As on March 31,		
			2022	2021	2020
Income					
Revenue from Operations	II.1	14863.19	26916.41	22301.48	27756.03
Other Income	II.2	56.58	88.02	54.54	55.86
Total Income (a)		**14919.77**	**27004.43**	**22356.02**	**27811.89**
Expenses					
(a) Purchases	II.3	12362.45	23372.59	19280.72	23491.84
(b) Changes In Inventories of FG,WIP& SIT	II.4	-265.45	-1230.84	-603.50	-315.00
(c) Employee benefits expense	II.5	501.29	998.14	893.27	1054.37
(d) Finance costs	II.6	391.96	802.61	564.24	595.95
(e) Depreciation and amortisation expenses	I.10	42.40	112.06	120.43	152.85
(f) Other expenses	II.7	1347.28	2707.11	1973.71	2592.60
Total Expenses (b)		**14379.92**	**26761.68**	**22228.87**	**27572.60**
Profit Before Exceptional and Extraordinary Items and Tax (a-b)		**539.86**	**242.76**	**127.15**	**239.29**
Profit Before Tax		**539.86**	**242.76**	**127.15**	**239.29**
Tax expense:					
(a) Current tax expense		152.20	86.16	67.50	92.67
(b) Deffered Tax		-2.07	-8.04	-9.47	-17.25
(c) Income Tax of earlier years		0.00	0.00	0.00	3.89
Total Tax		150.13	78.13	58.03	79.31
Profit/ (Loss) after Tax		**389.73**	**164.63**	**69.11**	**159.97**
Profit After Tax but Before Extra ordinary Items					
Extraordinary Items					
Prior Period Items					
Net Profit after Adjustments		**389.73**	**164.63**	**69.11**	**159.97**
Net Profit transferred to Balance Sheet		**389.73**	**164.63**	**69.11**	**159.97**

Annexure III

STATEMENT OF CASH FLOWS AS RESTATED

(Rs. in Lakhs)

Particulars	As on September 30, 2022	As on March 31,		
		2022	2021	2020
A. Cash Flows From Operating Activities				
Profit before taxation	**539.86**	**242.76**	**127.15**	**239.29**
Adjustments for:				
Depreciation	42.40	112.06	120.43	152.85

Particulars	As on September 30, 2022	As on March 31,		
		2022	2021	2020
Interest paid on long term borrowings	99.89	131.79	215.70	217.67
Acturial gain booked in current year	12.28	9.31	19.50	-1.23
Total	694.42	**495.91**	**482.78**	**608.58**
Cash Generated from Operations before Working Capital Changes:				
(Increase) /Decrease in Inventories	-265.45	-1230.84	-603.50	-315.00
(Increase) /Decrease in Trade Receivables	8.62	-20.77	42.57	47.23
(Increase) /Decrease in Short Term loans & Advances	-10.82	-439.17	47.56	11.61
(Increase) /Decrease in Non Current Assets	-8.80	424.12	-843.27	51.62
(Increase) /Decrease in Other Current assets	-185.83	-65.61	480.84	-129.67
Increase /(Decrease) in Other Current Liabilities	-180.92	-56.33	55.11	92.91
Increase /(Decrease) in Trade Payables	-149.14	315.45	-228.87	-434.17
Increase /(Decrease) in Short term borrowings.	664.95	1446.41	748.59	452.47
Increase /(Decrease) in Short term Provisions	150.22	-5.33	107.05	-142.09
Increase /(Decrease) in Long term Provisions	2.63	7.76	13.66	-.98
Total	719.89	**871.60**	**302.53**	**242.50**
Income Tax	-152.20	-86.16	-67.50	-96.56
Net Cash generated from Operating Activities (A)	**567.69**	**785.44**	**235.03**	**145.94**
B. Cash Flows From Investing Activities				
Purchase of Fixed Assets	-14.95	-45.70	-115.66	-103.45
Acturial Gains from Gratuity Fund	-12.28	-9.31	-19.50	1.23
Net Cash Generated From Investing Activities (B)	**-27.22**	**-55.00**	**-135.17**	**-102.22**
C. Cash Flow From Financing Activities				
Proceeds from Long term Borrowings	0.00	0.00	180.85	283.58
Repayment of Long term Borrowings	-253.72	-132.76	0.00	0.00
Payment of Interest on Long term borrowings	-99.89	-131.79	-215.70	-217.67
Net Cash (used in)/ generated from Financing Activities [C]	**-353.61**	**-264.54**	**-34.85**	**65.91**
Net Increase / (Decrease) in Cash and Cash Equivalents (A + B + C)	**186.85**	**465.90**	**65.01**	**109.63**
Cash and Cash Equivalents at beginning of year	806.24	340.35	275.34	165.71
Cash and Cash Equivalents at end of year	993.10	806.24	340.35	275.34
Components of cash & cash equivalents				
Cash in Hand	256.63	188.88	96.75	131.26

Particulars	As on September 30, 2022	As on March 31,		
		2022	2021	2020
Balances with Banks	736.46	617.37	243.60	144.08
In Current Accounts	135.51	128.74	56.44	142.59
In Fixed Deposits Accounts	574.22	488.63	187.16	1.49
Cash and cash equivalents considered for cash flow statement	993.10	806.24	340.35	275.34

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the company are segregated.

Annexure IV

SIGNIFICANT ACCOUNTING POLICY AND NOTES TO THE RESTATED SUMMARY STATEMENTS

SIGNIFICANT ACCOUNTING POLICIES

Note No.1: Corporate Information

Cell Point (India) Limited [Formerly known as Cell Point (India) Private Limited] was incorporated as private limited on April 10, 2013 and registered under The Companies Act, 2013. Company was converted into Public Limited Company and consequently name of the company was changed from Cell Point (India) Private Limited to Cell Point (India) Limited vide special resolution passed by the shareholders at the Extraordinary General Meeting held on October 31, 2022 and a revised certificate of incorporation dated November 25, 2022 issued by the Registrar of Companies, Vijayawada. The company is engaged in the business of Trading in smart phones, accessories, related products and other consumer durable electronic goods.

Note No.2: SIGNIFICANT ACCOUNTING POLICIES

1. System of Accounting:

These financial statements are prepared in conformity with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory Accounting Standards as prescribed under Section 133 of the Companies Act, 2013('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, provision of the Act (to the extent notified). Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

2. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting year end. Although, these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

3. Property, Plant and Equipment

(i) Items of Property, Plant and Equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation, goods and service tax (to the extent not availed as input credit) and accumulated impairment loss, if any. Cost includes duties, freight and other incidental expenses directly related to acquisition / construction and installation of the assets. Any trade discounts, and rebates are deducted in arriving at the purchase price.

(ii) An item of Property, Plant and Equipment is eliminated from the financial statements on disposal or when no further benefit is expected from its use and disposal. Gains / losses arising from disposal are recognised in the Statement of Profit and Loss.

(iii) Depreciation

Depreciation is provided on Written down Value Method over the useful life of the assets at the rates and in the manner prescribed under part “C” of Schedule II of the Companies Act, 2013. Depreciation for assets purchased / sold during a period is proportionately charged.

4. Inventories:

Inventories include only traded finished goods and are valued on the principle laid down by AS 2 “Inventories” on the basis of "Lower of cost and net realizable value. Cost includes direct materials, Packaging Material, labour, a proportion of manufacturing overheads based on normal operating capacity"

5. Revenue Recognition:

The Company’s revenue primarily comprise of Multi brand Retail selling of smart phones, accessories, related products and other consumer durable electronic goods.

Revenue on sale of goods is recognized when property in the goods is transferred to the buyer for a price, or when all significant risks and rewards of ownership have been transferred to the buyer and no effective control is retained by the Company in respect of the goods transferred, to a degree usually associated with ownership, and no significant uncertainty exists regarding the amount of consideration that will be derived from the sale of goods

Dividend income is recognized when the unconditional right to receive the income is established.

Revenue from interest and rent is recognized on a time proportion basis taking into account the value outstanding, the period and rate applicable.

6. Retirement Benefits:

A) Defined contribution plans:

The contribution paid/payable under provident fund scheme and ESI scheme is recognised as expenditure in the period in which the employee renders the related service.

B) Defined benefit plans:

A post retirement obligation towards gratuity is a defined benefit plan. The Company provides for Gratuity, in respect of eligible employees under a Gratuity Scheme. On the reporting date, liabilities with respect to gratuity plan as determined by an independent actuarial valuation and actuarial gains/losses are charged to the Statement of Profit and Loss Account. The Company recognizes the net obligation of a defined benefit plan in its Balance Sheet as liability and as per the requirements of AS15 (Revised 2005).

Leave encashment is recorded in the books of the Company as and when the same arises and becomes payable. The Company does not make any provisions in the books of account for leave encashment becoming due or expected after the balance sheet date.

7. Foreign currency Transaction:

Foreign currency transactions are recorded at the rates prevailing at the date of transaction. Monetary items denominated in foreign currencies at the year-end are translated at the year-end rates. Any exchange differences arising on settlement/transaction are dealt with in the statement of profit and loss.

8. Borrowing Cost :

Borrowing costs directly attributable to acquisition or construction of Property, Plant & Equipment which necessarily take substantial period of time to get ready for their intended use are capitalized. Other borrowing costs are charged to profit and loss account.

9. Taxes on Income:

Current Tax is determined as the tax payable in respect of taxable income for the year.

Deferred tax is recognized on timing differences between taxable and accounting income / expenditure that originates in one period and are capable of reversal in one or more subsequent periods. Deferred Tax Asset is recognized on the basis of virtual / reasonable certainty about its realizability, as applicable.

10. Earning Per Share:

The basic and diluted earning per share (EPS) is computed by dividing the net profit/loss after tax for the year by weighted average number of equity shares outstanding during the year.

11. Impairment of Assets

Impairment loss is provided to the extent the carrying amount of assets exceeds their recoverable amount. Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the assets and from its disposal at the end of its useful life. Net selling price is the amount obtainable from sale of asset in an arm's length transaction between knowledgeable, willing parties, less the cost of disposal.

12. Provisions Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes after careful evaluation by the management of the facts and legal aspects of the matters involved. Contingent Assets are neither recognized nor disclosed in the financial statements.

NOTES ON ACCOUNTS AND RESTATEMENTS MADE IN THE RESTATED FINANCIALS

1. The Company has sent communications for identifying the suppliers who qualify under the definition of micro and small enterprises, as defined under the Micro, Small and Medium Enterprises Development Act, 2006. Based on the intimation received from the suppliers regarding their status under the said Act, disclosures relating to amounts unpaid as at the year end, if any, have been furnished. Considering the long-standing relationship with the suppliers and in the absence of any claims from them, the management is of the opinion that, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material.

Disclosure relating to suppliers registered under MSMED Act based on the information available with the Company:				
Particulars	**As on September 30, 2022**	**As on March 31,**		
		2022	**2021**	**2020**
(a) Amount remaining unpaid to any supplier at the end of each accounting year:	0.00	0.00	0.00	0.00
Principal and interest	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00
(b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	0.00	0.00	0.00	0.00
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	0.00	0.00	0.00	0.00
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	0.00	0.00	0.00	0.00

(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.	0.00	0.00	0.00	0.00

2. Segment Reporting

The company has only one business segment viz. of Multi brand Retail selling of smart phones, accessories, related products and other consumer durable electronic goods which is being considered as the primary segment. There are no Identifiable Geographical Segments hence, the information required to be given in accordance with the Accounting Standard on "Segment Reporting" is not ascertained and disclosed.

3. Balances of Trade Receivables, Payables and Advances are subject to confirmation / reconciliations, if any. The management does not expect any material difference affecting the financial statements consequent to such reconciliation / adjustments. In the opinion of the management, current assets, loans and advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the balance sheet. The provision for depreciation and for all known liabilities is adequate and no in excess of the amount reasonably stated.

4. In the opinion of Board of Directors, the Current Assets Loans and Advances are approximately of the same value if realized in the ordinary course of business and the provisions of all known liabilities are adequate.

5. All known and undisputed claims and liabilities where there is a present obligation as a result of past events and it is probable that there will be an outflow of resources, have been duly provided for. The Contingent Liabilities and Commitments are as under:

(Rs. in Lakhs)

Nature of contingent liability	September 30, 2022	March 31, 2022	March 31, 2021	March 31, 2020
i) Contingent liabilities not provided for:				
a) Claims against the Company not acknowledged as debts towards Consumer Complaints:	3.41	0.91	0.91	0.91
b) Un-expired guarantees issued on behalf of the Company by banks for which the Company gave counter guarantees.	223.86	123.86	22.47	0.00
ii) Commitments:				
Estimated amount of contracts remaining to be executed on Capital account and not provided for	NIL	NIL	NIL	NIL

6. Other figures of the previous years have been regrouped / reclassified and / or rearranged wherever necessary.

7. Material Regroupings:

Appropriate adjustments have been made in the restated summary statements of Assets and Liabilities Profits and Losses and Cash flows wherever required by reclassification of the corresponding items of income expenses assets and liabilities in order to bring them in line with the requirements of the SEBI Regulations.

8. Material Adjustments

a. There are no material adjustments or errors which required adjustment for the purpose of restatement, except as mentioned below:

(Rs. in Lakhs)

Particulars	30.09.22	31.03.22	31.03.21	31.03.20
Balance Sheet				
Reserve and Surplus as per audited Statements	1294.81	1294.81	1122.62	1029.68
Net Adjustment to Opening Balance relating to earlier years	-72.63	-65.07	-41.24	-41.46
Impact of Prior Period items	0.00	2.97	-2.53	.87

Impact of Gratuity Provision	0.00	-9.31	-19.50	1.23
Impact of Depreciation on Building	0.00	-2.34	-2.46	-2.59
Adjustment for Deferred Tax Impact	0.00	1.13	.67	.70
Reserve and Surplus as per restated	**1222.18**	**1222.18**	**1057.55**	**988.44**
Profit & Loss				
Profit Carried to B/s as per Audited Financial Statements	1294.81	1294.81	1122.62	1029.68
Profit Carried to B/s as per Restated Financial Statements	1222.18	1222.18	1057.55	988.44
Impact due to Restatement	**-72.63**	**-72.63**	**-65.07**	**-41.24**

9. Adjustments not having impact on profit

Appropriate adjustments have been made in the restated summary statements, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financial statements of the Company, prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018.

10. Amounts in the financial statements

Amounts in the restated financial statements are reported in rupees in Lakhs and Rounded off to second digit of decimal. Figures in brackets indicate negative values.

11. Auditors Qualifications –

Details of Auditors qualifications and their impact on restated financial statement is given below:

a) Qualification which required adjustment in restated financial statements: None

b) Qualification which does not require adjustment in restated financial statements: None

CHANGES IN ACCOUNTING POLICIES IN THE PERIOD/YEARS COVERED IN THE RESTATED FINANCIALS

In compliance with AS 15 (Revised) on "Employee Benefits", the company has set up its liability and retrospectively impacted the opening balance of reserves as on April 01, 2019, on account of Provision for Gratuity to the tune of ₹28.92 lakhs. The total impact on the Audited Financials for the years ended March 31, 2022, 2021 and 2020, to the tune of ₹27.58 lakhs had been adequately adjusted and restated in the respective financial years.

Annexure – I.1

STATEMENT OF SHARE CAPITAL AS RESTATED

(Rs. in Lakhs)

Particulars	As on September 30, 2022	As on March 31,		
		2022	2021	2020
Authorized Capital				
20,00,000 Shares at Rs. 10 each	200.00	200.00	200.00	200.00
Issued, Subscribed & Fully Paid - up				
11,37,600 Shares at Rs. 10 each fully paid up	113.76	113.76	113.76	113.76

Note: The Company has only one class of equity shares of par value ₹ 10 each. Each equity shareholder is entitled to one vote per share held, and on liquidation entitled to receive balance of net assets remaining after settlement of all debts, creditors & preferential amounts, proportionate to their respective shareholding.

Reconciliation of No. of Shares Outstanding at the end of the year:

Particulars	As on September 30, 2022	As on March 31,		
		2022	2021	2020
Shares Outstanding at the beginning of the year	11,37,600	11,37,600	11,37,600	11,37,600
Add: Shares issued during the year	0	0	0	0
Bonus Issued during the year	0	0	0	0
Share outstanding at the end of the year	**11,37,600**	**11,37,600**	**1 1,37,600**	**11,37,600**

Details of Shareholding more than 5% of the aggregate shares in the company:

Name of the shareholder	As on September 30, 2022	As on March 31,		
		2022	2021	2020
Mohan Prasad Panday				
No. of share	1005050	1005050	1005050	1005050
% of Holding	88.35	88.35	88.35	88.35
Bala Balaji Panday				
No. of share	132450	132450	132450	132450
% of Holding	11.64	11.64	11.64	11.64

Details of Shareholding of the promoters at the end of the period:

Name of the shareholder	As on September 30, 2022	As on March 31,		
		2022	2021	2020
Mohan Prasad Panday				
No. of share	1005050	1005050	1005050	1005050
% of Holding	88.35	88.35	88.35	88.35
Bala Balaji Panday				
No. of share	132450	132450	132450	132450
% of Holding	11.64	11.64	11.64	11.64

Annexure – I.2

STATEMENT OF RESERVES AND SURPLUS AS RESTATED

(Rs. in Lakhs)

Particulars	As on September 30, 2022	As on March 31,		
		2022	2021	2020
A. General Reserves				
Opening balance	0.00	0.00	0.00	0.00
Add: Addition during the year	0.00	0.00	0.00	0.00
Net profit/(Net loss) for the current year	0.00	0.00	0.00	0.00
Miscellaneous: Other Income/Dividend	0.00	0.00	0.00	0.00
Less : Issue of Bonus shares	0.00	0.00	0.00	0.00
Sub Total – General Reserves	**0.00**	**0.00**	**0.00**	**0.00**
B. Securities Premium				
Opening Balance				
Add: Share Premium on Issue of Equity Shares	0.00	0.00	0.00	0.00
Less : Utilized for issue of bonus shares	0.00	0.00	0.00	0.00
Sub Total - Share Premium	**0.00**	**0.00**	**0.00**	**0.00**
C. Balance in Profit and Loss Account				
Opening Balance	1222.18	1057.55	988.44	828.46
Add: Addition during the year	0.00	0.00	0.00	0.00
Net profit/(Net loss) for the current year	389.73	164.63	69.11	159.97
Less : Gratuity Provision for Earlier Year	0.00	0.00	0.00	0.00
Less : Utilized for issue of bonus shares	0.00	0.00	0.00	0.00

Particulars	As on September 30, 2022	As on March 31,		
		2022	2021	2020
Sub Total –Balance in Profit and Loss Account	**1611.91**	**1222.18**	**1057.55**	**988.44**
Total - Reserves and Surplus (A+B+C)	**1611.91**	**1222.18**	**1057.55**	**988.44**

Annexure – I.3

STATEMENT OF LONG-TERM BORROWINGS AS RESTATED

(Rs. in Lakhs)

Particulars	As on September 30, 2022	As on March 31,		
		2022	2021	2020
(a) From Banks				
Term Loan from Banks & Financial Institutions	2095.78	2484.25	2392.66	2155.35
(Secured by specific Fixed Assets)				
#(Note 1 below)				
less : Current Maturitites for long term Debts	-358.10	-542.85	-157.52	-63.15
(b)Others:				
Others(Margadarsi chit funds)	241.88	291.88	130.90	92.99
Closing balance	1979.56	**2233.28**	**2366.04**	**2185.19**
#From Banks				
# Term Loan consists of				
Bajaj GEC Loan-3.47	286.25	338.50	347.00	0.00
Bajaj Finance - Business Loan-New122813	1091.08	1156.77	1228.13	1228.13
SBI Volvo Car Loan	0.00	0.00	0.00	6.78
Axis Bank - Business Loan	0.00	0.00	14.89	23.05
ICICI Housing Loan	0.00	233.72	264.82	288.73
BAJAJ Finance Ltd Loan 578.37345	454.39	477.82	521.72	558.66
IDBI TERM LOAN A/C NO.135471100001199	0.00	0.00	0.00	50.00
PNB GECL Loan	7.87	13.44	16.10	0.00
IDBI GECL A/C NO.1354673200000161	62.20	70.00	0.00	0.00
SBI GECL LOAN NO.40607431373	194.00	194.00	0.00	0.00
Total	**2095.78**	**2484.25**	**2392.66**	**2155.35**

Annexure – I.4

STATEMENT OF LONG-TERM PROVISIONS AS RESTATED

(Rs. in Lakhs)

Particulars	As on September 30, 2022	As on March 31,		
		2022	2021	2020
Provision for Employee Benefit Expenses	45.43	42.80	35.04	21.38
Total	**45.43**	**42.80**	**35.04**	**21.38**

Annexure – I.5

STATEMENT OF DEFERRED TAX AS RESTATED

(Rs. in Lakhs)

Particulars	As on September 30, 2022	As on March 31,		
		2022	2021	2020
Defferred Tax Liability Comprises of the following				
Fixed Assets - Depreciation	0.00	0.00	0.00	0.00
Defferred Tax Asset Comprises of the following				
Opening balance	115.03	107.00	97.53	80.28
Deffered Tax Asset-current year	2.07	8.04	9.47	17.25
	117.10	115.03	107.00	97.53
Net Deffered Tax (Asset) \ liability	**-117.10**	**-115.03**	**-107.00**	**-97.53**

Annexure – I.6

STATEMENT OF SHORT-TERM BORROWINGS AS RESTATED

(Rs. in Lakhs)

Particulars	As on September 30, 2022	As on March 31,		
		2022	2021	2020
(a) Loans repayable on demand from Banks:				
Axis Bank OD A/c No. 25787	0.00	0.00	29.43	45.29
PNB O/D 385	62.29	68.66	71.54	79.76
IDBI OD-0055-New	0.00	0.00	0.00	351.36
IDBI CC 268	316.25	312.94	293.31	0.00
SBI channel finance	1238.38	1245.12	647.85	0.00
ICICI CC - 002	952.13			
(b) Current maturities of long-term debt				
ICICI Housing Loan	0.00	233.72	31.09	26.22
BAJAJ Finance Ltd Loan 578.37345	53.98	47.88	43.91	36.93
PNB GECL	4.97	0.00	2.66	0.00
Bajaj Finance - Business Loan-New122813	153.55	134.97	71.37	0.00
Bajaj GEC Loan-3.47	120.25	106.77	8.50	0.00
IDBI GECL A/C	25.35	19.50	0.00	0.00
(c) From Related Parties:	0.00	0.00	0.00	0.00
(d)Others				
IDFC First Bank Trade Advance	170.19	237.20	169.39	94.41
HDB Finance Trade Advance	0.00	0.00	35.10	-.31
HDFC Trade Advance	90.41	0.00	0.00	0.00
TVS Trade Advance	65.22	0.00	0.00	0.00
Bajaj Fin Trade Advance	350.37	531.63	87.84	109.74
Total	**3603.35**	**2938.40**	**1491.99**	**743.39**

Annexure – I.7

STATEMENT OF TRADE PAYABLES AS RESTATED

(Rs. in Lakhs)

Particulars	As on September 30, 2022	As on March 31,		
		2022	2021	2020
Trade payables:				
Trade Creditors	**1153.39**	**1302.52**	**894.70**	**994.58**
Others	**0.00**	**0.00**	**92.38**	**221.37**
Closing balance	**1153.39**	**1302.52**	**987.07**	**1215.95**

Particulars	Outstanding for the following period from the due date of payments as on September 30, 2022				
	Less than 1 Year	1 to 2 Years	2 to 3 Years	More than 3 years	Total
Undisputed Dues					
MSME	0.00	0.00	0.00	0.00	0.00
Others	**1153.39**	0.00	0.00	0.00	**1153.39**
Disputed Dues					
MSME	0.00	0.00	0.00	0.00	0.00
Others	0.00	0.00	0.00	0.00	0.00
Total	**1153.39**	0.00	0.00	0.00	**1153.39**

Particulars	Outstanding for the following period from the due date of payments as on March 31, 2022				
	Less than 1 Year	1 to 2 Years	2 to 3 Years	More than 3 years	Total
Undisputed Dues					
MSME	0.00	0.00	0.00	0.00	0.00
Others	**1302.52**	0.00	0.00	0.00	**1302.52**
Disputed Dues					
MSME	0.00	0.00	0.00	0.00	0.00
Others	0.00	0.00	0.00	0.00	0.00
Total	**1302.52**	0.00	0.00	0.00	**1302.52**

Particulars	Outstanding for the following period from the due date of payments as on March 31, 2021				
	Less than 1 Year	1 to 2 Years	2 to 3 Years	More than 3 years	Total
Undisputed Dues					
MSME	0.00	0.00	0.00	0.00	0.00
Others	**975.54**	**11.53**	0.00	0.00	**975.54**
Disputed Dues					
MSME	0.00	0.00	0.00	0.00	0.00
Others	0.00	0.00	0.00	0.00	0.00
Total	**975.54**	0.00	0.00	0.00	**975.54**

Particulars	Outstanding for the following period from the due date of payments as on March 31, 2020				
	Less than 1 Year	1 to 2 Years	2 to 3 Years	More than 3 years	Total
Undisputed Dues					
MSME	0.00	0.00	0.00	0.00	0.00
Others	**1215.95**	0.00	0.00	0.00	**1215.95**
Disputed Dues					
MSME	0.00	0.00	0.00	0.00	0.00
Others	0.00	0.00	0.00	0.00	0.00
Total	**1215.95**	0.00	0.00	0.00	**1215.95**

Annexure – I.8

STATEMENT OF OTHER CURRENT LIABILITIES AS RESTATED

(Rs. in Lakhs)

Particulars	As on September 30, 2022	As on March 31,		
		2022	2021	2020
(a) Statutory Liabilities				
TDS Payable	11.50	117.52	138.99	97.80
GST Payable	15.10	90.00	124.86	100.69
Professional Tax Payable	0.00	0.00	0.00	.05
(a) Screen Protection Service receipts	0.00	0.00	0.00	10.20
Total	**26.60**	**207.52**	**263.85**	**208.74**

Annexure – I.9

STATEMENT OF SHORT-TERM PROVISIONS AS RESTATED

(Rs. in Lakhs)

Particulars	As on September 30, 2022	As on March 31,		
		2022	2021	2020
Income Tax Provision	201.37	49.17	56.25	0.00
Audit Fees Payable	9.50	5.00	5.00	5.00
(a) Provision for employee benefits:				
Salaries & Directors Remuneration Payable	45.24	51.66	36.56	34.34
EPF Payable	2.46	.84	3.25	1.58
ESI Payable	.01	3.53	.93	.16
Gratuity	14.48	13.70	12.16	6.32
Incentives payable	0.00	0.00	8.86	10.19
(b) Provision - Others:(# Note Below)	87.15	86.09	92.32	50.69
Total	**360.22**	**209.99**	**215.32**	**108.27**
#Other Provisions consists of the following				
Professional Fee Payable	.50	1.70	3.13	1.99
Electricity charges payable	14.09	17.84	13.68	0.00

Particulars	As on September 30, 2022	As on March 31,		
		2022	2021	2020
Interest Payable to Bank	13.29	1.30	2.53	2.16
Internet Charges Payable	0.00	1.58	.25	6.67
Office & Show Rooms Rent Payable	59.02	53.39	68.67	36.90
Other Expenses Payables	.25	.15	1.65	0.00
Fees & Taxes Payable	0.00	3.15	.32	.01
Local Conveyance Payable	0.00	.00	.39	.40
Repairs and Maintenance Payable	0.00	.23	.30	.44
Showroom expenses Payable	0.00	4.79	.54	.54
Transport Charges Payable	0.00	.00	.28	.06
Travelling Expenses Payable	0.00	1.45	.14	1.13
Printing and stationery charges	0.00	0.00	0.00	.38
Water Charges	0.00	.52	.43	0.00
Sub-Total	**87.15**	**86.09**	**92.32**	**50.69**

Annexure – I.10

STATEMENT OF FIXED ASSETS AS RESTATED

(Rs. in Lakhs)

Particulars		Land	Building	Plant & Machinery	Furniture & Fixture	Motor Vehicles	Office Equipment	Computers	Servers & Networks	Total	Capital Work in Progress
RESTATED FOR FYE 2020											
Gross Block	**As at April 1, 2019**	**1540.06**	**65.65**	**53.07**	**493.70**	**57.68**	**291.78**	**50.83**	**2.38**	**2555.15**	**-**
	Additions	**.00**	**.00**	**2.08**	**30.05**	**.00**	**68.18**	**3.14**	**.00**	**103.45**	**-**
	Disposal/ Transfer	**.00**	**.00**	**.00**	**.00**	**.00**	**.00**	**.00**	**.00**	**.00**	**-**
	As at Mar 31, 2020	**1540.06**	**65.65**	**55.14**	**523.75**	**57.68**	**359.96**	**53.97**	**2.38**	**2658.60**	**-**
Depreciation	**As at April 1, 2019**	**.00**	**12.51**	**25.09**	**260.94**	**40.46**	**192.90**	**33.81**	**2.05**	**567.76**	**-**
	For the Year	**.00**	**2.59**	**5.23**	**64.36**	**5.39**	**63.56**	**11.57**	**.13**	**152.85**	**-**
	Disposal/ Transfer	**.00**	**.00**	**.00**	**.00**	**.00**	**.00**	**.00**	**.00**	**.00**	**-**
	As at Mar 31, 2020	**.00**	**15.10**	**30.32**	**325.30**	**45.86**	**256.46**	**45.39**	**2.18**	**720.61**	**-**
Net Block	**As at Mar 31, 2019**	**1540.06**	**53.14**	**27.98**	**232.76**	**17.22**	**98.88**	**17.02**	**.33**	**1987.39**	**-**
	As at Mar 31, 2020	**1540.06**	**50.55**	**24.82**	**198.45**	**11.82**	**103.50**	**8.58**	**.20**	**1937.99**	**-**
RESTATED FOR FYE 2021										**.00**	
Gross Block	**As at April 1, 2020**	**1540.06**	**65.65**	**55.14**	**523.75**	**57.68**	**359.96**	**53.97**	**2.38**	**2658.60**	**-**
	Additions	**.00**	**.00**	**3.38**	**88.99**	**.00**	**16.57**	**6.71**	**.00**	**115.66**	**-**
	Disposal/ Transfer	**.00**	**.00**	**.00**	**.00**	**.00**	**.00**	**.00**	**.00**	**.00**	**-**
	As at Mar 31, 2021	**1540.06**	**65.65**	**58.52**	**612.74**	**57.68**	**376.54**	**60.69**	**2.38**	**2774.26**	**-**
Depreciation	**As at April 1, 2020**	**.00**	**15.10**	**30.32**	**325.30**	**45.86**	**256.46**	**45.39**	**2.18**	**720.61**	**-**
	For the Year	**.00**	**2.46**	**4.68**	**53.38**	**3.71**	**49.82**	**6.30**	**.08**	**120.43**	**-**
	Disposal/ Transfer	**.00**	**.00**	**.00**	**.00**	**.00**	**.00**	**.00**	**.00**	**.00**	**-**

Particulars		Land	Building	Plant & Machinery	Furniture & Fixture	Motor Vehicles	Office Equipment	Computers	Servers & Networks	Total	Capital Work in Progress
	As at March 31, 2021	.00	17.56	35.00	378.68	49.56	306.29	51.68	2.26	841.04	-
Net Block	As at March 31, 2020	1540.06	50.55	24.82	198.45	11.82	103.50	8.58	.20	1937.99	-
	As at March 31, 2021	1540.06	48.09	23.52	234.06	8.11	70.25	9.00	.12	1933.22	-
RESTATED FOR FYE 2022										.00	
Gross Block	As at April 1, 2021	1540.06	65.65	58.52	612.74	57.68	376.54	60.69	2.38	2774.26	-
	Additions	.00	.00	1.68	25.54	.00	15.22	3.26	.00	45.70	-
	Disposal/ Transfer	.00	.00	.00	.00	.00	.00	.00	.00	.00	-
	As at Mar 31, 2022	1540.06	65.65	60.20	638.28	57.68	391.75	63.95	2.38	2819.96	-
Depreciation	As at April 1, 2021	.00	17.56	35.00	378.68	49.56	306.29	51.68	2.26	841.04	-
	For the Year	.00	2.34	4.42	61.99	2.54	34.90	5.86	.00	112.06	-
	Disposal/ Transfer	.00	.00	.00	.00	.00	.00	.00	.00	.00	-
	As at Mar 31, 2022	.00	19.90	39.42	440.67	52.11	341.19	57.54	2.26	953.10	-
Net Block	As at March 31, 2021	1540.06	48.09	23.52	234.06	8.11	70.25	9.00	.12	1933.22	-
	As at Mar 31, 2022	1540.06	45.75	20.78	197.61	5.57	50.57	6.41	.12	1866.86	-
FOR PERIOD ENDED SEPTEMBER 30, 2022											
Gross Block	As at April 1, 2022	1540.06	65.65	60.20	638.28	57.68	391.75	63.95	2.38	2819.96	-
	Additions	.00	.00	2.41	2.32	.00	9.47	.75	.00	14.95	-
	Disposal/ Transfer	.00	.00	.00	.00	.00	.00	.00	.00	.00	-
	As at Sep 30, 2022	1540.06	65.65	62.61	640.60	57.68	401.23	64.70	2.38	2834.90	-
Depreciation	As at April 1, 2022	.00	19.90	39.42	440.67	52.11	341.19	57.54	2.26	953.10	-
	For the Year	.00	1.12	1.93	24.67	.88	11.39	2.36	.06	42.40	-

Particulars		Land	Building	Plant & Machinery	Furniture & Fixture	Motor Vehicles	Office Equipment	Computers	Servers & Networks	Total	Capital Work in Progress
	Disposal/ Transfer	.00	.00	.00	.00	.00	.00	.00	.00	.00	-
	As at Sep 30, 2022	.00	21.02	41.35	465.34	52.98	352.58	59.90	2.32	995.49	-
Net Block	As at Mar 31, 2022	1540.06	45.75	20.78	197.61	5.57	50.57	6.41	.12	1866.86	-
	As at Sep 30, 2022	1540.06	44.63	21.26	175.26	4.69	48.65	4.80	.06	1839.41	-

Annexure – I.11

STATEMENT OF OTHER NON-CURRENT ASSETS AS RESTATED

(Rs. in Lakhs)

Particulars	As on September 30, 2022	As on March 31,		
		2022	2021	2020
(a) Secured Deposits				
(Secured & Considered good)				
Security Deposit	10.00	10.00	9.70	10.00
(b) Others (Secured & Considered good)				
Rental Advances	0.00	0.00	423.76	423.81
Eletricity Deposit	14.56	14.43	14.43	13.66
Telephone Deposit	.07	.07	.07	.06
Security Deposit for Mortagage	850.00	850.00	850.00	0.00
Investments In Other Entities				
(a) Investments -				
(i) Kolagatla Swamy Chits Pvt. Ltd.	12.00	2.00	0.00	0.00
Prepaid Insurance	7.20	8.53	11.19	18.36
Total	893.83	885.03	1309.15	465.88

Annexure – I.12

STATEMENT OF OTHER LONG-TERM LOANS AND ADVANCES AS RESTATED

(Rs. in Lakhs)

Particulars	30.09.22	31.03.22	31.03.21	31.03.20
Deposits	0.00	0.00	0.00	0.00
Advance for Purchase of Property	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

Annexure – I.13

STATEMENT OF INVENTORIES AS RESTATED

(Rs. in Lakhs)

Particulars	As on September 30, 2022	As on March 31,		
		2022	2021	2020
Stock Traded	4068.58	3803.13	2572.29	1968.79
Total	**4068.58**	**3803.13**	**2572.29**	**1968.79**

Annexure – I.14

STATEMENT OF TRADE RECEIVABLES AS RESTATED

(Rs. in Lakhs)

Particulars	As on September 30, 2022	As on March 31,		
		2022	2021	2020
Trade receivables				
outstanding for a period exceeding six months	0.00	0.00	0.00	0.00

Particulars	As on September 30, 2022	As on March 31,		
		2022	2021	2020
Others	37.03	45.66	24.88	67.45
Total	**37.03**	**45.66**	**24.88**	**67.45**

Particulars	Undisputed Trade Receivables As on September 30, 2022		Disputed Trade Receivables As on September 30, 2022	
	Considered Good	Considered Doubtful	Considered Good	Considered Doubtful
Outstanding for a Period Less than six Months	37.03	0.00	0.00	0.00
Outstanding for a period of six months to one year	0.00	0.00	0.00	0.00
Outstanding for a Period of one year to two years	0.00	0.00	0.00	0.00
Outstanding for a period of two to three years	0.00	0.00	0.00	0.00
Outstanding for a period of three years and above	0.00	0.00	0.00	0.00
Total	**37.03**	0.00	0.00	0.00

Particulars	Undisputed Trade Receivables As on March 31, 2022		Disputed Trade Receivables As on March 31, 2022	
	Considered Good	Considered Doubtful	Considered Good	Considered Doubtful
Outstanding for a Period Less than six Months	45.66	0.00	0.00	0.00
Outstanding for a period of six months to one year	0.00	0.00	0.00	0.00
Outstanding for a Period of one year to two years	0.00	0.00	0.00	0.00
Outstanding for a period of two to three years	0.00	0.00	0.00	0.00
Outstanding for a period of three years and above	0.00	0.00	0.00	0.00
Total	**45.66**	0.00	0.00	0.00

Particulars	Undisputed Trade Receivables As on March 31, 2021		Disputed Trade Receivables As on March 31, 2021	
	Considered Good	Considered Doubtful	Considered Good	Considered Doubtful
Outstanding for a Period Less than six Months	24.88	0.00	0.00	0.00
Outstanding for a period of six months to one year	0.00	0.00	0.00	0.00
Outstanding for a Period of one year to two years	0.00	0.00	0.00	0.00
Outstanding for a period of two to three years	0.00	0.00	0.00	0.00
Outstanding for a period of three years and above	0.00	0.00	0.00	0.00

Total	**24.88**	0.00	0.00	0.00

Particulars	**Undisputed Trade Receivables As on March 31, 2020**		**Disputed Trade Receivables As on March 31, 2020**	
	Considered Good	**Considered Doubtful**	**Considered Good**	**Considered Doubtful**
Outstanding for a Period Less than six Months	67.45	0.00	0.00	0.00
Outstanding for a period of six months to one year	0.00	0.00	0.00	0.00
Outstanding for a Period of one year to two years	0.00	0.00	0.00	0.00
Outstanding for a period of two to three years	0.00	0.00	0.00	0.00
Outstanding for a period of three years and above	0.00	0.00	0.00	0.00
Total	**67.45**	0.00	0.00	0.00

Annexure – I.15

STATEMENT OF CASH AND CASH EQUIVALENTS AS RESTATED

(Rs. in Lakhs)

Particulars	**As on September 30, 2022**	**As on March 31,**		
		2022	**2021**	**2020**
(a) Cash on hand	256.63	188.88	96.75	131.26
(b) Balances with banks	736.46	617.37	243.60	144.08
(# Note Below)				
Total	**993.10**	**806.24**	**340.35**	**275.34**
#Balance With Banks				
(a) Balance in Current Accounts				
Andhra Bank - 2742	.10	.10	.10	.10
Andhra Bank (New Account)	0.00	0.00	.92	4.26
Axis Bank - 9130200133849244	0.00	0.00	1.41	1.79
IDBI - 2288	22.11	46.51	19.74	20.32
IDBI - VZM - 5760	.49	.49	.49	.49
PNB - 53296	0.00	3.72	.04	1.71
IDBI - 17435 (VJWD)	1.36	1.36	1.36	1.36
IDBI - NRSPT - 00204	1.80	1.80	1.80	1.80
HDFC CPIPL - 77317	49.77	35.14	6.68	.86
PNB 027	.01	.01	.01	.01
Credit Card Accounts	59.83	39.57	23.88	109.89
HDFC -A/C no 04178640000081	.02	.02	0.00	0.00
HDFC CPIPL	.02	.02	0.00	0.00
(b) Balances held as margin Money or Security against borrowings, guarantees and other commitments	0.00	0.00	0.00	0.00

Particulars	As on September 30, 2022	As on March 31,		
		2022	2021	2020
(c) HDFC Fixed Deposits	26.73	0.00	22.97	1.49
(d) SBI Fixed Deposits	368.82	355.40	163.00	0.00
e) PNB Fixed Deposit	104.26	101.94	0.00	0.00
(F) IDBI - Fixed Deposit	101.14	25.59	0.00	0.00
(g) Accrued interest on FDR	0.00	5.69	1.19	0.00
Sub-Total	**736.46**	**617.37**	**243.60**	**144.08**

Annexure – I.16

STATEMENT OF SHORT-TERM LOANS & ADVANCES AS RESTATED

(Rs. in Lakhs)

Particulars	As on September 30, 2022	As on March 31,		
		2022	2021	2020
Salary Advances	25.76	24.90	19.12	24.40
(c) Other Current Assets:				
Advance for Company Works/ Branch Expenses	14.18	4.77	5.70	47.95
Travelling Advance	.10	.10	0.00	.03
Rent Advance	434.76	434.22	0.00	0.00
Sub-Total	**474.80**	**463.98**	**24.82**	**72.38**

Annexure – I.17

STATEMENT OF OTHER CURRENT ASSETS AS RESTATED

(Rs. in Lakhs)

Particulars	As on September 30, 2022	As on March 31,		
		2022	2021	2020
(a) Balances with Government Authorities				
GST Receivable	75.82	122.97	113.51	91.09
TDS Receivable	15.68	.49	0.00	0.00
Advance Tax	0.00	0.00	0.00	0.00
TCS Receivable	.17	0.00	0.00	0.00
(b) Others (Unsecured & Considered Good)				
Selling & Schemes Receivable	72.59	79.72	77.67	82.00
Rent Receivable	0.00	0.00	6.48	6.48
Security Deposit for mortgage	23.00	60.00	0.00	500.00
Other receivables	283.09	0.00	21.26	20.19
TDS deducted & Reimbursable on NBFC Loan Interests	0.00	21.34	0.00	0.00
Total	**470.35**	**284.52**	**218.92**	**699.76**

Annexure – II.1

STATEMENT OF REVENUE FROM OPERATIONS AS RESTATED

(Rs. in Lakhs)

Particulars	As on September 30, 2022	As on March 31,		
		2022	2021	2020
(a) Sale of Traded Goods	14033.57	25707.53	21389.49	26325.37
(b) Less : Excise Duty	0.00	0.00	0.00	0.00
(c) Other Operating Income #	829.62	1208.88	911.99	1430.66
Total	**14863.19**	**26916.41**	**22301.48**	**27756.03**
# Other Operating Income				
(i) Operating Income Comprises:				
Discounts Received	.01	43.45	.39	.91
Selling & Scheme Benefits	812.01	1146.28	893.33	1415.23
Credit card /EMI Charges	0.00	4.35	1.33	1.72
Publicity Charges Received	17.60	14.80	16.94	12.80
Total	**829.62**	**1208.88**	**911.99**	**1430.66**

Annexure – II.2

STATEMENT OF OTHER INCOME AS RESTATED

(Rs. in Lakhs)

Particulars	As on September 30, 2022	As on March 31,		
		2022	2021	2020
(a) Interest Income #	12.63	19.58	2.37	2.05
(b) Other Income				
Rent Received	0.00	0.00	0.00	0.00
Screen protection Scheme Income	0.00	0.00	21.96	0.00
Chit Dividend	24.66	40.13	25.44	40.88
Other Incomes	19.30	26.17	4.76	6.14
Acturial gain on obligations	0.00	2.14	0.00	6.78
Total	**56.58**	**88.02**	**54.54**	**55.86**
# Interest Income				
(i) Interest Income Comprises:				
Interest Received from FDR's	12.63	19.50	2.37	2.05
Other Interest	0.00	.08	0.00	0.00
Total	**12.63**	**19.58**	**2.37**	**2.05**

Annexure – II.3

STATEMENT OF PURCHASE OF STOCK-IN-TRADE AS RESTATED

(Rs. in Lakhs)

Particulars	As on September 30, 2022	As on March 31,		
		2022	2021	2020
Purchases of Traded Goods	12362.45	23372.59	19280.72	23491.84
Total	**12362.45**	**23372.59**	**19280.72**	**23491.84**

Annexure – II.4

STATEMENT OF CHANGES IN INVENTORIES AS RESTATED

(Rs. in Lakhs)

Particulars	As on September 30, 2022	As on March 31,		
		2022	2021	2020
(a) Inventory at the Beginning of the Year	3803.13	2572.29	1968.79	1653.79
Stock in Trade	3803.13	2572.29	1968.79	1653.79
(b)Inventory at end of the Year	4068.58	3803.13	2572.29	1968.79
Stock in Trade	4068.58	3803.13	2572.29	1968.79
Net (Increase)/Decrease	**-265.45**	**-1230.84**	**-603.50**	**-315.00**

Annexure – II.5

STATEMENT OF EMPLOYEE BENEFIT EXPENSES AS RESTATED

(Rs. in Lakhs)

Particulars	As on September 30, 2022	As on March 31,		
		2022	2021	2020
Salaries & Allowances	278.31	512.99	433.22	562.86
Directors Remuneration	150.00	312.00	312.00	312.00
Incentives to Employees and Others	51.89	126.79	91.19	137.51
PF & ESI	15.03	24.71	30.32	27.49
Staff Welfare	2.66	5.75	1.90	1.86
Bonus	0.00	2.76	3.02	3.35
Staff Uniforms	0.00	1.70	2.13	3.74
Current service cost of gratuity	2.01	8.24	6.17	3.35
Interest cost of gratuity	10.26	3.20	1.86	2.21
Acturial Loss on gratuity	-8.87	0.00	11.47	0.00
Total	**501.29**	**998.14**	**893.27**	**1054.37**

Annexure – II.6

STATEMENT OF OTHER EXPENSES AS RESTATED

(Rs. in Lakhs)

Particulars	As on September 30, 2022	For the year ended March 31,		
		2022	2021	2020
(a) Administrative Expenses				
Printing & Stationery	4.11	14.92	12.31	23.60
Bad Debts	0.00	22.88	10.48	0.00
Postage & Courier Charges	5.63	13.56	7.42	8.59
Newspapers & periodicals	0.00	.02	.05	.14
Office & Showroom's Rent	337.12	650.63	532.34	533.45
Showroom & Office Maintenance	19.26	51.83	60.61	92.02
Repairs & Maintenance	25.84	44.78	14.89	24.79
Local Conveyance	0.00	8.34	8.61	12.44
Transportation Charges	2.75	6.01	4.32	8.14
Donations	.45	.81	.91	1.52
Computer Maintenance	7.41	14.40	13.27	15.08
Travelling & Lodging Expenses	8.47	8.54	3.70	14.90
Professional Fee	16.60	9.72	4.73	5.33
Electricity Charges	87.95	128.58	127.66	152.41
Legal Expenses	.55	.02	.08	.38
Fax & Internet Charges	0.00	0.00	0.00	57.87
Telephone Expenses	10.78	22.16	34.04	7.98
Insurance	5.75	12.87	17.13	17.37
Discount Allowed	485.27	914.86	422.00	724.15
Fees & Taxes	11.06	14.54	19.22	8.16
Vehicle Maintenance	.64	1.83	.61	2.03
Rent on Swiping Machine	0.00	12.10	6.00	5.40
Carry Bags purchase	0.00	7.92	11.69	25.48
GST Paid	0.00	0.00	17.75	4.98
GST Penalty	0.00	0.00	0.00	.50
Interest on GST & TDS	.44	9.76	22.22	13.16
Professional Tax	0.00	.13	0.00	0.00
Sub-total	1030.07	1971.21	1352.04	1759.87
(b) Selling & Marketing Expenses				
Publicity & Advertisements	62.70	227.69	113.88	295.54
Business Promotion Expenses	0.00	5.71	5.29	34.69
Sales commission paid	250.00	500.00	500.00	500.00
Sub-Total	312.70	733.41	619.18	830.23
(c)Auditor Remuneration				
Audit Fees	4.50	2.50	2.50	2.50
Total	**1347.28**	**2707.11**	**1973.71**	**2592.60**

Annexure – II.7

STATEMENT OF FINANCIAL CHARGES AS RESTATED

(Rs. in Lakhs)

Particulars	As on September 30, 2022	As on March 31,		
		2022	2021	2020
Interest on Term Loans	99.89	131.79	215.70	217.67
OD & CC Charges	279.89	482.53	192.31	246.69
Bank Charges	8.58	17.27	64.57	15.02
Other Interest	3.60	18.70	22.39	32.97
Chit Loss	0.00	152.31	69.26	83.59
Total	**391.96**	**802.61**	**564.24**	**595.95**

Annexure – V

STATEMENT OF RELATED PARTY TRANSACTIONS AS RESTATED

The company has entered into related party transactions with below mentioned parties and transactions are identified as per accounting standard 18 issued by Institute of Chartered Accountants of India for the periods covered under audit:

As per Accounting Standard 18 on related party disclosure issue by the Institute of Chartered Accountants of India, the Company's related parties are disclosed below:

Related party relationship:	Name
Directors during the year	Panday Mohan Prasad (Managing Director) Panday Bala Balaji Panday Nagendra Prasad Panday Kiranmai Panday Maha Vishnu Priya Heera Ratan Bai Panday
Enterprises on which key management personnel or their relatives has significant influence.	Amravati Hotels & Resorts (Partnership Firm)

(Rs. in Lakhs)

Name	On account	September 30, 2022	2021-22	2020-21	2019-20
1. Transaction during the year					
Key Management Personnel					
Panday Mohan Prasad	Remuneration	60.00	120.00	120.00	120.00
Panday Bala Balaji	Remuneration	30.00	60.00	60.00	60.00
Panday Nagendra Prasad	Remuneration	0.00	12.00	12.00	12.00
Panday Kiranmai	Remuneration	30.00	60.00	60.00	60.00
Panday Maha Vishnu Priya	Remuneration	30.00	60.00	60.00	60.00
Panday Mohan Prasad	Rent	3.60	7.20	7.20	7.20
Panday Bala Balaji	Rent	0.90	1.80	1.80	1.80
Panday Mohan Prasad	Sales Commission	250.00	500.00	500.00	500.00
Panday Mohan Prasad	Security Deposit for Mortgage	850.00	850.00	850.00	500.00

Name	On account	September 30, 2022	2021-22	2020-21	2019-20
2. Enterprises in which Key Management Personnel is interested:		NIL	NIL	NIL	NIL
3. Transaction during the year From Related parties other than Key personnel		NIL	NIL	NIL	NIL

Annexure – VI

STATEMENT OF ACCOUNTING RATIOS AS RESTATED

S.no	Ratio	September 30, 2022	2021-22	2020-21	2019-20
1	**Current Ratio**	1.18	1.16	1.08	1.35
2	**Net Debt Equity Ratio**	3.33	4.24	3.85	3.51
3	**Debt Service Coverage Ratio**	1.22	0.79	1.05	1.41
4	**Return on equity**	22.58%	12.32%	5.90%	14.51%
5	**Inventory turnover ratio (in days)**	47.67	43.23	37.16	23.82
6	**Debtors' turnover ratio (in days)**	4.06	1.91	3.02	4.79
7	**Trade Payables turnover ratio (in days)**	34.05	20.34	18.69	18.89
8	**Net capital turnover ratio (in days)**	10.90	10.10	3.65	10.62
9	**Net profit ratio**	2.62%	0.61%	0.31%	0.58%
10	**Return on capital employed**	12.75%	16.06%	13.75%	20.72%
11	**Return on investment**	4.38%	1.99%	1.06%	2.86%
12	**Basic & Diluted Earnings per share**	34.26	14.47	6.08	14.06
13	**Net Asset Value per share**	151.71	117.45	102.97	96.90
14	**Return on Net Worth**	22.58%	12.32%	5.90%	14.51%
15	**EBITDA**	917.63	1069.40	757.27	932.23

S.no	Ratio	September 30, 2022	2021-22	2020-21	2019-20
16	**EBITDA Margin %**	6.15%	3.96%	3.39%	3.35%
17	**EBIT**	931.82	1045.36	691.38	835.24

Annexure – VII

STATEMENT OF CAPITALIZATION AS RESTATED

(Rs. in Lakhs)

Particulars	Pre Issue	Post Issue*
	As at 30.09.2022	
Debt :		
Short term debt	3616.64	3616.64
Long term debt	1979.56	279.56
Total Debt	**5596.20**	**3896.20**
Shareholders Funds		
Equity Share Capital	113.76	742.10
Securities Premium		4528.80
Reserves and Surplus	1619.33	367.93
Less: Revaluation Reserves	0.00	0.00
Less: Misc. Expenditure	0.00	0.00
Total Shareholders' Funds	**1733.09**	**5638.83**
Long Term Debt/ Shareholders' Funds	1.14	0.05
Total Debt / Shareholders Fund	3.23	0.69

*Includes Bonus & Rights Issue of 1,25,14,000 Equity Shares at Face Value to the existing shareholders subsequent to September 30, 2022 but before the Fresh Issue. Based on the assumption that Fresh Issue of 50,32,000 Equity Shares at the issue price of ₹100 will be fully subscribed.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in the Draft Prospectus. You should also read the section entitled "Risk Factors" on page 21 which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations. The following discussion relates to our Company and is based on our restated financial statements, which have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI Regulations. Portions of the following discussion are also based on internally prepared statistical information and on other sources.

Our financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the ICDR Regulations and restated as described in the report of our auditor dated January 16, 2023 which is included in this Draft Prospectus under "Financial Statements". The Restated Financial Information has been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. Our financial year ends on March 31 of each year, and all references to a particular financial year are to the twelve-month period ended March 31 of that year.

Overview of the Business

Our Company was originally incorporated as Cell Point (India) Private Limited on April 10, 2013 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Andhra Pradesh. Subsequently, the name of the company was changed from "as Cell Point (India) Private Limited" to "Cell Point (India) Limited" under The Companies Act, 2013 pursuant to a special resolution passed by our shareholders at the EGM held on October 31, 2022 and had obtained fresh certificate of incorporation dated November 25, 2022 issued by the Registrar of Companies, Vijayawada. The CIN of the Comp any is U74900MH2009PLC190361.

Our Promoters- namely, Mr. Mohan Prasad Panday and Mr. Bala Balaji Panday started as single small mobile retailers in Vizag, Vishakhapatnam, Andhra Pradesh in the year 2001. In order to stay ahead of the competition in the mobile retail business, our Promoters incorporated a company under the name of "Cell Point (India) Private Limited" in the year 2013 wherein they took over the running businesses of Proprietary Concerns of the Promoters namely, M/s. Cell Point and M/s. Mobile King as a going concern with all of their respective assets and liabilities and at present under the Brand names of Cell Point and Mobile King- "All your mobile needs, the only one point is Cell Point" and continued to offer wide range of mobile handsets, mobile accessories and mobile related products.

Our Company is engaged in multi-brand retail selling of Smart Phones, tablets, mobile accessories and mobile related products and allied accessories of various brands such as Apple, Samsung, Oppo, Realme, Nokia, Vivo, Xiaomi, Nokia, Redmi, Techno, One Plus, GIONEE, VIVO etc. We are also engaged in retail selling of some of the consumer durable electronics goods, specifically, smart televisions of various brands such as Xiaomi, Realme and One Plus. All our products sold under one roof through our 75 retail store chain located all over the Andhra Pradesh.

Our Company also provides payment option such as credit/EMI facilities including UPI, vouchers, & pay on delivery to its customers for buying our products for which our company has tied up with major leading credit houses like Bajaj Finserv, Capital First, TVS Credit finance etc. The products sold by the Company enjoy limited warranty from its supplier company as back to back. Generally, in case of defect the company gets free replacement or services from supplier Company.

Guidance and foresight of our promoters, Mr. Mohan Prasad Panday and Mr. Bala Balaji Panday are the driving force behind the growth achieved by the company. Their knowledge and experience has allowed us to form a base of trust and Integrity which has become our brand identity namely with motto of "Cell Point is only one point for all your mobile needs". Being diligent, meticulous and persistent Entrepreneurs, their ideologies have evolved work culture that nourishes calculated risk-taking and operational excellence, resulting in a robust and hardworking team, which is the core strength of our Company. This has helped us increase our top line and bottom line year on year on year basis.

For details, please refer to "Business Overview" beginning on page no. 99 of the Draft Prospectus.

Significant Developments Subsequent to the Last Financial Period

Except as set out above, to our knowledge, no circumstances have arisen since the date of the last financial statements as disclosed in this Draft Prospectus which materially or adversely affect or are likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

1) The Board of Directors via its Board resolution passed on January 16, 2023 and the Shareholders via its Resolution passed at the EGM held on January 31, 2023 have authorized the funds to be raised by making an Initial Public Offer and Offer for Sale.

2) The company has allotted equity bonus shares and right issue on December 12, 2022. For details, please refer to the chapter titled "***Capital Structure***" beginning on page no. 53 of this Draft Prospectus.

3) The Company has appointed Mr. Ananda Rao Ravada and Ms. Kakshayani Sekharamantrias the Independent Non-Executive Director of the Company. The Company has accepted the resignation of our Directors, namely Mr. Nagendra Prasad Panday, Mrs. Heera Ratan Bai Panday w.e.f. November 26, 2022 and Mrs. Maha Vishnu Priya Panday w.e.f. December 10, 2022. Mr. Chandra Sekhar Raghavapudi has been appointed as the Company Secretary and Compliance Officer of the Company. For details, please refer to the chapter titled "***Our Management***" beginning on page no. 124 of this Draft Prospectus.

COVID 19 Pandemic:

An outbreak of COVID-19 was recognised as a pandemic by the WHO on March 11, 2020. In response to the COVID-19 outbreak, the governments of many countries, including India, have taken preventive or protective actions such as imposing country-wide lockdowns, as well as restrictions on travel and business operations. Due to a government mandated lockdown in India, we had to temporarily shut down our operations from mid-March 2020 to June 2020. We saw a decline in our business during first half of Fiscal 2021. We have resumed operations fully in July 2020. If we do not respond appropriately to the pandemic, or if customers do not perceive our response to be adequate, we could suffer damage to our reputation and our brand, which could adversely affect our business in the future. Consequently, there may be adverse effects of this pandemic on our short-term business operations and our financial results may be impacted.

In view of the fluidity of the situation and lack of visibility on the timeline for containment of the global pandemic, the recovery trajectory remains uncertain. It is difficult for us to predict the impact that COVID-19 will have on us, our customers or suppliers in the future. We continue to closely monitor the effect that COVID-19 may have on our business and results of operations. To the extent, the COVID-19 pandemic adversely affects us, it may also significantly increase the effect of the aforementioned factors affecting our results of operations.

Key factors affecting the results of operation:

The business is subjected to various risks and uncertainties, including those discussed in the section titled **"Risk Factor"** beginning on page no. 21 of this Draft Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Our ability to obtain the necessary licenses in timely manner;
- Competition from existing players;
- Our dependence on limited number of customers/suppliers/brands for a significant portion of our revenues;
- Any failure to comply with the financial and restrictive covenants under our financing arrangements;
- General economic and demographic conditions;
- Fluctuations in foreign and Indian currency;
- Significant developments in mobile sector;
- Our ability to expand its existing retail network; and
- Changes in Segment Contribution to Revenue.

RESULTS OF OPERATIONS

Description of the major components of revenue and expense items: -

Revenue

Revenue from Operations

Our Company's revenue is primarily comprised of Multi brand Retail selling of smart phones, accessories, related products and other consumer durable electronic goods.

Other Income

Other Income comprised interest income and temporary investment incomes amongst others.

Expenses

Expenses comprised of Changes in inventories of finished goods, Employee benefits expense, Finance costs, Depreciation and amortization expenses and Other expenses (including Rent). Our largest amount of expenditure is on Purchase of stock-in-trade and Employee benefits expense.

Changes in Inventories of Finished Goods and Work-in-Progress

Changes in inventories of finished goods comprise of costs attributable to an increase or decrease in inventory levels during the relevant financial year/period in finished goods.

Employee Benefits Expense

Employee Benefits Expense comprised of salary and wages, Director's remuneration, contribution to provident funds and other funds and gratuity expenses.

Finance Cost

Finance Cost comprised interest on working capital facilities, term loans, Car Loan, BG Commission, and bank charges and other finance cost.

Depreciation and Amortization Expenses

Depreciation and Amortization Expenses comprise depreciation on property, plant and equipment.

Other Expenses

Other expenses primarily comprise of Showroom Maintenance expenses, business promotion expenses, conveyance, discount given, donations, legal & professional fees and travelling & transportation expenses amongst others.

Tax Expense

Our tax expense or credit for the period represents the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

DISCUSSION ON RESULTS OF OPERATIONS:

The following discussion on results of operations should be read in conjunction with the audited financial results of our Company for the 6 months period ended September 30, 2022 and financial years ended March 31, 2022, 2021 and 2020.

OUR SIGNIFICANT ACCOUNTING POLICIES

For Significant accounting policies please refer *Significant Accounting Policies, "Annexure IV" beginning under "Auditors' Report and Financial Information of our Company" on page 179.*

RESULTS OF OUR OPERATION

SIX MONTHS PERIOD ENDED SEPTEMBER 30, 2022

The following table sets forth selected financial data from the Restated Financial Statements, the components of which are also expressed as a percentage of total income for the periods indicated:

Particulars	30.09.22 (₹ Lakhs)	% of Total Income
Income		
Revenue from Operations	14863.19	99.62%
Other Income	56.58	0.38%
Total Revenue	**14919.77**	**100.00%**
Expenditure		
Purchase of Stock-in-Trade	12362.45	82.86%
Changes in Inventory	-265.45	-1.78%
Employee Benefit Expenses	501.29	3.36%
Other Expenses	1347.28	9.03%
Total (B)	**13945.56**	**86.50%**
Profit Before Interest, Depreciation and Tax	**974.42**	**6.53%**
Depreciation and Amortisation Expenses	42.40	0.28%
Profit Before Interest and Tax	**931.80**	**6.24%**
Financial Charges	391.96	2.63%
Profit before Taxation	**539.84**	**3.62%**
Provision for Current Tax	152.20	1.02%
Provision for Deferred Tax	-2.07	-0.01%
Total Taxes	**150.13**	**1.01%**
Profit After Tax but Before Extraordinary Items	**389.73**	**2.61%**
Extraordinary Items	0	0.00%
Net Profit after adjustments	**389.73**	**2.61%**

Revenues

Total Income. Our total income was ₹14919.77 lakhs for the 6 months ended September 30, 2022, which comprised of revenue from operations of ₹14863.19 lakhs and other income of ₹56.58 lakhs.

Revenue from Operations. Our revenue from operations was ₹14863.19 lakhs for the six months ended September 30, 2022, which comprised of revenue from sale of Multi brand Retail selling of smart phones, accessories, related products and other consumer durable electronic goods net off taxes and duties.

Other Income. Our other income was ₹56.58 lakhs for the 6 months ended September 30, 2022, which primarily included interest income and income from short term investments amongst others.

Changes in Inventories

Changes in inventories of finished goods and work-in-progress was ₹ (265.45) lakhs for the 6 months ended September 30, 2022.

Employee Benefits Expenses

Employee benefits expenses was ₹501.29 lakhs for the 6 months ended September 30, 2022, which primarily included salaries and wages of ₹278.30 lakhs. It also included contribution to provident and other funds and gratuity provision. Employee benefits expenses was 3.36% of our total income.

Other Expenses

Other expenses was ₹1347.28lakhs for the 6 months ended September 30, 2022, which primarily included Office & Showroom Rent of ₹ 356.38 lakhs, commission paid of ₹ 250.00 lakhs and Discounts of ₹ 485.27 lakhs. Other

expenses also include bank charges, conveyance expenses, donation, office expenses, Legal and professional charges, staff welfare, and transportation & travelling amongst others. Other expenses were 9.03% of our total income.

EBIDTA

EBIDTA for the 6 months ended September 30, 2022, was ₹974.42 lakhs. The EBIDTA margin was 6.53%.

Finance Costs

Our finance costs were ₹391.96 lakhs for the 6 months ended September 30, 2022, which primarily included interest expense on bank term loans, working capital loans and BG charges. Finance cost was 2.63% of our total income.

Depreciation and Amortization Expense

Our depreciation and amortization expenses was ₹42.40 lakhs for the 6 months ended September 30, 2022, which was 0.28% of our total income.

Total Tax Expense

Our total tax expense was ₹150.13 lakhs for the 6 months ended September 30, 2022, which was primarily on account of current income tax expense of ₹152.20 lakhs and deferred tax expense of ₹ 2.07 lakhs.

Profit after Tax

As a result of the foregoing, our profit for the 6 months ended September 30, 2022 was ₹389.73 lakhs and Net Profit Margin stood at 2.61%.

Comparison of Financial Years ended March 31, 2022, 2021 and 2020

The following table sets forth selected financial data from the Restated Financial Statements, the components of which are also expressed as a percentage of total income for the periods indicated:

(₹ lakhs)

Particulars	31.03.22	31.03.21	31.03.20
Income			
Revenue from Operations	**26916.41**	**22301.48**	**27756.03**
Increase/Decrease (%)	20.69%	-19.65%	
Other Income	88.02	54.54	55.86
Total Income	**27004.43**	**22356.02**	**27811.89**
Increase/Decrease (%)	20.79%	-19.62%	
Expenditure			
Purchases	**23372.59**	**19280.72**	**23491.84**
Increase/Decrease (%)	21.22%	-17.93%	
% to Total Income	86.55%	86.24%	84.47%
Changes in Inventory	**-1230.84**	**-603.50**	**-315.00**
Increase/Decrease (%)	103.95%	91.59%	
% to Total Income	-4.56%	-2.70%	-1.13%

Particulars	31.03.22	31.03.21	31.03.20
Employee Benefit Expenses	**998.14**	**893.27**	**1054.37**
Increase/Decrease (%)	11.74%	-15.28%	
% to Total Income	3.70%	4.00%	3.79%
Other Expenses	**2707.11**	**1973.71**	**2592.60**
Increase/Decrease (%)	37.16%	-23.87%	
% to Total Income	10.02%	8.83%	9.32%
Total Expenditure	**26761.68**	**22228.87**	**27572.60**
Increase/Decrease (%)	20.39%	-19.38%	
% to Total Income	99.10%	99.43%	99.14%
Profit Before Interest, Depreciation and Tax	**1157.42**	**811.81**	**988.09**
Increase/Decrease (%)	42.57%	-17.84%	
% to Total Income	4.29%	3.63%	3.55%
Depreciation and Amortisation Expenses	**112.06**	**120.43**	**152.85**
Increase/Decrease (%)	-6.95%	-21.21%	
% to Total Income	0.41%	0.54%	0.55%
Profit Before Interest and Tax	**1045.36**	**691.38**	**835.24**
Increase/Decrease (%)	51.20%	-17.22%	
% to Total Income	9.99%	3.09%	3.00%
Financial Charges	**802.61**	**564.24**	**595.95**
Increase/Decrease (%)	42.25%	-5.32%	
% to Total Income	2.97%	2.52%	2.14%
Profit before Taxation	**242.76**	**127.15**	**239.29**
Provision for Current Tax	86.16	67.50	92.67
Provision for Deferred Tax	-8.04	-9.47	-17.25
Total Taxes	**78.13**	**58.03**	**79.31**
Net Profit Transferred to Balance Sheet	**164.63**	**69.11**	**159.97**
Increase/Decrease (%)	138.20%	-56.80%	
% to Total Income	0.61%	0.31%	0.58%

FISCAL 2022 COMPARED TO FISCAL 2021

Revenue

Total income increased by 20.79% to ₹ 27004.43 lakhs for Fiscal 2022 from ₹ 22356.02 lakhs for Fiscal 2021, primarily due to an increase in revenue from operations / sales volume.

Revenue from Operations

Revenue from operations increased by 20.69 to ₹ 26916.41 lakhs for Fiscal 2022 from ₹22301.48 lakhs for Fiscal 2021 primarily due to increase in revenue from operations / sales volume.

Other Income

Other income increased by 61.38% to ₹ 88.02 lakhs for Fiscal 2022 from ₹ 54.54 lakhs for Fiscal 2021. The increase was primarily due to increase in interest income.

Expenses

Purchase of Stock-in-Trade

Cost of materials consumed increased by 21.22% to ₹ 23372.59 lakhs for Fiscal 2022 from ₹ 19280.72 lakhs for Fiscal 2021. Such an increase was primarily a result of expenses incurred to purchase higher volumes of traded goods due to increase in volume of sales.

Changes in Inventories of Finished Goods and Work-in-Progress

During fiscal 2022 the change in inventory was ₹ -1230.84 lakhs and Fiscal 2021 the change in inventory was ₹ -603.50 lakhs, primarily attributable to the decrease in inventory of finished goods.

Employee Benefits Expense

Employee benefits expense increased by 11.74% to ₹ 998.14 lakhs for Fiscal 2022 from ₹ 893.27 lakhs for Fiscal 2021. The increase in employee benefits expense primarily reflected an increase in salaries & wages and Director's remuneration.

Other Expenses

Other expenses increased by 37.16% to ₹2707.11 lakhs for Fiscal 2022 from ₹1973.71 lakhs for Fiscal 2021, primarily as a result of increase in operations during Fiscal 2021.

Finance Costs

Finance costs increased by 42.25% to ₹ 802.61 lakhs for Fiscal 2022 from ₹ 564.24 lakhs for Fiscal 2021, primarily reflecting increase in interest on working capital loans.

Depreciation and Amortization Expenses

Depreciation and amortization expense decreased by 6.95% to ₹ 112.06 lakhs for Fiscal 2022 from ₹120.43 lakhs for Fiscal 2021. Depreciation and amortization expenses were 0.41% of total income during Fiscal 2022 as against 0.54% during Fiscal 2021.

Income tax expense

Total income tax expense increased to ₹78.13 lakhs for Fiscal 2022 from ₹58.03 lakhs for Fiscal 2021, primarily as a result of an increase in profit before tax.

Profit for the year after tax

As a result of the foregoing, our net profit for the year increased by 138.20% to ₹164.63 lakhs for the financial year 2022 from ₹69.11 lakhs for the financial year 2021.

FISCAL 2021 COMPARED TO FISCAL 2020

Revenue

Total income decreased by 19.62% to ₹ 22356.02 lakhs for Fiscal 2021 from ₹27811.89 lakhs for Fiscal 2020, primarily due to COVID Pandemic situation.

Revenue from Operations

Revenue from operations decreased by 19.65% to ₹ 22301.48 lakhs for Fiscal 2021 from ₹27756.03 lakhs for Fiscal 2020 primarily due to a decrease in domestic sales.

Other Income

Other income decreased by 2.36% to ₹ 54.54 lakhs for Fiscal 2021 from ₹ 55.86 lakhs for Fiscal 2020.

Expenses

Purchase of Stock-in-Trade

Purchases decreased by 17.93% to ₹ 19280.72 lakhs for Fiscal 2021 from ₹ 23491.84 lakhs for Fiscal 2020. Such a decrease was primarily a result of a decrease in expenses incurred to purchase raw materials and packaging materials due to increase in volume of sales.

Changes in Inventories of Finished Goods and Work-in-Progress

During fiscal 2021 the change in inventory was ₹ -603.50 lakhs and in Fiscal 2020 the change in inventory was ₹ -315.00 lakhs.

Employee Benefits Expense

Employee benefits expense decreased by 15.28% to ₹ 893.27 lakhs for Fiscal 2021 from ₹ 1054.37 lakhs for Fiscal 2020. The decrease in employee benefits expense primarily reflected a decrease in salaries & wages.

Other Expenses

Other expenses decreased by 23.87% to ₹1973.71 lakhs for Fiscal 2021 from ₹2592.60 lakhs for Fiscal 2020, primarily as a result of increase in discount given to customers and factory expenses amongst others.

Finance Costs

Finance costs decreased by 5.32% to ₹ 564.24 lakhs for Fiscal 2021 from ₹ 595.95 lakhs for Fiscal 2020, primarily reflecting increase in interest on term loans and bill discounting charges.

Depreciation and Amortization Expenses

Depreciation and amortization expense decreased by 21.21% to ₹ 120.43 lakhs for Fiscal 2021 from ₹152.85 lakhs for Fiscal 2020. Depreciation and amortization expenses were 0.54% of total income during Fiscal 2021 as against 0.55% during Fiscal 2020.

Income tax expense

Total income tax expense decreased to ₹58.03 lakhs for Fiscal 2021 from ₹ 79.31lakhs for Fiscal 2020, primarily as a result of a decrease in profit before tax.

Profit for the year after tax

As a result of the foregoing, our net profit for the year decreased to ₹69.11 lakhs for the financial year 2021 from ₹159.97 lakhs for the financial year 2020.

Cash Flows

The following table sets forth certain information concerning our cash flows for the periods indicated:

(Rs. in Lakhs)

Particulars	September 30, 2022	Fiscal 2022	Fiscal 2021	Fiscal 2020
Net cash flow from operating activities	567.69	785.44	235.03	145.94
Net cash flow from investing activities	-27.22	-55.00	-135.17	-102.22
Net cash flow from financing activities	-353.61	-264.54	-34.85	65.91
Net increase in cash and cash equivalents	186.85	465.90	65.01	109.63
Add: Balance at the beginning of the year	806.24	340.35	275.34	165.71
Cash and cash equivalents at the end of the year	993.10	806.24	340.35	275.34

FACTORS THAT MAY AFFECT THE RESULTS OF THE OPERATIONS:

1. Unusual or infrequent events or transactions

Except as described in this Draft Prospectus, there have been no other events or transactions to the best of our knowledge which may be described as "unusual" or "infrequent".

2. Significant economic changes that materially affected or are likely to affect income from continuing operations.

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in '*Factors Affecting our Results of Operations'* and the uncertainties described in the section entitled '*Risk Factors*' beginning on page 21 of the Draft Prospectus. To our knowledge, except as we have described in the Draft Prospectus, there are no known factors which we expect to bring about significant economic changes.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue, or income from continuing operations.

Apart from the risks as disclosed under Section titled *"Risk Factors"* on page 21 in the Draft Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. Future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known.

Our Company's future costs and revenues will be determined by demand/supply situation, government policies and other economic factors.

5. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.

Our Company is engaged in multi-brand retail selling of Smart Phones and allied asscessories from manufacturers like Apple, Samsung, Oppo, Realme, Nokia, Vivo, Xiaomi, Nokia, Redmi, Techno, One Plus, and Xiaomi. We are also engaged in multi-brand retail selling of consumer durable electronics goods like Smart TVs, Tabs & Smart Watches. Increases in revenues are by and large linked to increase in volume of products of our company.

6. Total turnover of each major industry segment in which the issuer company operated.

Our Company is engaged in multi-brand retail selling of Smart Phones and allied asscessories from manufacturers like Apple, Samsung, Oppo, Realme, Nokia, Vivo, Xiaomi, Nokia, Redmi, Techno, One Plus, and Xiaomi. We are also engaged in multi-brand retail selling of consumer durable electronics goods like Smart TVs, Tabs & Smart Watches. Increases in revenues are by and large linked to increase in volume of products of our company. Relevant Industry data, as available, has been included in the chapter titled "Industry Overview" beginning on page no. 82 of this Draft Prospectus.

7. Status of any publicly announced new products or business segment.

Our Company has not announced any new product or business segment.

8. The extent to which business is seasonal.

Our business is generally not seasonal in nature.

9. Any significant dependence on a single or few suppliers or customers.

Since our company is engaged in the retail business, Sales of our company is not dependent on single or few customers. Our Top Three Suppliers contribute 62.49%, 71.54%, and 73.14% of our total Purchase for the year ended March 31, 2022, March 31, 2021 and March 31, 2020 respectively. Depending on quality and availability of required material at favorable terms Goods are procured.

10. Competitive conditions.

We face competition from existing and potential competitors which is common for any business. We have, over a period, developed certain competitors who have been discussed in section titles “Business Overview” beginning on page no. 99 of this Draft Prospectus.

STATEMENT OF FINANCIAL INDEBTEDNESS

Our Company has availed certain loans in the ordinary course of business for the purposes including, but not limited to meeting its working capital requirements and financing its capital expenditure. Our Company has obtained the NOC from Banks.

Unless otherwise stated, the approvals and/or sanctions are valid as of the date of this Draft Prospectus and incase the said approvals and/or sanctions have expired, we have either made an application for renewal or are in the process of making an application for renewal.

As on the date of filing of this Draft Prospectus, the overall borrowings of our Company do not exceed the overall limit as specified under Section 180(1)(c) of the Companies Act, 2013.

Our Company utilizes various credit facilities from banks for conducting its business. Following is a summary of our Company's outstanding borrowings as on September 30, 2022:

Sr. No.	Nature of Borrowing	Amount *(Rs. in Lakhs)*
1.	Secured Borrowings	
	a) Term Loans	2095.78
	b) Working Capital Facilities	2569.05
2.	Unsecured Borrowings	676.19
	Total	**5341.02**

1. Secured Borrowings

Name of the Lender	Nature of Borrowing	Sanctioned amount (in ₹ Lakhs)	Total outstanding amount as on September 30, 2022 (in ₹ Lakhs)	Interest Rate	Repayment Schedule	Prepayment clause (if any)
Bajaj Finserv Limited	Term Loan	347.00	286.25	8.5%	48 monthly instalments of Rs. 2,45,792 - each starting from 03/02/2021	NIL
Bajaj Finserv Limited	Term Loan	1228.13	1091 .08	8.7%	repayable in 120 monthly instalments of Rs. 10,95,084 - each starting from 02/08/2018	NIL
Bajaj Finserv Limited	Term Loan	578.37	454.39	8.7%	Loan is repayable in 120 monthly instalments of Rs. 438644 /- each starting from 05/10/2017	NIL
Punjab National Bank GECL Loan	Term Loan	16.10	7.87	10.95%	repayable in 36 monthly	NIL

Name of the Lender	Nature of Borrowing	Sanctioned amount (in ₹ Lakhs)	Total outstanding amount as on September 30, 2022 (in ₹ Lakhs)	Interest Rate	Repayment Schedule	Prepayment clause (if any)
					instalments starting from 02/09/2020	
IDBI GECL Loan	Term Loan	70.00	62.20	9.25%	repayable in 36 monthly instalments of starting from 05/05/2021	NIL
State Bank of India GECL Loan	Term Loan	194.00	194.00	9.05%	repayable in 60 monthly instalments starting from 30/10/2023	NIL
Punjab National Bank - Overdraft	Overdraft	95.00	62.29		Overdraft	NIL
IDBI - Cash Credit	Cash Credit	300.00	316.25		Cash Credit	NIL
ICICI - Cash Credit	Cash Credit	1000.00	952.13		Cash Credit	NIL
SBI (VIVO) - Channel Finance *	Channel Finance	650.00	642.11		Channel Finance	NIL
SBI (OPPO) - Channel Finance **	Channel Finance	600.00	596.26		Channel Finance	NIL

*the above sanction for the inventory for the VIVO brand
** the above sanction for the inventory for the OPPA brand

Principal terms of the Secured Borrowings-Term Loans currently availed by our Company:

1. Loan from Bajaj FinServ was taken during the year 2021. The Loan is repayable in 48 monthly instalments of Rs. 2,45,792 - each starting from 03/02/2021 along with interest @ 8.5 % from the date of loan. The Loan is secured by Hypothecation of Personal properties of the directors and personal guarantee of directors. The Loan shall Mature in the year 2022.
2. Loan from Bajaj FinServ was taken during the year 2018. The Loan is repayable in 120 monthly instalments of Rs. 10,95,084 - each starting from 02/08/2018 along with interest @ 8.7 % from the date of loan. The Loan is secured by Hypothecation of House property which is in the name of the company and secondary mortgage of personal guarantee by directors. The Loan shall Mature in the year 2028.
3. Loan from Bajaj FinServ was taken during the year 2019. The Loan is repayable in 120 monthly instalments of Rs. 7,80,429 - each starting from 02/09/2019 along with interest @ 8.7 % from the date of loan. The Loan is secured by Hypothecation of House property which is in the name of the company and secondary mortgage of personal guarantee by directors. The Loan shall Mature in the year 2029.
4. Loan from IDBI Bank was taken during the year 2021. The Loan is repayable in 36 monthly instalments of starting from 05/05/2021 along with interest @ 9.25 % from the date of loan. There is no fixed monthly instalment for this loan. The Loan is secured by Hypothecation of Personal properties of directors of the company and secondary mortgage of personal guarantee by directors. The Loan shall Mature in the year 2029.
5. Loan from State Bank of India bank was taken during the year 2021. The Loan is repayable in 60 monthly instillments starting from 30/10/2023 along with interest @ 9.05 % from the date of loan. There is no fixed monthly instillment for this loan. The Loan is secured by Primary Mortgage of Stock and Book Debts of the company and secondary mortgage of personal guarantee by directors. The Loan shall Mature in the year 2029.
6. Loan from Punjab National Bank was taken during the year 2020. The Loan is repayable in 36 monthly instillments starting from 02/09/2020 along with interest @ 10.95 % from the date of loan. There is no fixed

monthly instillment for this loan The Loan is secured by Hypothecation personal properties of directors of the company and secondary mortgage of personal guarantee of directors. The Loan shall Mature in the year 2022.

2. Unsecured Borrowings

There are 4 unsecured loans from Banks and Financial Institutions payable to the tune of ₹676.59 Crores as on September 30, 2022 as detailed below:

Name of the Lender	Nature of Borrowing	Sanctioned amount (in ₹ Lakhs)	Total outstanding amount as on September 30, 2022 (in ₹ Lakhs)	Interest Rate	Repayment Schedule	Prepayment clause (if any)
IDFC First Bank Limited	Trade Advance	300.00	170.19	N.A.	N.A	N.A
HDFC Bank	Trade Advance	98.00	90.41	N.A.	N.A	N.A
TVS Credit Services Limited	Trade Advance	100.00	65.21	N.A.	N.A	N.A
Bajaj Finserv Limited	Trade Advance	350.00	350.37	N.A.	N.A	N.A

SECTION X- LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated below there is no (i) pending criminal litigation involving our Company, Directors, Promoter or Group Companies; (ii) actions taken by statutory or regulatory authorities involving our Company, Directors, Promoter or Group Companies; (iii) outstanding claims involving our Company, Directors, Promoter or Group Companies for any direct and indirect tax liabilities; (iv) outstanding proceedings initiated against our Company for economic offences; (v) defaults or non-payment of statutory dues by our Company; (vi) material fraud against our Company in the last five years immediately preceding the year of this Draft Prospectus; (vii) inquiry, inspection or investigation initiated or conducted under the Companies Act 2013 or any previous companies law against our Company during the last five years immediately preceding the year of this Draft Prospectus and if there were prosecutions filed (whether pending or not); (viii) fines imposed or compounding of offences for our Company in the last five years immediately preceding the year of this Draft Prospectus; (ix) litigation or legal action against our Promoter by any ministry or Government department or statutory authority during the last five years immediately preceding the year of this Draft Prospectus; (x) pending litigations involving our Company, Directors, Promoter, Group Companies or any other person, as determined to be material by the Company's Board of Directors in accordance with the SEBI (ICDR) Regulations; or (xi) outstanding dues to creditors of our Company as determined to be material by our Company's Board of Directors in accordance with the SEBI (ICDR) Regulations and dues to small scale undertakings and other creditors .

For the purpose of material litigation in (x) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigations to be disclosed by our Company in this Draft Prospectus:

Matters pertaining to Section 138 of Negotiable Instruments Act filed by the Company to be disclosed *in summary for;*

a) *All pending litigation involving our Company, Promoter, Directors, or Group Companies as the case may be, other than criminal proceedings, statutory or regulatory actions and taxation matters, would be considered 'material' (a) the monetary amount of claim by or against the entity or person in any such pending matter(s) is in excess of ₹10,00,000/- (Rupees Ten lakhs only) or 5% of the net profits after tax of the Company for the most recent audited fiscal period whichever is lower; or (b) where the monetary liability is not quantifiable, each such case involving our Company, Promoter, Directors, or Group Companies, whose outcome would have a bearing on the business operations, prospects or reputation of our Company;*

b) *Notices received by our Company, Promoter, Directors, or Group Companies, as the case may be, from third parties (excluding statutory/regulatory authorities or notices threatening criminal action) shall, in any event, not be evaluated for materiality until such time that the Company / Directors / Promoter / Group Companies, as the case may be, are impleaded as parties in proceedings before any judicial forum.*

c) *Our Company, our Promoter and/or our Directors, have not been declared as wilful defaulters by the RBI or any governmental authority, have not been debarred from dealing in securities and/or accessing capital markets by the SEBI and no disciplinary action has been taken by the SEBI or any stock exchanges against our Company, our Promoter or our Directors, that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.*

d) *Unless otherwise stated, all proceedings are pending as of the date of this Draft Prospectus. All information provided below is as of the date of this Draft Prospectus.*

(A) **Pending Litigations Relating to Our Company**

(i)	Civil Cases filed against the Company	: YES
(ii)	Civil Cases filed by the Company	: NIL
(iii)	Criminal cases against the company	: NIL
(iv)	Criminal cases filed by the company	: YES
(v)	Outstanding actions by regulatory and statutory authorities	: NIL
(vi)	Tax related matters	: YES

I. Civil cases filed against our Company

Sanna Reddy Maheswari vs The Proprietor of Mobile King and one another – Consumer Case 50 of 2021

Sanna Reddy Maheshwari ("**Sanna Reddy**") purchased a Lenovo Tablet from our Company. Complainant filed a complaint on the grounds of acts of deficiency, before the Honourable District Consumers Redressal Forum at Vishakapatnam against the Company and the manager at the authorized service partner, M/s Bright Solutions. The matter is pending before the Honourable District Consumers Redressal Forum at Vishakapatnam.

II. Civil Cases filed by our Company

Nil

III. Criminal cases against the Company

Nil

IV. Criminal cases filed by the Company

The State represented by the Sub Inspector of Police, Parvathipuram Town Police Station vs Pakki Girendra Babu – CC No. 0000737 of 2018

The State represented by the Sub Inspector of Police, Parvathipuram Town Police Station ("**SI**") filed a chargesheet against Mr. Pakki Girendra Babu before the Honorable Court of Judicial First-Class Magistrate based on the FIR filed by the Ganishetti Govind on behalf of our Company, in relation to theft/ burglary of cash amounting to Rs. 4,87,000, which allegedly took place on January 16, 2017. The matter is presently pending before the 1-Principal Junior Civil Judge – cum – Judicial Magistrate of First Class.

V. Outstanding actions by regulatory and statutory authorities

Nil

VI. Tax related matters

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (*in* ₹)
Direct Tax	2	290.00
Indirect Tax	7	Not ascertainable[#]
Total	**9**	**290.00**

[*] *Includes TDS defaults for prior years*

#Our Company has received certain notices from the GST department for non-filing of the returns. Our Company has responded to a few and intends to respond to the rest of them in due course of time. At this juncture, we are unable to ascertain the amount that our Company is liable to pay.

VII. Other Notices

Show Cause Notices

Our Company has received certain show cause notices from the GST Department seeking additional information and documents pertaining to the amendment in the Registration certificate of the Company. Our Company has responded to a few and intends to respond to the rest of them in due course of time.

(B) Pending Litigation Relating to the Promoters

(i)	Civil Cases filed against the Promoters	: NIL
(ii)	Civil Cases filed by the Promoters	: YES
(iii)	Criminal cases against the Promoters	: YES
(iv)	Criminal cases filed by the Promoters	: NIL

(v)	Outstanding actions by regulatory and statutory authorities	: NIL
(vi)	Tax related matters	: NIL

I. Civil cases filed against the Promoters

Nil

II. Civil Cases filed by the Promoters

Mohan Prasad vs G.V.S. Rama Murthy - OS 153 of 2012

P. Mohan Prasad ("Mohan Prasad" or "Complainant") has filed a complaint before the honorable court of the district judge at Vishakapatnam against Mr. G.V.S Rama Murthy ("Defendant"). The Complainant has alleged that the Defendant had promised to sell a property to the Complainant. On agreement and on receipt of the initial payment by the Complainant, the Defendant refused to perform further actions in furtherance of the agreement. Complainant alleges that the Defendant intended to alienate the said property to a third party in violation of the agreement with the Complainant. Complainant filed the said complaint to invoke specific performance on the Defendant. Subsequently, Defendant filed a complaint being O.S. 559 of 2018 against the Complainant in O.S. No. 559 of 2018. In the said plaint, the Defendant prayed for eviction of the Complainant from the property. The Honorable Special Session Judge for trial cases under SC & ST cases (POA) Act cum XI Addl. District & Sessions Judge, Visakhapatnam passed a common judgement asking the Complainant to evict the property and pay the pending dues. The Complainant has filed an appeal in the High Court of Andhra Pradesh at Amaravati to stay all execution proceedings in the case no. O.S 559 of 2018.

Mohan Prasad Pandey vs Kalla Subba Rao and 4 others- OS 296 of 2019

Mohan Prasad Pandey ("**Mohan Prasad P**") has filed a plaint before the Hon'ble Junior Civil Judge at Narsipatnam under Order VII Rule 1 read with section 26 of the Code of Civil Procedure, against Kalla Subba Rao and 4 others ("**Defendants**"). Mohan Prasad P entered into a lease agreement dated July 3, 2012 for the use of the premises situated at Narsipatnam (**Premises**"), and was running his business smoothly on the said premises. Thereafter, the father of the Defendants, Kalla Nooka Raju borrowed a sum of Rs. 5,00,000 on April 24, 2013 from Mohan Prasad P, the terms and conditions of the same were set out in the mortgage deed that was entered into between them. A fresh lease agreement was entered into between Mohan Prasad P and Kalla Nooka Raju for a period commencing from May 1, 2013 to April 30, 2022, wherein the terms of the payment of the mortgage debt, interest, and rent towards the Premises was agreed between the parties. After the death of Kalla Nooka Raju, the terms and conditions agreed upon between the parties was then followed by Mohan Prasad P, which included the payment of the rent of the Premises. However, Mohan Prasad P has alleged that the Defendants have been causing inconvenience and obstruction with an intention of forcibly vacating the Property. Mohan Prasad P has thereby prayed that the Hon'ble Court grant a permanent injunction restraining the Defendants from interfering in the peaceful use of the Property and grant any other relief as may be deemed fit. The matter is currently pending.

III. Criminal cases against the Promoters

The State represented by the Sub Inspector of Police, Bobbili Police Station vs Panday Mohan Prasad and one another – CC No. 213 of 2019

The State represented by the Sub Inspector of Police, Bobbili Police Station filed a chargesheet against Mr. Mohan Prasad Panday before the Honorable Court of Additional Judicial First Class Magistrate at Bobbili in relation to misrepresentation of job opportunities. Subsequently, Mr. Mohan Prasad Panday approached the High Court of Andhra Pradesh at Amaravathi. The Honorable High Court of Andhra Pradesh at Amaravathi vide order dated November 15, 2022, stayed all further proceedings against Mohan Prasad Panday in C.C. No. 2013 of 2019.

IV. Criminal cases filed by the Promoters

Nil

V. Outstanding actions by regulatory and statutory authorities

Nil

VI. Tax related matters

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (*in* ₹)
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Total	**Nil**	**Nil**

(C) **Pending Litigations Relating to the Directors (other than Promoters) of Our Company**

(i)	Civil Cases filed against the Directors (other than Promoters)	: NIL
(ii)	Civil Cases filed by the Directors (other than Promoters)	: NIL
(iii)	Criminal cases against the Directors (other than Promoters)	: NIL
(iv)	Criminal cases filed by the Directors (other than Promoters)	: NIL
(v)	Outstanding actions by regulatory and statutory authorities (other than Promoters)	: NIL
(vi)	Tax related matters	: NIL

I. Civil cases filed against the Directors (other than Promoters)

Nil

II. Civil Cases filed by the Directors (other than Promoters)

Nil

III. Criminal cases against the Directors (other than Promoters)

Nil

IV. Criminal cases filed by the Directors (other than Promoters)

Nil

V. Outstanding actions by regulatory and statutory authorities (other than Promoters)

Nil

VI. Tax related matters (other than Promoters)

Nil

(D) Litigations Relating to our subsidiaries:

Our Company does not have any subsidiary.

DISCIPLINARY ACTION INCLUDING PENALTY IMPOSED BY SEBI OR STOCK EXCHANGES AGAINST THE PROMOTER, DIRECTORS, GROUP COMPANIES AND PROMOTOR GROUP DURING THE LAST 5 FINANCIAL YEARS

There are no disciplinary actions including penalty imposed by SEBI or Stock Exchanges against the Company, Promoters or Director during the last 5 financial years including outstanding actions except as disclosed above.

PAST INQUIRIES, INSPECTIONS OR INVESTIGATIONS

There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous company law in the last five years immediately preceding the year of the Draft Prospectus in the case of our Company, Promoters, Directors. Other than as described above, there have been no prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last five years immediately preceding the year of the Draft Prospectus

OUTSTANDING LITIGATION AGAINST OTHER PERSONS AND COMPANIES WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY

As on the date of the Draft Prospectus, there is no outstanding litigation against other persons and companies whose outcome could have a material adverse effect on our Company.

PROCEEDINGS INITIATED AGAINST OUR COMPANY FOR ECONOMIC OFFENCES

There are no proceedings initiated against our Company for any economic offences.

NON-PAYMENT OF STATUTORY DUES

As on the date of the Draft Prospectus there have been no (i) instances of non-payment or defaults in payment of statutory dues by our Company; (ii) over dues to companies or financial institutions by our Company;(iii) defaults against companies or financial institutions by our Company; or (iv) contingent liabilities not paid for.

MATERIAL FRAUDS AGAINST OUR COMPANY

There have been no material frauds committed against our Company in the five years preceding the year of this Draft Prospectus.

DISCLOSURES PERTAINING TO WILFUL DEFAULTERS

Neither our Company, nor our Promoters, nor Directors have been categorized or identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

DISCLOSURES PERTAINING TO FRAUDULENT BORROWER

Our Company or any of our Promoters or Directors are not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.

OUTSTANDING DUES TO CREDITORS

The Board of Directors of our Company at their meeting held on December 12, 2022, has decided that the each creditor, to whom our Company individually owes a net aggregate amount that exceeds 10% of the Company's trade payables as per the Restated Financial Statements for the most recent financial year, shall be considered as a material creditor of our Company. Based on these criteria, our Company had the following creditors as on September 30, 2022:

Particulars	No. of Creditors	Amount Outstanding (Rs. in Lakhs)
Dues to small scale undertakings	-	-
Material dues to creditors	2	394.67
Other dues to creditors	103	758.71
Total	**105**	**1153.38**

Further, our Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure, if any, in relation to amount unpaid as at the

yearend together with interest payable as required under the said Act have not been furnished. Our Company does not owe any small-scale industries or any MSMEs any amounts exceeding ₹1.00 lakh which is outstanding for more than 30 days. There are no disputes with such entities in relation to payments to be made to them.

The details pertaining to net outstanding dues towards our creditors are available on the website of our Company at www.cellpoint.biz . It is clarified that such details available on our website do not form a part of this Draft Prospectus. Anyone placing reliance on any other source of information, including our Company's website, would be doing so at their own risk.

MATERIAL DEVELOPMENTS

Except as stated in "Management's Discussion and Analysis of Financial Condition and Results of Operation" beginning on page 177 of this Draft Prospectus, there have not arisen, since the date of the last financial statements disclosed in the Draft Prospectus, any circumstances which materially and adversely affect or are likely to affect our profitability taken as a whole or the value of our assets or our ability to pay our liabilities within the next 12 months.

In accordance with SEBI requirements, our Company and the Lead Manager shall ensure that investors are informed of material developments until such time as the grant of listing and trading permission by the Emerge Platform of NSE.

GOVERNMENT AND OTHER APPROVALS

We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business activities (as applicable on date of this Draft Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business.

In view of the approvals listed below, we can undertake the Issue and our current/ proposed business activities and no further major approvals from any governmental or regulatory authority, or any other entity are required to be undertaken in respect of the Issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India and other authority does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Prospectus.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities. The following statement sets out the details of licenses, permissions and approvals taken by us under various central and state laws for carrying out our business.

*For further details in connection with the regulatory and legal framework within which we operate, please refer to the chapter titled '**Key Industry Regulations and Policies**' on page no. 115 of this Draft Prospectus.*

A) APPROVALS FOR THE ISSUE

1. Our Board has pursuant to a resolution passed at its meeting dated on January 16, 2023, under Section 62(1)(c) of the Companies Act 2013, authorized the Fresh Issue of Equity Shares, subject to the approval of the shareholders and such other authorities as may be necessary.
2. Our Shareholders have pursuant to a special resolution passed at their meeting dated January 31, 2023 under Section 62(1)(c) and other applicable provisions of the Companies Act 2013, authorized the Fresh Issue of Equity Shares.
3. Our Company has obtained an approval from the Emerge Platform of National Stock Exchange Limited for listing our Equity Shares through their Letter dated [●] bearing reference number [●].
4. Agreement dated January 19, 2023 between CDSL, the Company and the Registrar to the Issue;
5. Agreement dated December 05, 2022 between NSDL, the Company and the Registrar to the Issue;
6. The Company's International Securities Identification Number ("ISIN") is INE0O0001013.

B) APPROVALS IN RELATION TO THE COMPANY

1. Certificate of Incorporation dated April 10, 2013 under the name of "Cell Point (India) Private Limited" was issued by the Registrar of Companies, Andhra Pradesh.
2. Fresh Certificate of Incorporation dated November 25, 2022 under the name of "Cell Point (India) Limited" was issued by the Registrar of Companies, Vijaywada, upon name change of the company from "Cell Point (India) Private Limited" to "Cell Point (India) Limited".
3. The Corporate Identity Number (CIN) of the Company U52390AP2013PLC086912.

C) APPROVALS/ LICENSES IN RELATION TO THE BUSINESS OF OUR COMPANY

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

Registration / License No.	Issuing Authority	Nature of Registration / License	Date of Registration	Valid Up to
Registration in Income Tax Department, GoI	AAFCC2148H	Allotment of Permanent Account Number (PAN) under the name of **Cell Point (India) Private Limited**	May 02, 2013	Valid Till Cancelled
Registration in Income Tax	AAFCC2148H	Allotment of Permanent Account Number (PAN)	December 14, 2022	Valid Till Cancelled

Registration / License No.	Issuing Authority	Nature of Registration / License	Date of Registration	Valid Up to
Department, GoI		under the name of **Cell Point (India) Limited**		
Government of India	37AAFCC2148H1ZR	Form GST REG-06- Registration Certificate	July 1, 2017	Valid till cancelled
Income Tax Department	VPNC01471B	Allotment of Tax Deduction Account Number (**TAN**)	September 14, 2015	Valid till cancelled
Greater Visakhapatnam Municipal Corporation	AAFCC2148HPTE001	Professional Tax Certificate of Enrolment	October 26, 2022	Valid until cancelled
-	PTZONE43120221026_001[(1)]	Professional Tax		
Registration of Certificate issued for the Employee's Provident Fund	GRVSP0055468000	Allotment of Provident Fund Code (PF)[(4)]	-[(4)]	Valid Till Cancelled
Employee State Insurance Corporation	70000344810001002[(3)(5)]	-	-	-
Labour Department, Andhra Pradesh	AP-03-84-027-0278057	Certificate of Registration of Establishment under the name of Cell Point India Private Limited – Registered Office	November 11, 2022	March 31, 2025
Ministry of Micro, Small and Medium Enterprises, GoI	UDYAM-AP-10-0025655[(2)]	Udyam Registration Certificate	June 23, 2022	Valid till cancelled

Notes

(1) We are unable to trace the Professional Tax Certificate of Registration. Accordingly, we have relied on the details as available on the e-governance website of Greater Visakhapatnam Municipal Corporation.
(2) We have obtained the license in the name of Cell Point (India) Private Limited. Company is yet to obtain the registration certificate in the name of Cell Point (India) Limited subsequent to its conversion.
(3) We are unable to trace the registration certificate with Employee State Insurance Corporation. Accordingly, we have relied on the details as available on the Employees' State Insurance Corporation's website.
(4) The Allotment Letter of Provident Fund Code is issued to Cell Point (India) Private Limited. Company has made an application for change in the name of the Company to Cell Point (India) Limited subsequent to conversion. Company is yet to receive the registration certificate in the name of Cell Point (India) Limited.
(5) We have obtained the license in the name of Cell Point (India) Private Limited. We have made an application to relevant authority to change the name of our Company in the registration to Cell Point (India) Limited.

D) INTELLECTUAL PROPERTY RIGHTS

As on the date of filing of this Draft Prospectus, our Company uses various logos and our Company has obtained copyright on use of such logos. These include:

Date of Issue	IPR Holder	Registration no.	Class and description of the work	Copyright/ Trademark
July 17, 2019	Cell Point (India) Limited	A-130813/2019	Artistic Work	
October 17, 2019	Cell Point (India) Limited	A-132192/2019	Artistic Work	

Date of Issue	IPR Holder	Registration no.	Class and description of the work	Copyright/ Trademark
March 12, 2019	Cell Point (India) Limited	4114979	9	
November 22, 2017	Cell Point (India) Limited	368134	35	CELL POINT

In the future the company may make an application with the Registrar of Trademarks to register its logo or company`s name.

Other Confirmations:

As on date of this Draft Prospectus, except for trade licenses to be obtained for it registered office and few of its stores, our Company confirms that the following is not applicable:

- Approvals applied for but not yet received / Renewals made in the usual course of business
- Material licenses / approvals for which our Company is yet to apply for / Statutory Approvals / Licenses required.

SECTION XI- OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

1. The Fresh Issue of Equity Shares has been authorized by a resolution by the Board of Directors passed at their meeting held on January 16, 2023 under Section 62(1)(c) of the Companies Act 2013 and subject to the approval of the shareholders and such other authorities as may be necessary.

2. The Fresh Issue of Equity Shares has been authorized by a resolution by the EGM passed at their meeting held on January 31, 2023 under Section 62(1)(c) and other applicable provisions of the Companies Act 2013.

Our Company has also obtained all necessary contractual approvals required for the Issue. For further details, refer to the chapter titled '***Government and Other Approvals'*** beginning on page no. 196 of this Draft Prospectus.

Our Company has received approval from NSE *vide* their letter dated [●] to use the name of NSE in this Draft Prospectus for listing of the Equity Shares on Emerge Platform of NSE which is the Designated Stock Exchange.

Prohibition by SEBI, RBI or Governmental Authorities

We confirm that our Company, Directors, Promoters, members of the Promoter Group and Group Companies or the directors and promoters of our Promoter Companies have not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority.

We also confirm that our Promoters, Directors or Group Companies or persons in control of our Company were or are associated as promoters, directors or persons in control of any other company have not been debarred from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Further, none of our Directors are or were associated with any entities which are engaged in securities market related business and are or registered with SEBI for the same.

We, further confirm that none of our Company, it's Promoters, relatives of Promoters (as defined under Companies Act, 2013) its Directors and its Group Companies have been identified as willful defaulters or fraudulent borrowers by the RBI or other authorities.

The listing of any securities of our Company has never been refused by any of the stock exchanges in India.

Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

Our Company, its Promoters and Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 **("SBO Rules")**, to the extent applicable, as on the date of the Draft Prospectus.

Association with Securities Market

We confirm that none of our Directors are in any manner associated with the securities market and there has been no action taken by SEBI against our Directors or any entity in which our Directors are involved as promoters or directors except as stated under the chapters titled ***"Risk factors", "Our Promoter, Promoter Group", "Group Companies/ Entities"*** *and* ***"Outstanding Litigations and Material Developments"*** beginning on page nos. 21, 137, 142 and 190 respectively, of this Draft Prospectus.

Eligibility for the Issue

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations; and this Issue is an "Initial Public Offer" in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with **Regulation 229(2)** and other provisions of Chapter IX of the SEBI (ICDR) Regulations, as we are an Issuer whose post-issue face value capital is more than Ten Crores Rupees

but less than Twenty Five Crores and we may hence issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("**SME Exchange**", in this case being the Emerge Platform of NSE) known as NSE Emerge.

We confirm that we comply with Regulation 229 (3) of the SEBI ICDR Regulations and all the below requirements / conditions so as to be eligible to be listed on the Emerge Platform of NSE:

1) Our Company was incorporated on April 10, 2013 under Companies Act, 1956.

2) The Post Issue Paid-up Equity Share Capital will be Rs. 1868.56 Lakhs which shall not be more than ₹2,500.00 Lakh.

3) Our Company has positive Net worth. The Net worth of our Company as per the latest Audited Financial Statements (as on March 31, 2022) is Rs. 1335.94 Lakhs.

4) Our Company has a track record of three years of existence as on the date of filing of this Draft Prospectus / the Prospectus.

5) Our Company has operating profits (Earnings before interest, depreciation and tax) from operations for at least any 2 (two) out of 3 (three) financial years preceding the date of filing of this Draft Prospectus / the Draft Prospectus and the net worth of our Company is positive as per the latest audited financial statements.

(Rs. in Lakhs)

Particulars	**September 30, 2022**	**As on March 31,**		
		2022	**2021**	**2020**
Profit before Tax	539.86	242.76	127.15	239.29
Add Depreciation	42.40	112.06	120.43	152.85
Less other income	(56.58)	(88.02)	(54.54)	(55.86)
Positive Cash Accruals (Earnings before Depreciation and Tax)	**525.68**	**266.80**	**193.04**	**336.28**

6) There is no change in the promoter/s of the Company in the preceding one year from date of filing application with Emerge Platform of NSE.

7) Our Company has entered into the tripartite agreements with NSDL & CDSL along with our Registrar for facilitating trading in dematerialized mode.

8) Our Company has a live and operational website: www.cellpoint.biz.

9) Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).

10) There is no winding up petition against our Company, which has been admitted by the court. Also, no liquidator has been appointed.

11) No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company or Promoters or our Directors or members forming a part of the Promoter Group or Our Companies/ Entities except as mentioned in the chapter titled ***"Outstanding Litigation and Material Developments"*** beginning on page 190 of this Draft Prospectus.

We further confirm that:

a) Our Company is not ineligible to make the Issue in terms of **Regulation 228** of the SEBI ICDR Regulations. The details of our compliance with Regulation 228 of the SEBI ICDR Regulations are as follows:

   1) Neither our Company, our Promoters, member belong to the Promoter Group, our Group Companies/ Entities, our directors and the companies with which our Promoters & Directors are associated as directors

or promoters or persons in control of any other company have been prohibited/debarred from accessing or operating in the capital markets under any order or direction passed by SEBI;

2) None of our Company, our Promoters, member belong to the Promoter Group, our Group Companies/ Entities, our Directors and the companies with which our Promoters & Directors are associated as directors or promoters or persons in control of any other company have not been declared as **'Wilful Defaulter' and/ 'Fraudulent Borrowers'** as on the date of filing this Draft Prospectus.

3) None of our Company, our Promoters, member belong to the Promoter Group, our Group Companies/ Entities, our Directors and the companies with which our Promoters & Directors are associated as directors or promoters or persons in control of any other company have not been declared as **'Fugitive Economic Offender'** as on the date of filing this Draft Prospectus.

b) Our Company is in compliance with the following conditions specified in **Regulation 230** of the SEBI Regulations, 2018 to the extent applicable.

1) The Draft Prospectus has been filed with NSE and our Company has made an application to NSE for listing of its Equity Shares on the Emerge Platform of NSE. NSE is the Designated Stock Exchange;

2) Our Company has entered into an agreement with NSDL and CDSL for dematerialization of its Equity Shares already issued and proposed to be issued.

3) The Equity Shares of our Company are fully paid and there are no partly paid-up Equity Shares as on the date of filing this Draft Prospectus;

4) The entire Equity Shares held by our Promoters will be in dematerialized form before opening of the Issue for subscription.

5) The requirement of firm arrangements of finance through verifiable means towards seventy five per cent of the stated means of finance for funding from the issue proceeds, excluding the amount to be raised through the proposed public offer or through existing identifiable internal accruals is not applicable to our Company. For details, please refer the chapter "Objects of the Issue" on page no. 63 of this Draft Prospectus;

6) The amount dedicated for general corporate purposes, as mentioned in "**Objects of the Issue**" on page no. 63 of this Draft Prospectus, does not exceeding twenty-five per cent (25%) of the amount being raised by the Issuer.

We confirm that in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, we confirm that:

a) In accordance with **Regulation 246** the SEBI (ICDR) Regulations, we have not filed any Draft Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Lead Manager submits the copy of Draft Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Draft Prospectus with Stock Exchange and the Registrar of Companies.

b) In accordance with **Regulation 260(1) and 260(2)** of the SEBI (ICDR) Regulations, the issue has been hundred percent underwritten and that the Lead Manager to the Issue has underwritten **100.00 %** of the Total Issue Size. For further details pertaining to said underwriting please refer to paragraph titled **'*Underwriting Agreement*'** under chapter titled '***General Information****'* on page no. 49 of this Draft Prospectus.

c) In accordance with **Regulation 261** of the SEBI (ICDR) Regulations, we have entered into an agreement with the Lead Manager and Market Maker to ensure compulsory Market Making for a minimum period of (3) three years from the date of listing of equity shares offered in the Issue. For further details of the arrangement of market making please refer to paragraph titled **'*Details of the Market Making Arrangement for the Issue*'** under chapter titled '***General Information***' on page no. 50 of this Draft Prospectus.

d) In accordance with **Regulation 268(1)** of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottee's in the Issue is not less than fifty, otherwise, the entire application money will be refunded

forthwith. If such money is not repaid within 8 (Eight) 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 8 (Eight) days, be liable to repay such application money, with interest as prescribed under the Companies Act, 2013.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.

We further confirm that, we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX SEBI (ICDR) Regulations, 2018 as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE /DRAFT PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HASBEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME ORTHE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THEDRAFT OFFER DOCUMENT/DRAFT LETTER OF OFFER/OFFER DOCUMENT. THELEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT PROSPECTUS ARE GENERALLY ADEQUATE AND ARE INCONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSUREOF ALL RELEVANT INFORMATION IN THE DRAFT PROSPECTUS, THELEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF ANDTOWARDS THIS PURPOSE, THE LEAD MANAGER HAS FURNISHED TO SEBI A DUEDILIGENCE CERTIFICATE DATED [•] IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE DUE DILIGENCE CERTIFICATE FURNISHED WITH SEBI BY THE LEAD MANAGER IS REPRODUCED BELOW:

"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 INCLUDING COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC., AND OTHER MATERIAL WHILE FINALISING THE DRAFT PROSPECTUS OF THE SUBJECT 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, CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:**

   d) **THE DRAFT PROSPECTUS FILED WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS WHICH ARE MATERIAL TO THE ISSUE;**

   e) **ALL THE MATERIAL LEGAL REQUIREMENTS RELATING TO THE ISSUE, AS SPECIFIED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA, THE CENTRAL GOVERNMENT AND**

ANY COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND

f) THE MATERIAL DISCLOSURES MADE IN THE DRAFT PROSPECTUS ARE TRUE AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELLINFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 AND OTHER APPLICABLE LEGAL REQUIREMENTS.

3) BESIDES OURSELVES, ALL INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS ARE ALSO REGISTERED WITH SEBI AND THAT TILL DATE SUCH REGISTRATION IS VALID.

4) WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS – *NOTED FOR COMPLIANCE.*

5) WRITTEN CONSENT FROM THE PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF THE PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF THE PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED OR SOLD OR TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT PROSPECTUS WITH SEBI TILL THE DATE OF COMMENCEMENT OF THE LOCK-IN PERIOD AS STATED IN THE DRAFT PROSPECTUS.

6) ALL APPLICABLE PROVISIONS OF THESE REGULATIONS, WHICH RELATE TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS' CONTRIBUTION, HAVE BEEN AND SHALL BE DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION(S) HAVE BEEN MADE IN THE DRAFT PROSPECTUS.

7) ALL APPLICABLE PROVISIONS OF THESE REGULATIONS WHICH RELATE TO RECEIPT OF PROMOTERS' CONTRIBUTION PRIOR TO OPENING OF THE ISSUE, SHALL BE COMPLIED WITH. ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE AND THAT THE AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD.

WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE ISSUE- *NOT APPLICABLE AS THE PROMOTERS CONTRIBUTION HAS ALREADY BEEN DEPLOYED.*

8) NECESSARY ARRANGEMENTS SHALL BE MADE TO ENSURE THAT THE MONIES RECEIVED PURSUANT TO THE ISSUE ARE CREDITED OR TRANSFERRED TO IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONIES SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES, AND THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION- *NOTED FOR COMPLIANCE- AS PER TRI-PARTITE AGREEMENT WITH BANKERS TO THE ISSUE.*

9) THE EXISTING BUSINESS AS WELL AS ANY NEW BUSINESS OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED FALL WITHIN THE 'MAIN OBJECTS' IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED IN THE LAST TEN YEARS ARE VALID IN TERMS OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION.

10) IN CASE OF A RIGHTS ISSUE DISCLOSURE HAS BEEN MADE IN THE DRAFT LETTER OF OFFER THAT INVESTORS SHALL BE GIVEN AN OPTION TO RECEIVE THE SHARES IN DEMAT OR PHYSICAL MODE – NOT APPLICABLE.

11) FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT OFFER DOCUMENT/ DRAFT LETTER OF OFFER:

(A) AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THEISSUER *– NOTED*

(B) AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH ALLDISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD *- NOTED*

12) WE SHALL COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENTS IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 *– NOTED FOR COMPLIANCE*

13) IF APPLICABLE, THE ENTITY IS ELIGIBLE TO LIST ON THE INSTITUTIONAL TRADING PLATFORM IN TERMS OF THE PROVISIONS OF CHAPTER X OF THESE REGULATIONS *- NOT APPLICABLE.*

14) WE ENCLOSE A NOTE EXPLAINING THE PROCESS OF DUE DILIGENCE THATHAS BEEN EXERCISED BY US INCLUDING IN RELATION TO THE BUSINESS OFTHE ISSUER, THE RISKS IN RELATION TO THE BUSINESS, EXPERIENCE OFTHE PROMOTERS AND THAT THE RELATED PARTY TRANSACTIONSENTERED INTO FOR THE PERIOD DISCLOSED IN THE OFFER DOCUMENTHAVE BEEN ENTERED INTO BY THE ISSUER IN ACCORDANCE WITHAPPLICABLE LAWS*– NOTED FOR COMPLIANCE.*

15) WE ENCLOSE A CHECKLIST CONFIRMING REGULATION WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THESE REGULATIONS, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT OFFER DOCUMEN/DRAFT LETTER OF OFFER WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY*– NOTED FOR COMPLIANCE.*

ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY LEAD MANAGER 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 DRAFT 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 THIS DRAFT 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 THE 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. - *NOTED FOR COMPLIANCE

3)* WE CONFIRM THAT THE ABRIDGED DRAFT 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 COMPLAINTS RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY PRECEDING THE MONTH OF THE FILING OF THE OFFER DOCUMENT WITH REGISTRAR OF COMPANIES. *– NOTED FOR COMPLIANCE***

NOTE:

The Filing Of The Draft Prospectus Does Not, However, Absolve The Issuer 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 Merchant Banker, Any Irregularities Or Lapses In This Draft Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Draft Prospectus with the Registrar of Companies, Mumbai in terms of sections 26, 32 and 33 of the Companies Act, 2013.

DISCLAIMER CLAUSE OF THE EMERGE PLATFORM OF NSE LIMITED

"As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: [●] dated [●] permission to the Issuer to use the Exchange's name in this Offer Document as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer. Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever."

DISCLAIMER STATEMENT FROM OUR COMPANY AND THE LEAD MANAGER

Our Company, our Directors and the Lead Manager accept no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information would be doing so at his or her own risk.

The Lead Manager accepts no responsibility, save to the limited extent as provided in the MOU / Issue Agreement entered into between the Lead Manager and our Company dated February 02, 2023 and the Underwriting Agreement dated February 02, 2023 entered into between the Underwriter and our Company and the Market Making Agreement dated **[•]** entered into among the Lead Manager, the Market Maker and our Company.

All information shall be made available by our Company and the Lead Manager to the Applicants and public at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for our Company, our Group Entities and our respective affiliates and associates in the ordinary course of business, and have engaged, or may in the future engage in commercial banking and investment banking transactions with our Company or our Group Entities or their respective affiliates or associates for which they have received, and may in future receive compensation.

DISCLAIMER IN RESPECT OF JURISDICTION

The Issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the 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, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lakhs, pension funds with minimum corpus of Rs. 2,500 Lakhs and the National Investment Fund, and permitted non-residents including FIIs, Eligible NRIs, QFIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company, this Draft 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 Draft Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of the Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai, India only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Prospectus has been filed with NSE for its observations and NSE shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and the Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Draft Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

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 and legislations in each jurisdiction, including India.

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 offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

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 and legislations in each jurisdiction, including India.

TRACK RECORDS OF PAST ISSUES HANDLED BY FIRST OVERSEAS CAPITAL LIMITED

For details regarding the track record of the First Overseas Capital Limited, as specified under Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer to the website of First Overseas Capital Limited at www.focl.in

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER

Annexure A
Disclosure of Price Information of Past Issues Handled By Merchant Banker(s)

TABLE 1

Sr. No.	Issue Name	Issue Size (Rs. Cr.)	Issue Price (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)	Nidan Healthcare & Laboratories Limited	50.00	125.00	12-11-2021	106.35	-51.34(-2.55)	-59.75(-2.31)	-67.90(-10.33)
2)	Precision Metaliks Limited	21.93	51.00	01-02-2022	75.00	**-37.19(-6.39)**	**-45.26(-3.21)**	-60.70(-2.20)
3)	Vaidya Sane Ayurved Laboratories Limited	20.22	73.00	23-02-2022	102.00	+78.27 (+1.32)	+66.41(-5.56)	+31.50 (+2.69)
4)	Nanavati Ventures Limited	2.19	50.00	06-05-2022	50.00	-20.87(1.53)	-33.53(+1.54)	-36.51(+11.07)
5)	Veerkrupa Jewellers Limited	8.10	27.00	18-07-2022	27.00	+198.05(9.40)	+171.35(+7.13)	N.A.
6)	Ishan International Limited	18.24	80.00	22-09-2022	82.00	-41.25(+0.32)	-59.94(+3.29)	N.A.
7)	Varanium Cloud Limited	36.60	122.00	27-09-2022	131.00	+92.79 (+4.27)	+687.70(6.06)	N.A.
8)	QMS Medical Allied Services Limited	56.87	121.00	11-10-2022	128.00	+51.86(6.07)	N.A.	N.A.
9)	SVS Ventures Limited	11.24	20.00	12-01-2023	20.50	-43.17(0.79)	N.A.	N.A.
10)	Ducol Organics And Colours Limited	31.51	78.00	19-01-2023	111.95	-9.57(-0.27)	N.A.	N.A.

1. The BSE Sensex and Nifty are considered as the Benchmark Index

2. Prices on BSE/NSE are considered for all of the above calculations
3. In case the 30th/90th/180th day is a holiday, closing price on BSE/NSE of the previous trading day has been considered.
4. In case 30th/90th/180th days, scrips are not traded then closing price on BSE/NSE of the previous trading day has been considered.

TABLE 2: SUMMARY STATEMENT OF DISCLOSURE

Financial Year	Tota1 no. Of IPOs	Total amount of funds raised (Rs. Cr.)	No. of IPOs trading at discount-30th calendar days from listing			No. of IPOs trading at premium-30th calendar days from listing			No. of IPOs trading at discount-180th calendar days from listing			No. of IPOs trading at premium-180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2022-23 *	7	164.75	-	2	2	3	-	-	-	1	-	1	-	-
2021-22	4	96.13	1	1	-	2	-	-	2	-	-	1	1	-
2020-21	1	7.75	1	0	0	0	0	0	1	0	0	0	0	0

* Upto date of this Draft Prospectus

FILING

This Draft Prospectus is being filed with National Stock Exchange Limited located at Exchange Plaza, Plot no. C/1, G Block, Bandra – Kurla Complex, Bandra (E), Mumbai - 400051, Maharashtra, India

Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018, the Draft Prospectus shall be furnished to the SEBI in a soft copy. However, SEBI will not issue any observation on the Draft Prospectus in terms of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Pursuant to SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Draft Prospectus will be filed online through SEBI Intermediary portal at https:\\siportal.sebi.gov.in.

A copy of the Draft Prospectus, along with the documents required to be filed, will be delivered for registration to the RoC in accordance with Section 32 of the Companies Act, 2013, and a copy of the Draft Prospectus, required to be filed under Section 26 of the Companies Act, 2013 would be delivered for registration to the Registrar of Companies, 29-7-33, First Floor, Vishnuvardhanarao Street, Suryaraopet, Vijayawada, Andhra Pradesh 520002, India

LISTING

The Equity Shares of our Company are proposed to be listed on Emerge Platform of NSE. Our Company has obtained in principle approval from NSE by way of its letter dated [●] for listing of equity shares on Emerge Platform of NSE.

NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by NSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this Draft Prospectus. If such money is not repaid within the prescribed time then our Company becomes liable to repay it, then our Company and every officer in default shall, shall be liable to repay such application money, with interest, as prescribed under the applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of NSE mentioned above are taken within Six (6) Working Days of the Issue Closing Date. If Equity Shares are not Allotted pursuant to the Offer within Six (6) Working Days from the Issue Closing Date or within such timeline as prescribed by the SEBI, our Company shall repay with interest all monies received from applicants, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period Subject to applicable law.

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who –

a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or
b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447."

The liability prescribed under Section 447 of the Companies Act, 2013, includes imprisonment for a term of not less than six months extending up to ten 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.

CONSENTS

We have obtained consents in writing of our Directors, Promoters, Company Sectary & Compliance Officer, the Lead Manager, Registrar to the Issue, Peer Review Auditor to the Company, the Statutory Auditor, the Legal Advisor to the Issue, the Legal Advisor to the Company and Banker(s) to the Company, Market Maker(s), Underwriter(s), and the Banker(s) to the Issue/ Escrow Collection Bank(s) to act in their respective capacities. These consents will be filed along with a copy of the Draft Prospectus with the RoC as required Section 26 of the Companies Act, 2013. Further, such consents and report will not be withdrawn up to the time of delivery of the Draft Prospectus for registration with the RoC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018, M/s. Rao and Kumar, Chartered Accountants, our Peer Review Auditors have agreed to provide their respective written consents for inclusion of their report in the form and context in which it appears in this Draft Prospectus and such consents and report shall not be withdrawn up to the time of delivery of the Draft Prospectus for filing with the RoC.

EXPERT OPINION TO THE ISSUE

Except for the reports in the section titled "Financial Statements and "Statement of Tax Benefits" on page no. 79 and 72 respectively of this Draft Prospectus from the Statutory Auditor, our Company has not obtained any expert opinions. However, the term "expert" shall not be construed to mean an "expert"" as defined under the U.S. Securities Act 1933.

ISSUE RELATED EXPENSES

The expenses of the Issue include, among others, underwriting and management fees, selling commission, printing and distribution expenses, legal fees, advertising expenses and listing fees. For details of total expenses of the Issue, see the chapter "**Objects of the Issue**" beginning on page no. 63 of the Draft 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 Market Maker(s)

The fees payable to the Market Maker(s) to the Issue will be as per the Agreement dated [•] between our Company, Lead Manager and Market Maker, a 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 dated March 01, 2023 executed between our Company and the Registrar to the Issue, 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, stamp-duty and communication expenses. Adequate funds will be provided by our 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 and selling commission for the Issue is as set out in the Underwriting Agreement dated February 02, 2023 between our Company, the Lead Manager/Underwriter and Market Maker, a copy of which is available for inspection at our Registered Office. Payment of underwriting commission, brokerage and selling commission would be in accordance with Section 40 of Companies Act, 2013 and the Companies (Draft Prospectus and Allotment of Securities) Rules, 2014 and any other applicable laws.

PREVIOUS RIGHTS AND PUBLIC ISSUES DURING THE LAST FIVE YEARS

We have not made any previous rights and/or public issues during the last five years and are an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time and the Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time.

PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH

Except as stated in the chapter titled ***'Capital Structure'*** beginning on page 53 of this Draft Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

COMMISSION AND/ OR 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 inception.

PREVIOUS CAPITAL ISSUE DURING THE LAST THREE YEARS BY LISTED GROUP COMPANIES AND SUBSIDIARY OF OUR COMPANY

None of the Group Companies of our Company are listed. Further, none of our Group Companies have made any public or rights issue of securities in the preceding three years.

PROMISE VERSUS PERFORMANCE FOR OUR COMPANY

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018, and the 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.

None of the Group Companies has made public issue of equity shares during the period of ten years immediately preceding the date of filing this Draft Prospectus with the NSE.

OUTSTANDING DEBENTURES OR BOND ISSUES OR REDEEMABLE PREFERENCE SHARES

As on the date of this Draft Prospectus, our Company has no outstanding debentures, bonds, or redeemable preference shares.

PARTLY PAID-UP SHARES

As on the date of this Draft Prospectus, there are no partly paid-up Equity Shares of our Company.

OUTSTANDING CONVERTIBLE INSTRUMENTS

Our Company does not have any outstanding convertible instruments as on the date of filing this Draft Prospectus.

OPTION TO SUBSCRIBE

a. Investors will get the allotment of specified securities in dematerialization form only.
b. The equity shares, on allotment, shall be traded on stock exchange in demat segment only.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018, and the Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, 2018. Thus, there is no stock market data available for the Equity Shares of our Company.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders. Our Company, the Lead Manager and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. Investors can contact the Company Secretary and 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, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

SEBI has launched a centralized web-based complaints redress system “SCORES”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in. Our Company shall obtain authentication on the SCORES and comply with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013 in relation to redressal of investor grievances through SCORES.

The Board has constituted a Stakeholders Relationship Committee to review and redress the shareholders and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and issue of duplicate shares. For further details, please refer to the “Our Management” on page no. 124.

As on the date of this Draft Prospectus, there are no pending investor complaints. Our Company has not received any investor complaint in the three years prior to the filing of this Draft Prospectus.

Our Company has appointed CS, Mr. Chandra Sekhar Raghavapudi as the Company Secretary and Compliance Officer and he may be contacted at the following address:

Name	: Mr. Chandra Sekhar Raghavapudi
Address	: Door No 30-15-139/F/5,6 Ward No 27, Ram's Arcade, Opposite Visakha Medical Centre, Dabagardens, Visakhapatnam 530020
Tel No.	: +91 9000113897
Email Id	: cs@cellpoint.biz
Website	: www.cellpoint.biz

Investors can contact the Company Secretary and 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 Equity Shares in the respective beneficiary account or refund orders, *etc*.

As on the date of this Draft Prospectus, there are no pending investor complaints. Our Company has not received any investor complaint in the three years prior to the filing of this Draft Prospectus.

Our Company, Lead Manager and the Registrar accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI ICDR Regulations.

We do not have any Group Companies or Subsidiaries, hence listing of them on any stock exchange is not applicable.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the SCSB, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

CAPITALIZATION OF RESERVES OR PROFITS

Save and except as stated in the chapter titled '***Capital Structure'*** beginning on page no. 53 of this Draft Prospectus, our Company has not capitalized its reserves or profits at any time since inception.

REVALUATION OF ASSETS

Our Company has not revalued its assets since incorporation.

SERVICING BEHAVIOR

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

SECTION XII - ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

All Applicants should review 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 ("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 (to the extent notified), the Companies Act, 1956 (to the extent not repealed by the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations as amended. The General Information Document has been updated to reflect amendments to the SEBI ICDR Regulations and to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations 2015 and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the website of the Stock Exchange and the Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) facility for making payment. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public offer may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

Authority for the Issue

This Issue of Equity Shares has been authorized by the Board of Directors of our Company at their meeting held on January 16, 2023 and was approved by the Shareholders of the Company by passing a Special Resolution at the Extra Ordinary General Meeting held with a shorter notice on January 31, 2023 in accordance with the provisions of Section 62 (1) (C) of the Companies Act, 2013.

Ranking of Equity Shares

The Equity Shares being issued in the Issue shall be subject to the provisions of the Companies Act and the Memorandum and Articles of Association and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. The Allottees in receipt of Allotment of Equity Shares under this Issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to the section titled '***Main Provisions of the Articles of Association'*** beginning on page no. 250 of this Draft Prospectus.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, 1956 and Companies Act, 2013, Article of Association, the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 any other rules, regulations or guidelines as may be issued by Government of India in connection to recommendation by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividend, in cash as per the provisions of the Companies Act and our Articles of Association. For further details, please refer to the chapter titled ***"Dividend Policy"*** on page no. 144 of this Draft Prospectus.

Face Value and Issue Price per Share

The face value of the Equity Shares is Rs. 10/- each and the Issue Price is Rs. 100.00.00 per Equity 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 no. 73 of this Draft Prospectus. At any given point of time there shall be only one denomination for the Equity Shares.

Compliance with SEBI ICDR Regulations

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability subject to applicable law, 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 Companies Act, the terms of the listing regulations with the Stock Exchange(s) and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to the section titled '***Main Provisions of the Articles of Association'*** beginning on page no. 250 of this Draft Prospectus.

Minimum Application Value, Market Lot and Trading Lot

As per Section 29 of the Companies Act, 2013, all the shares shall be issued in dematerialized form in compliance with the provisions of the Depositories Act, 1996 and the regulations made there under, thus, the Equity Shares shall be allotted only in dematerialized form. As per the existing SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form for all investors.

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 NSE from time to time by giving prior notice to investors at large. Allocation and Allotment of Equity Shares through the Issue will be done in multiples of 1,200 equity share 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.

Allocation and Allotment of Equity Shares through the Issue will be done in multiples of 1,200 equity shares subject to a minimum Allotment of 1,200 equity shares to the successful applicants.

Minimum Number of Allottee's

The minimum number of Allottee`s in the Issue shall be 50 (Fifty) shareholders. In case the minimum number of prospective Allottee`s is less than 50 (Fifty), no Allotment will be made pursuant to the Issue and the monies blocked by the SCSBs shall be unblocked within6 working days of closure of issue.

Jurisdiction

Exclusive jurisdiction for the purpose of the Issue is with the competent courts/authorities in Mumbai, Maharashtra, India.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as joint – tenants with benefits of survivorship.

Allotment only in Dematerialised Form

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Offer:

- Agreement dated December 5, 2022 amongst NSDL, our Company and the Registrar to the Offer; and
- Agreement dated January 19, 2023 amongst CDSL, our Company and the Registrar to the Offer.

Nomination Facility to Investor

In accordance with Section 72 of the Companies Act 2013, the sole or first Bidder, along with other joint Bidders, may nominate any one person in whom, in the event of death of the sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares allotted, if any, shall vest. No provision in the bid-cum-application form to provide this. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the Registrar and Transfer Agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act 2013, shall upon the production of such evidence as may be required by the Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or
b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the investor wants to change the nomination, they are requested to inform their respective depository participant.

Issue Program:

Issue Opening Date	[●]
Issue Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of Allotment / Refunds / Unblocking of Funds	[●]
Credit of Equity Shares to demat accounts of Allottee's	[●]
Commencement of trading of the Equity Shares on the Stock Exchange	[●]

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.

Minimum Subscription and Underwriting

This Issue is not restricted to any minimum subscription level. This Issue is 100 % underwritten. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriters within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond four days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest at the rate of fifteen per cent per annum.

In accordance with Regulation 260 of the SEBI (ICDR) Regulations, 2018, the Issue shall be 100 % underwritten. For details of underwriting arrangement, kindly refer the chapter titled "General Information – Underwriting" on page no. 49 of this Draft Prospectus.

Further, in accordance with Regulation 267 of the SEBI ICDR Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

Migration to Main Board

In accordance with the NSE Circular dated May 18, 2010, our Company will have to be mandatorily listed and traded on the Emerge Platform of the NSE for a minimum period of 2 (Two) years from the date of listing and only after that it can migrate to the Main Board of NSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter IX of the SEBI (ICDR) Regulations. Our Company may migrate to the main board of NSE from the SME Platform on a later date subject to the following:

a) If the Paid up Capital of the company is likely to increase above Rs. 25 Crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the 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 and for which the company has obtained in-principal approval from the main board), we shall have to apply to NSE for listing our shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

b) If the Paid up Capital of the company is more than Rs. 10 Crores but below Rs. 25 Crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the 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.

Market Making

The shares issued and transferred through this Offer are proposed to be listed on the Emerge Platform of NSE with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the Emerge Platform of NSE. For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker please refer to paragraph titled 'Details of the Market Making Arrangement for the Issue' under chapter titled '***General Information'*** beginning on page no. 50 of this Draft Prospectus.

Arrangements for Disposal of Odd Lots

The trading of the Equity Shares will happen in the minimum contract size of 1200 shares. However, the market maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the EMERGE platform of NSE.

Option to receive Equity Shares in Dematerialized Form

Pursuant to Section 29 of the Companies Act, the Equity Shares in the Issue shall be allotted only in dematerialised form. Further, as per the SEBI (ICDR) Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchange.

New Financial Instruments

The Issuer Company is not issuing any new financial instruments through the Issue.

As per the extant policy of the Government of India, OCBs cannot participate in this Issue.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FIIs 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.

Application by Eligible NRIs, FIIs registered with SEBI, VCFs registered with SEBI and QFIs

It is to be understood that there is no reservation for Eligible NRIs or FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for lock-in of the pre-issue Equity Shares and Promoters' minimum contribution in the issue as detailed in the chapter '***Capital Structure***' beginning on page 53 of this Daft Draft Prospectus, and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation/ splitting except as provided in the Articles of Association. For details please refer to the section titled '***Main Provisions of the Articles of Association***' beginning on page no. 250 of this Draft Prospectus.

The above information is given for the benefit of the Applicants. The applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

ISSUE STRUCTURE

The Issue is being made in terms of Regulation 229(2) of Chapter IX of SEBI (ICDR) Regulations, 2018, and amendments thereto, since our post-issue paid up capital which is more than Rs. 10.00 Crores, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the Emerge Platform of NSE). For further details regarding the salient features and terms of the Issue please refer chapters titled '***Terms of the Issue'*** and '***Issue Procedure***' on page no. 213 and 221 of this Draft Prospectus.

Following is the Issue Structure:

Initial Public Issue Of 50,34,000 EquityShares of Face Value of Rs. 10/- Each ("Equity Shares") Of CELL POINT (INDIA) LIMITED ("Our Company" Or "The Issuer Company") For Cash at A Price Rs. 100.00/- Per Equity Share (Including A Share Premium of Rs. 90/- Per Equity Share) ("Issue Price") Aggregating to Rs. 5034.00 Lakhs ("The Issue"), Out of Which 2,52,000 Equity Shares of Face Value of Rs. 10/- Each for A Cash Price of Rs. 100.00/- Per Equity Share, Aggregating to Rs. 252.00 Lakhs Will Be Reserved for Subscription by Market Maker ("Market Maker Reservation Portion"). The Issue Less the Market Maker Reservation Portion I.E. Issue of 47,82,000 Equity Shares of Face Value of Rs. 10/- Each at An Issue Price of Rs. 100.00/- Per Equity Share Aggregating to Rs. 4782.00 Lakhs (Is Hereinafter Referred to as the "Net Issue"). The Issue and The Net Issue Will Constitute 26.94 %And 25.59 %, Respectively of The Post Issue Paid Up Equity Share Capital Of Our Company.

The Issue is being made through the Fixed Price Process:

Particulars	Net Issue to Public*	Market Maker Reservation Portion
Number of Equity Shares*	47,82,000 EquityShares	2,52,000 Equity Shares
Percentage of Issue Size available for allocation	94.99 % of the Issue Size (50% for the Retail Individual Investors and the balance 50% for Other than Retail Individual Investors)	5.01 % of the Issue Size
Basis of Allotment/Allocation if respective category is oversubscribed	Proportionate subject to minimum Allotment of 1200 equity shares and further Allotment in multiples of 1200 equity shares each. For further details please refer to the paragraph titled ***'Issue Procedure-Basis of Allotment***' on page no. 227 of this Draft Prospectus.	Firm Allotment
Mode of Application	All the applicants shall make the application (Online or Physical) through the ASBA Process only (including UPI mechanism for Retail Investors using Syndicate ASBA)	
Minimum Application Size	*For QIB and NII:* Such number of Equity Shares in multiples of 1200 equity shares at an Issue Price of Rs. 100.00 each such that the Application Value exceeds Rs. 2,00,000 *For Retail Individuals:* 1200 equity shares at an Issue Price of Rs. 100.00 each	2,52,000 EQUITY Shares at an Issue Price of Rs. 100.00 each
Maximum Application Size	*For QIB and NII:* The maximum application size is the Net Issue to public, i.e., 47,82,000 subject to limits the investor has to adhere under the relevant laws and regulations as applicable.	2,52,00 EQUITY Shares at an Issue Price of Rs. 100.00 each

Particulars	Net Issue to Public*	Market Maker Reservation Portion
	For Retail Individuals: Such number of Equity Shares in multiples of 1200 equity shares at an Issue Price of Rs. 100.00	
Mode of Allotment	Compulsorily in dematerialized form	Compulsorily in dematerialized form
Trading Lot	1200 equity shares	1200 equity shares; the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
Terms of payment	The entire Application Amount will be payable at the time of submission of the Application Form.	

*As per Regulation 253(2) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue 'the Allocation' is the net issue to the public category shall be made as follows:

a. Minimum fifty percent (50%) To Retail Individual Investors; and

b. Remaining to:

i) Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for

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

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

Note:

In case of joint Applications, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account or UPI linked account number held in joint names. The signature of only such First Applicant would be required in the Application Form and such First Applicant would be deemed to have signed on behalf of the joint holders.

Applicants will be required to confirm and will be deemed to have represented to our Company, the Lead Manager, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares in this Issue.

SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.

Withdrawal of the Issue

The 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. Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

1. The final listing and trading approvals of NSE for listing of Equity Shares offered through this issue on its SME Platform, which the Company shall apply for after Allotment and,

2. The final ROC approval of the Draft Prospectus after it is filed with the ROC.

In case, the Company wishes to withdraw the Issue after Issue opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (One each in English and Hindi) and one in regional newspaper.

The Lead Manager, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same

newspapers where the pre-Issue advertisements have appeared, and the Stock Exchange will also be informed promptly.

If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed.

Issue Program:

Issue Opening Date	[●]
Issue Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of Allotment / Refunds / Unblocking of Funds	[●]
Credit of Equity Shares to demat accounts of Allottee's	[●]
Commencement of trading of the Equity Shares on the Stock Exchange	[●]

Applications and any revisions to the same will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form except that on the Issue Closing Date applications will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time).

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 Stock Exchange after taking into account the total number of applications received up to the closure of timings and reported by LM to Designated Stock Exchange within half an hour of such closure.

It is clarified that Applications not uploaded on the electronic system would be rejected. 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 the Stock Exchange may be taken as the final data for the purpose of Allotment.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Application Form, for a particular Applicant, the details as per the file received from the Stock Exchange may be taken as the final data for the purpose of Allotment.

ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issues which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act 2013 (to the extent notified), the Companies Act, 1956 (to the extent not repealed by the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations as amended. The General Information Document is available on the websites of the Stock Exchanges and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Applicants; (v) Issuance of 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 (xiv) interest in case of delay in Allotment or refund.

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, and should carefully read the Draft Prospectus/Draft Prospectus before investing in the Issue.

Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section, and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that their applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Draft Prospectus.

The lists of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40. The list of Stockbroker, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that has been notified by NSE act as intermediaries for submitting Application Forms are provided on https://www.nseindia.com.

SEBI through its circular no. (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 and circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (―UPI‖) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("UPI Phase I"). The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Applications by RIIs through Designated Intermediaries (other than SCSBs), issued by SEBI, the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later ("UPI Phase II"). Subsequently however, SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, has decided to continue with the UPI Phase II till further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by RIIs ("UPI Phase III") and modalities of the implementation of UPI Phase III maybe notified and made effective subsequently, 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 the SEBI from time to time. Further, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and

circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, have introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. These circulars, to the extent already in force, are deemed to form part of this Draft Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all UPI applicants in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹5.00 lakhs shall use the UPI Mechanism. Subsequently, pursuant to SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories). For details, please refer to "Interest In Case Of Delay In Allotment Or Refund" on page 248 of this Draft Prospectus.

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. 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 Draft Prospectus and the Draft Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.

Phased implementation of Unified Payments Interface

SEBI has issued a ***UPI Circulars*** in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI will be 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 Mechanism, the UPI Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

Phase I: This phase has become applicable from January 1, 2019 and will continue till June 30, 2019. Under this phase, a Retail Individual Applicant would also have the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing would continue to be six Working Days.

Phase II: This phase commenced on completion of Phase I i.e. with effect from July 1, 2019 and was to be continued for a period of three months or launch of five main board public issues, whichever is later. Further, as per the SEBI circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, the UPI Phase II has been extended until March 31, 2020. Further still, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount be continued till further notice. Under this phase, submission of the Application Form by a Retail Individual Applicant through intermediaries to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase.

Phase III: The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing would be reduced to be three Working Days. Accordingly, upon commencement of Phase III, the reduced time duration shall be applicable for the Issue.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers are 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 mechanism.

SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to

₹ 500,000, shall use UPI. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹ 200,000 and up to ₹ 500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers. Subsequently, pursuant to SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Lead Manager.

FIXED PRICE PROCEDURE

The Issue is being made in compliance with the provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018 and through the Fixed Price Process. As per Regulation 253(2) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue the allocation in the net offer to the public category shall be made as follows:

a) Minimum fifty percent to retail individual investors; and
b) Remaining to:
   i. other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for.
c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.
If the retail individual investor category is entitled to more than fifty per cent on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.

Applicants are required to submit their Applications to the Application collecting intermediaries i.e. SCSB or Registered Brokers of Stock Exchanges or Registered 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.

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, would be allowed to be met with spillover from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised form. The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN, UPI ID (in case of RIBs using the UPI mechanism) and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchange, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialized segment of the Stock Exchange.

Application Form

Copies of the Application Form and the abridged Draft Prospectus will be available at the offices of the Lead Manager, the
Designated Intermediaries, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the NSE (www.nseindia.com), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Issue Opening Date.

ASBA Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centres only (except in case of electronic Application Forms)

and the Application Forms not bearing such specified stamp are liable to be rejected. Retail Individual Investors using UPI mechanism, may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTA or Depository Participants. ASBA Applicants are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount which can be blocked by the SCSB.

The prescribed color of the Application Form for various investors applying in the Issue is as follows:

Category	Color *
Resident Indians and Eligible NRI's applying on a non-repatriation basis (ASBA)	White
Non-Residents including eligible NRI's, FPI's, FII's, FVCI's, etc. applying on a repatriation basis (ASBA)	Blue

* Excluding electronic Application Form

RIIs using UPI mechanism, may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTA or Depository Participants. ASBA Applicants are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount which can be blocked by the SCSB.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Draft Prospectus. The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following Intermediaries (Collectively called "Designated Intermediaries")

(i) an SCSB, with whom the bank account to be blocked, is maintained.
(ii) a syndicate member (or sub-syndicate member),
(iii) a stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ("broker"),
(iv) a depository participant ('DP') (and whose name is mentioned on the website of the stock exchange as eligible for this activity),
(v) a registrar to an issue and share transfer agent ('RTA') (and whose name is mentioned on the website of the stock exchange as eligible for this activity),

Retail's investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as 'Intermediaries'), and intending to use UPI, shall also enter their UPI ID in the application form.

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For applications submitted by investors to SCSBs:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking the funds available in the bank account linked bank account details specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs without use of	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s). Post uploading, they shall forward a schedule as per prescribed

UPI for payment:	format along with the application forms to the designated branches of the respective SCSBs for blocking of the funds within one day of the closure of Issue.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment	After accepting the application form, respective intermediary shall capture and upload the relevant details, including UPI ID, in the electronic system of stock exchange(s). Stock Exchange shall share application details including the UPI ID with Sponsor Bank on a continuous basis, to enable Sponsor Bank to initiate mandate request on investors for blocking of funds. Sponsor Bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his / her mobile application, associated with UPI ID linked bank account.

Stock exchange(s) shall validate the electronic details with depository's records for DP ID/Client ID and PAN, on a real time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange(s) shall allow modification of selected fields viz. DP ID/Client ID, Bank code and Location code, in the application details already uploaded.

For ASBA Applicants using UPI mechanism, the Stock Exchange shall share the application details (including UPI ID) with Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to ASBA applicants for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate ASBA applicants (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank, NPCI or the Bankers to the Issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the Bankers to the Issue. The Lead Manager shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Issue for analyzing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

Availability of Draft Prospectus and Application Forms

The Application Forms and copies of the Draft Prospectus may be obtained from the Registered Office of our Company, (Lead Manager to the Issue as mentioned in the Application Form. The application forms may also be downloaded from the website of NSE i.e., www.nseindia.com.

WHO CAN APPLY?

1) Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);

2) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: "Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Applications by HUFs would be considered at par with those from individuals;

3) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;

4) Mutual Funds registered with SEBI;

5) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;

6) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);

7) FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;

8) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;

9) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the non-Institutional applicant's category;

10) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;

11) Foreign Venture Capital Investors registered with the SEBI;

12) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;

13) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;

14) Insurance Companies registered with Insurance Regulatory and Development Authority, India;

15) Provident Funds with minimum corpus of Rs.25 Crores and who are authorized under their constitution to hold and invest in equity shares;

16) Pension Funds with minimum corpus of Rs.25 Crores and who are authorized under their constitution to hold and invest in equity shares;

17) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;

18) Insurance funds set up and managed by army, navy or air force of the Union of India and Department of Posts, India;

19) Multilateral and bilateral development financial institution;

20) Eligible QFIs;

21) Foreign Nationals and other non-residents (subject to eligibility norms specified in SEBI FPI Regulations, 2014 and other applicable provisions);

22) Multilateral and bilateral development financial institutions;

23) State Industrial Development Corporations;

24) Nominated Investor and Market Maker;

25) Any other person eligible to applying in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications not to be made by:

1. Minors (except under guardianship)
2. Partnership firms or their nominees
3.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

a) For Retail Individual Applicants

The Application must be for a minimum of 1200 Equity Shares and in multiples of 1200 Equity Shares thereafter, so as to ensure that the Application Amount payable by the Applicant does not exceed Rs. 2,00,000. In case of revision of the Application, the Retail Individual Applicants have to ensure that the Application Amount does not exceed Rs. 2,00,000.

b) For Other Applicants (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds Rs. 2,00,000 and in multiples of 1200 equity shares thereafter. An application cannot be submitted for more than the Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. **A QIB and a Non-Institutional Applicant cannot withdraw or lower the size of their Application at any stage and are required to pay the entire Application Amount upon submission of the Application.** 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.

The identity of QIBs applying in the Net Issue shall not be made public during the Issue Period. In case of revision in Application, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Prospectus.

The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Prospectus. Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Prospectus.

BASIS OF ALLOTMENT

Allotment will be made in consultation with the Emerge Platform of NSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth hereunder:

1) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription

ratio (number of Applicants in the category x number of Shares applied for).

2) The number of Shares to be allocated to the successful Applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).

3) For applications where the proportionate allotment works out to less than 1200 equity shares the allotment will be made as follows:

   i. Each successful Applicant shall be allotted 1200 equity shares; and
   ii. The successful Applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.

4) If the proportionate allotment to an Applicant works out to a number that is not a multiple of 1200 equity shares, the Applicant would be allotted Shares by rounding off to the nearest multiple of 1200 equity shares subject to a minimum allotment of 1200 equity shares.

5) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Applicants in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of 1200 Equity shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in this Draft Prospectus.

6) Since present issue is a fixed price issue, the allocation in the net offer to the public category in terms of Regulation 253(2) of the SEBI (ICDR) Regulations, 2018 shall be made as follows:

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

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

Explanation: If the retail individual investor category is entitled to more than fifty per cent on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.

'Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000/ -. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

PARTICIPATION BY ASSOCIATES/AFFILIATES OF LEAD MANAGER AND SYNDICATE MEMBERS

Except for the Underwriting and Market Making Obligations, the Lead Manager, Underwriters and Market Marker, if any shall not be allowed to subscribe to the Issue in any manner. However, associates and affiliates of the Lead Manager and Syndicate Members, if any, may subscribe to or purchase Equity Shares in the Offer, 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.

OPTION TO SUBSCRIBE IN THE ISSUE

(a) As per Section 29 (1) of the Companies Act, 2013, allotment of Equity Shares shall be dematerialized form only. Investors will not have the option of getting of specified securities in physical form.
(b) The Equity Shares, on Allotment, shall be traded on stock exchange in demat segment only.
(c) A single application from any investor shall not exceed the investment limit/ minimum number of specified securities that can be held by him/her/ it under the relevant regulations/ statutory guidelines and applicable laws.

INFORMATION FOR THE APPLICANTS

1) Our Company will file the Draft Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.

2) Our Company shall, after registering the Draft Prospectus with the RoC, make a pre-issue advertisement, in the form prescribed under the 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 shall be in the prescribed format as per ICDR Regulations.

3) Copies of the Application Form and the abridged Draft Prospectus will be available at the offices of the Lead Manager, the Designated Intermediaries, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the Stock Exchange.

4) Any applicant who would like to obtain the Draft Prospectus and/ or the Application Form can obtain the same from our Registered Office.

5) Applicants who are interested in subscribing for the Equity Shares should approach the Designated Intermediaries to register their applications.

6) Applications made in the Name of Minors and/or their nominees shall not be accepted.

7) The Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained or UPI ID linked account is maintained in case of retail individual investor, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account or alternatively, the Retail Individual Applicants 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.

8) Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained or UPI ID linked account is maintained in case of retail individual investor. Applications submitted directly to the SCSBs or other Designated Intermediaries (Other than SCSBs), the relevant SCSB shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form, before entering the ASBA application into the electronic system.

9) Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account or UPI linked account number is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding persons resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Applicants.

10) The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.

Applicants are advised to ensure that any single Application form does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Prospectus.

APPLICATION BY MUTUAL FUNDS

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to reject the Application without assigning any reason thereof.

Applications made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

APPLICATION BY 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 Residents (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), Hindu Undivided Families, partnership firms or their nominees. In case of HUF's 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 securities exceeding the number of securities 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 debits to NRE/FCNR accounts as well as NRO accounts.

APPLICATIONS BY ELIGIBLE NRIS/FII'S/RFPI`S ON REPATRIATION BASIS

Application Forms have been made available for Eligible NRIs at our registered Office.

Eligible NRI applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment. The Eligible NRIs who intend to make payment through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians.

Under the Foreign Exchange Management Act, 1999 (FEMA) general permission is granted to the companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRI's subject to the terms and conditions stipulated therein. The 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 NRI's 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.

APPLICATION BY FPIS (INCLUDING FIIS)

In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or sub-account may, subject to payment of conversion fees under the SEBI FPI Regulations participate in the Issue until the expiry of its registration with SEBI as an FII or sub-account, or if it has obtained a certificate of registration as an FPI, whichever is earlier. Accordingly, such FIIs can, subject to the payment of conversion fees under the SEBI FPI Regulations, participate in this Issue in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In terms of the SEBI FPI Regulations, the purchase of Equity Shares and total holding by a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio investor 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, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognised 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. Further, pursuant to a Circular dated November 24, 2014 issued by the SEBI, FPIs are permitted to issue offshore derivate instruments only to subscribers that (i) meet the eligibility criteria set forth in Regulation 4 of the SEBI FPI Regulations; and (ii) do not have opaque structures, as defined under the SEBI FPI Regulations. 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. Further, where an investor has investments as FPI and also holds positions as an overseas direct investment subscriber, investment restrictions under the SEBI FPI Regulations shall apply on the aggregate of FPI investments and overseas direct investment positions held in the underlying Indian company.

APPLICATION BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF), VENTURE CAPITAL FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. As per the current regulations, the following restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors:

Accordingly, the holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer.

The SEBI (Alternative Investment funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's.

The category I and II AIFs cannot invest more than 25% of the corpus in one investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A Venture capital fund registered as a category I AIF, as defined in the SEBI 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 reregistered as an AIF under the SEBI Regulations shall continue to be regulated by the VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends, and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, as amended ("LLP Act") a certified copy of certificate of registration issued under the LLP Act must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof. Limited Liability partnerships can participate in the Issue only through ASBA process.

APPLICATIONS BY INSURANCE COMPANIES

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company in consultation with the LM, reserve 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, 2000, as amended, are broadly set forth below:

(a) *equity shares of a company:* the least of 10% of the investee company's subscribed capital (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 funds in case of life insurer or 15% of investment assets in case of general insurer or re-insurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
(c) *The industry sector in which the investee company operates*: not more than 15% of the fund of a life insurer or a general insurer or a re-insurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in case of investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or a general insurer and the amount calculated under points (1), (2) and (3) above, as the case may be.

APPLICATIONS BY BANKING COMPANIES

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserve the right to reject any Application without assigning any reason. The investment limit for banking companies in non-financial services Companies as per the Banking Regulation Act, 1949, and the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves.

A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

APPLICATIONS BY SCSBS

SCSBs participating in the Offer 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 such applications.

APPLICATIONS BY SYSTEMATICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES

In case of Applications made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor, and (iii) such other approval as may be required by the Systemically Important Non- Banking Financial Companies, are required to be attached to the Application Form. Failing this, our Company in consultation with the LM, reserves the right to reject any Bid without assigning any reason thereof. Systematically Important NBFCs participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

APPLICATIONS UNDER POWER OF ATTORNEY

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs.25 Crores (subject to applicable law) and pension funds with a minimum corpus of Rs.25 Crores 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 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, therefore.

With respect to the 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, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolutions or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be submitted 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 therefore.

In the case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by the IRDA 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 therefore.

In the case of Applications made by to the power of attorney by FIIs, a certified copy of the power of attorney the relevant resolution or authority, as the case may be along with the certified copy of SEBI registration certificate must be lodged 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 the case of Applications made by provident funds, subject to applicable law, with minimum corpus of Rs. 2500 Lacs and pension funds with minimum corpus of Rs. 2500 Lacs, a certified copy of a 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.

APPLICATION BY PROVIDENT FUNDS/ PENSION FUNDS

In case of Applications made by provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with minimum corpus of Rs. 2,500 Lakhs, 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 above information is given for the benefit of the Applicants. Our 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 filing of the Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the maximum

number of Equity Shares applied for or maximum investment limits do not exceed the applicable limits under laws or regulations or as specified in the Draft Prospectus.

ISSUE PROCEDURE FOR APPLICATION SUPPORTED BY BLOCKED ACCOUNT (ASBA) APPLICANTS

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

METHOD AND PROCESS OF APPLICATIONS

1) Applicants are required to submit their applications during the Issue Period only through the Designated Intermediaries.

2) The Issue Period shall be for a minimum of three (3) Working Days and shall not exceed ten (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 ten (10) Working Days.

3) During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.

4) 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.

5) The Designated Intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively. The upload of the details in the electronic bidding system of stock exchange and post that blocking of funds will be done by as given below:

For the applications submitted by the investors to SCSB with using UPI for payment	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the Bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs without use of UPI for payment	After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of the Issue.

6) 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.

7) 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.

8) 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.

9) 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.

10) 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.

TERMS OF PAYMENT

The entire Issue price of Rs. 100.00 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 or Sponsor Bank to unblock the excess amount paid on Application to the Applicants.

SCSBs or Sponsor Bank 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 or Sponsor Bank.

The applicants should note that the arrangement with Banker to the Issue or the Registrar or Sponsor Bank is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

PAYMENT MECHANISM FOR APPLICANTS

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form sent by the Sponsor Bank. The SCSB or Sponsor Bank shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public offer may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹ 500,000, may use UPI. Pursuant to SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

PROCEDURE FOR UNIFIED PAYMENT INTERFACE (UPI)

In accordance to the SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, to stream line the process of public issue of Equity Shares and convertibles, Phase II shall become effective from July 01, 2019, thereafter for applications by Retail Individual Investors through intermediaries, where the existing process of investor submitting application form with any intermediaries along with bank account details and

movement of such application forms from intermediaries to self-certified Syndicate Banks (SCSBs) for blocking of funds, will be discontinued. For such applications only the UPI mechanism would be permissible mode.

Who can apply through UPI mode?

Only Retail Individual Investors are allowed to use UPI for the payment in public issues. Qualified Institutional Buyers and High-Net worth Investors shall continue to apply as per the existing process.

Process

Applications through UPI in IPOs (Public Issue) can be made only through the SCSBs/mobile applications whose name appears on the SEBI website: www.sebi.gov.in.

Blocking Of Funds:

a) Investors shall create UPI ID.
b) Investors shall submit their IPO applications through intermediaries and the investors shall enter UPI ID in the application form.
c) Thereafter, intermediary shall upload the bid details and UPI ID in the electronic bidding system of the Stock Exchange.
d) Stock Exchange shall validate the bid details on the real time basis with depository's records and shall bring the inconsistencies to the notice of intermediaries for rectification and re-submission.
e) Stock Exchange shall share the details including UPI ID with Sponsor Bank, to enable the Sponsor Bank to initiate the request for the blocking of funds.
f) Thereafter the investor shall receive notification and shall confirm the request by entering valid UPI PIN and upon such acceptance of request, funds would get blocked and intimation shall be given to the investor regarding blocking of funds.

Unblocking Of Funds:

a) After the offer close day, the RTA on the basis of bidding and blocking received from stock exchange undertake a reconciliation and shall prepare Basis of Allotment.
b) Upon approval of such basis, instructions would be sent to the Sponsor Bank to initiate process for credit of funds in the public offer escrow account and unblocking of excess funds
c) Based on authorization given by the investor using UPI PIN at the time of blocking of funds, equivalent to the allotment, would be debited from investors account and excess funds, if any, would be unblocked.

Further, RIIs would continue to have an option to modify or withdraw the bid till the closure of the offer period. For each such modification of application, RIIs shall submit a revised application and shall receive a mandate request from the Sponsor Bank to be validated as per the process indicated above. Hence, applications made through UPI ID for payment the same shall be revised by using UPI ID only.

Rejection Grounds Under UPI Payment Mechanism

An investor making application using any of channels under UPI Payments Mechanism, shall use only his/ her own bank account or only his/ her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account.

List of Banks Providing UPI Facility

a. An investor shall ensure that when applying in the IPO using UPI facility, the name of his Bank shall appear in the list of SCSBs as displayed on the SEBI website.
b. A list of SCSBs and mobile application which are live for applying in public issues using UPI mechanism is provided on the SEBI Website at the following path:
c. Home >> Intermediaries/Market Infrastructure Institutions >>Recognised Intermediaries >>Self Certified Syndicate Banks eligible as Issuer Banks for UPI

d. Investors whose Bank is not live on UPI as on the date of the aforesaid circular, may use the other alternate channels available t them viz. submission of application form with SCSBs or using the facility of linked online trading, demat and bank account (Channel I or II at para 5.1 SEBI circular bearing no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018.
e. SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹ 500,000, may use UPI.

Electronic Registration of Applications

1) The Designated Intermediary will register the applications using the on-line facilities of the Stock Exchange.

2) The Designated Intermediary will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of the next Working day from the Offer Closing Date.

3) The Designated Intermediary shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by them, (ii) the applications uploaded by them, (iii) the applications accepted but not uploaded by them or (iv) In case the applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.

4) Neither the Lead manager nor the Company, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by any Application Collecting Intermediaries, (ii) the applications uploaded by any Designated Intermediaries or (iii) the applications accepted but not uploaded by the Designated Intermediaries.

5) The Stock Exchange will Offer an electronic facility for registering applications for the Offer. This facility will be available at the terminals of the Designated Intermediaries and their authorised agents during the Offer Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Lead Manager on a regular basis.

6) With respect to applications by Applicants, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Application Forms to Designated Branches of the SCSBs for blocking of funds:

Sr. No.	Details *
1)	Symbol
2)	Intermediary Code
3)	Location Code
4)	Application No.
5)	Category
6)	PAN
7)	DP ID
8)	Client ID
9)	Quantity
10)	Amount

*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields

7) With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into the on-line system:

- Name of the Applicant;
- IPO Name;
- Application Form Number;
- Investor Category;
- PAN Number (of First Applicant, if more than one Applicant);
- DP ID & Client ID
- Numbers of Equity Shares Applied for;
- Amount;
- Location of the Banker to the Offer or Designated Branch, as applicable and bank code of the SCSB branch where the ASBA Account is maintained;
- Bank Account Number and
- Such other information as may be required.

8) In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mentioned the bank account number, except the Electronic Application Form number which shall be system generated.

9) The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof or having accepted the application form, in physical or electronic mode, respectively. The registration of the Application by the Application Collecting Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.

10) Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.

11) The Designated Intermediaries shall have no right to reject the applications, except on technical grounds except as mentioned in the Draft Prospectus.

12) The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way deemed or construed to mean the compliance with various statutory and other requirements by our Company and / or the Lead manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness or any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Prospectus; not does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchange.

13) The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Offer Closing Date to verify the PAN No., DP ID and Client ID uploaded in the online IPO system during the Offer Period, after which the Registrar to the Offer will receive this data from the Stock Exchange and will validate the electronic application details with the Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.

14) The SCSBs shall be given one day after the Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.

15) The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for ASBA Applicants.

Allocation of Equity Shares

1) The Offer is being made through the Fixed Price Process wherein 2,52,000 Equity Shares shall be reserved for the Market Maker and 23,91,000 Equity Shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from the Retail Individual Applicants at the Offer Price. The balance of the Net Offer of 23,91,000 Equity Shares will be available for allocation on a proportionate basis to 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 manager and the Stock Exchange.

3) Allocation to Non-Residents, including Eligible NRIs, 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 SEBI 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.

OTHER INSTRUCTIONS

Joint Applications in the case of Individuals

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

Multiple Applications

An Applicant should submit only one Application (and not more than one) for the total number of Equity Shares required. Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

i) All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications.

ii) Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.

iii) Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

iv) For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

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.

In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post Allotment and released on confirmation of "know your client" norms by the depositories. The Company reserves the right to reject, in our absolute discretion, all or any multiple Applications in any or all categories.

No separate applications for demat and physical is to be made. If such applications are made, the applications for physical shares will be treated as multiple applications and rejected accordingly.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB and Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple Applications and are liable to be rejected. The Company, in consultation with the LM reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

Permanent Account Number or PAN

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number **("PAN")** to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. **Applications without this information will be considered incomplete and are liable to be rejected.** It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

Please note that, Central or State Government and the officials appointed by the courts and investors residing in the State of Sikkim are exempted from specifying their PAN subject to the Depository Participants' verifying the veracity of such claims of the investors in accordance with the conditions and procedures under this section on Issue Procedure.

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. Allottee`s 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

Subject to Section 30 of the Companies Act, 2013 the Company shall, after registering the Draft Prospectus with the ROC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation.

Signing Of Underwriting Agreement

The issue is 100% Underwritten. Our Company has entered into an Underwriting Agreement with the Lead Manager on February 02, 2023.

Filing Of the Draft Prospectus With The RoC

The Company will file a copy of the Draft Prospectus with the RoC in terms of Section 26 of the Companies Act, 2013.

Issuance of Allotment Advice

1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue. The Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding, and irrevocable contract for the Allotment to such Applicant.
3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

Designated Date

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any

GENERAL INSTRUCTIONS

Do's:

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about the Depository Participant and the beneficiary account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Applicant shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application.
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the Demographic Details are updated, true and correct in all respects;
- 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.
- 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 under the ASBA process the SCSBs where the Applicant has a bank account or a UPI ID linked Bank Account, the Registered Broker (at the Broker Centre's),the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
- Instruct your respective Banks to release the funds blocked in the ASBA Account/UPI ID linked Bank Account
- under the ASBA process;
- Ensure that the Application Form is signed by the account holder in case the applicant is not the account holder. 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;
- Ensure that the Application Forms are delivered by the applicants within the time prescribed as per the Application Form and the Draft Prospectus;
- Ensure that you have requested for and receive a TRS;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your application options;
- Ensure that you have correctly signed the authorization/ undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account/ UPI ID linked Bank Account, as the case may be, equivalent to the Application Amount mentioned in the Application Form;

- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Dont's:

- Do not apply for lower than the minimum Application size;
- Do not apply for a price different from the price mentioned herein or in the Application Form;
- Do not use third party bank account or third-party UPI ID linked Bank Account for making the Application;
- Do not apply on another Application Form after you have submitted an application to the Designated Intermediary;
- Do not pay the Application Price in cash, cheque, by money order or by postal order or by stock invest;
- Do not send Application Forms by post, instead submit the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company
- Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
- Do not apply for an Application Amount exceeding Rs.2,00,000 (for applications by Retail Individual Applicants);
- 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;
- Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground;
- 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;

Further, in case of any pre-issue or post issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer.

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.

In addition to the grounds for rejection of Application on technical grounds as provided in the "General Information Document" Applicants are requested to note that Applications may be rejected on the following additional technical grounds.

GROUNDS FOR REJECTIONS

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:
- Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- December not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 1200;
- Category not ticked;
- Multiple Applications as defined in the Draft Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;

- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Draft Prospectus and as per the instructions in the Draft Prospectus and the Application Forms;
- 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;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulations or qualified institutional buyers as defined in Rule 144A under the Securities Act;
- Applications not duly signed;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- 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;
- Applications or revisions thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 3.00 pm on the Issue Closing Date;
- Applications not containing the details of Bank Account and/or Depositories Account.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Stock Exchange, along with the Lead Managers and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares offered through the Offer through the offer document except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. The allotment of Equity Shares to applicants other than to the Retail Individual Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size.

The allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

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. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Application Forms should bear the stamp of the Designated Intermediaries. ASBA Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Application forms in public issues using the stock broker (broker) network of Stock Exchange, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the website of NSE i.e., www.nseindia.com. With a view to broad base the reach of Investors by substantial), enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Issue with effect front January 01, 2016. The List of RTA and DPs centres for collecting the application shall be disclosed is available on the website of NSE i.e., www.nseindia.com.

For details of instruction in relation to the Application Form, Applicants may refer to the relevant section of GID.

APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS

Please note that, providing bank account details, PAN No's, UPI ID (if applicable), Client ID and DP ID in the space provided in the Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain front the Depository the demographic details including address, Applicant's bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue. By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Offer, the required Demographic Details as available on its records.

Submission of Application Form

All Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

Communications

All future communications in connection with 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 Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

Disposal Of 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 Emerge Platform of NSE where the Equity Shares are proposed to be listed are taken within 6 (six) working days of closure of the issue.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

- Allotment shall be made within three (3) days of the Issue Closing Date;
- Giving of Instructions for refund by unblocking of amount via ASBA not later than 4(four) working days of the Issue Closing Date, would be ensured; and
- If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law.

Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

Impersonation

Attention of the applicants is also specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

"Any person who:

a. ***makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or***
b. ***makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or***
c. ***otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447 of the Companies Act, 2013 and shall be treated as Fraud."***

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 6 Working Days of the Issue Closing Date. The Registrar to the Issue may give instruction for credit to Equity Shares the beneficiary account with DPs, and dispatch the allotment Advise within 6 Working Days of the Issue Closing Date.

Mode of Refund

a) In case of ASBA Applicants: Within 6 (six) Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application, for any excess amount blocked on Application, for any ASBA application withdrawn, rejected or unsuccessful or in the event of withdrawal or failure of the Offer.
b) In the case of Applications from Eligible NRIs 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 on account of conversion of foreign currency.
c) In case of Other Investors: Within six Working Days of the Issue Closing Date, the Registrar to the Issue may dispatch the refund orders for all amounts payable to unsuccessful Investors. In case of Investors, the Registrar to the Offer may obtain from the depositories, the Bidders' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Investors in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Investors' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Banks, may be liable to compensate the Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay.

Mode of Making Refund for ASBA Applicants

In case of ASBA Application, the registrar of the issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA applications or in the event of withdrawal or failure of the Issue.

Mode of making refunds for Applicants other than ASBA Applicants

The payment of refund, if any, may be done through various modes as mentioned below:

(i) NECS - Payment of refund may be done through NECS for Applicants having an account at any of the centers specified by the RBI. This mode of payment of refunds may be subject to availability of complete bank account details including the nine-digit MICR code of the Bidder as obtained from the Depository;
(ii) NEFT - Payment of refund may be undertaken through NEFT wherever the branch of the Bidders' 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 Applicants 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 Bidders 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;

(iii) Direct Credit – Applicants having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;

(iv) RTGS – Applicants having a bank account at any of the centres notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS. The IFSC code shall be obtained from the demographic details. Investors should note that on the basis of PAN of the bidder, DP ID and beneficiary account number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Bidders account details, IFSC code, MICR code and occupation (hereinafter referred to as "Demographic Details"). The bank account details for would be used giving refunds. Hence, Applicants are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at their sole risk and neither the Lead Manager or the Registrar to the Issue or the Escrow Collection Bank nor the Company shall have any responsibility and undertake any liability for the same;

(v) Please note that refunds, on account of our Company not receiving the minimum subscription, 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. Bidders may refer to Draft Prospectus.

INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND:

The Issuer shall make the Allotment within the period prescribed by SEBI. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Issue Closing Date, the applicant shall be compensated in accordance with applicable law, i.e. the applicant shall be compensated at a uniform rate of Rs. 100.00 per day for the entire duration of delay exceeding Four (4) working days from the Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

UNDERTAKINGS BY OUR COMPANY

The Company undertakes the following:

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 working days from Issue Closing date;

3) That our Promoter 's contribution in full has already been brought in;

4) That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;

5) Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within six Working Days from the Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

6) That no further issue of equity shares shall be made till the Equity Shares offered through this Draft Prospectus are listed or until the Application monies are refunded on account of non-listing, under subscription etc.;

7) That the instruction for electronic credit of Equity Shares/ refund orders/intimation about the refund to non - resident Indians shall be completed within specified time;

8) That Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received;

9) That if our 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;

10) If our Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh Draft Prospectus with the Stock exchange/RoC/SEBI, in the event our Company subsequently decides to proceed with the Offer; and

11) Those adequate arrangements shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment.

12) That none of the promoters or directors of the company is wilful defaulter or a fraudulent borrower under Section 5(c) of SEBI (ICDR) Regulations, 2018.

UTILIZATION OF ISSUE PROCEEDS

Our 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 Section 40 of the Companies Act, 2013;

2. Details of all monies utilized out of the issue referred to in point 1 above shall be disclosed and continued to be disclosed till the time any part of the issue proceeds remains unutilized under an appropriate separate head in the balance-sheet of the issuer indicating the purpose for which such monies had been utilized;

3. Details of all unutilized monies out of the Issue referred to in 1, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested; and

4. Our Company shall comply with the requirements of SEBI(LODR) Regulations,2015 as amended from time to time in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue; and

5. Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

6. The Lead manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactory.

EQUITY SHARES IN DEMATERIALISED 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 to the Issue:

1. Agreement dated January 19, 2023 between CDSL, the Company and the Registrar to the Issue;

2. Agreement dated December 5, 2022 between NSDL, the Company and the Registrar to the Issue;

3. The Company's shares bear an ISIN: INE0O0001013

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as Department of Industrial Policy and Promotion) ("DPIIT"), issued the FDI Policy, which is effect from October 15, 2020, which subsumes and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular. FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.
Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the FEMA Non- Debt Instruments Rules, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India, as prescribed in the FDI Policy and the FEMA Non- Debt Instruments Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India.

Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made similar amendment to the FEMA Rules. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Issue Period.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations 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 – XIII

MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

The following regulations comprised in these Articles of Association were adopted pursuant to members' resolution passed at the **extra general meeting of the Company held on 31st October, 2022** in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.

Table F not to apply

1. The regulations contained in Table F, in the first Schedule, to the Companies Act,2013 shall not apply to this Company, but the regulations for the management of the Company and for the observance of the members thereof and their representatives shall, subject to any exercise of the statutory powers of the Company in reference to the repeal or alternation of, or addition to, its regulations by Special Resolution, as prescribed by the said Companies Act,2013 be such as are contained in these Articles.

Interpretation

2. In the interpretation of these Articles, the following words and expressions shall have the following meanings assigned there under, unless repugnant to the subject matter or content thereof.

DEFINITIONS AND INTERPRETATION

3. Definitions In the interpretation of these Articles the following words and expressions shall have the following meanings unless repugnant to the subject or context.

a. "**Act**" means the Companies Act, 2013 along with the relevant Rules made there under, in force and any statutory amendment thereto or replacement thereof and including any circulars, notifications and clarifications issued by the relevant authority under the Companies Act, 2013, and applicable and subsisting provisions of the Companies Act, 1956, if any, along with the relevant Rules made there under. Reference to Act shall also include the Secretarial Standards issued by the Institute of Company Secretaries of India constituted under the Company Secretaries Act, 1980.

b. "**Annual General Meeting**" shall mean a General Meeting of the holders of Equity Shares held annually in accordance with the applicable provisions of the Act.

c. "**Articles**" shall mean these articles of association as adopted or as from time to time altered in accordance with the provisions of these Articles and Act.

d. "**Auditors**" shall mean and include those Persons appointed as such for the time being by the Company.

e. "**Board**" or "**Board of Directors**" shall mean the collective board of Directors of the Company, as duly called and constituted from time to time, in accordance with Law and the provisions of these Articles.

f. "**Board Meeting**" shall mean any meeting of the Board, as convened from time to time and any adjournment thereof, in accordance with Law and the provisions of these Articles.

g. "**Business Day**" shall mean a day on which scheduled commercial banks are open for normal banking business;

h. "**Capital**" or "**Share Capital**" shall mean the authorized Share Capital of the Company.

i. "**Chairman**" shall mean such Person as is nominated or appointed in accordance with Article herein below.

j. "**Companies Act, 1956**" shall mean the Companies Act, 1956 (Act I of 1956), to the extent that such provisions have not been repealed or superseded by the Companies Act, 2013 or de-notified.

k. "**Company"** or **"this Company**" shall mean Cell Point (India) Limited.

l. "**Committees**" shall have the meaning ascribed to such term in Article herein below

m. "**Depositories Act**" shall mean The Depositories Act, 1996 and shall include any statutory modification or re-enactment thereof.

n. "**Director**" shall mean any Director of the Company, including alternate Directors, independent Directors and nominee Directors appointed in accordance with the Law and the provisions of these Articles.

o. "**Dividend**" shall include interim Dividends.

p. "**Encumbrance**" shall mean any encumbrance including without limitation any mortgage, pledge, charge, lien, deposit or assignment by way of security, bill of sale, option or right of pre-emption, entitlement to beneficial ownership and any interest or right held, or claim that could be raised, by a third party or any other encumbrance or security interest of any kind;

q. "**Equity Shares**" shall mean fully paid-up equity Shares of the Company having a par value of INR 10 (Rupees ten) per equity Share of the Company, or any other issued Share Capital of the Company that is reclassified, reorganized, reconstituted or converted into equity Shares of the Company.

r. "**Equity Share Capital**" shall mean the total issued and paid-up equity Share Capital of the Company, calculated on a fully diluted basis.

s. "**Executor" or "Administrator**" shall mean a Person who has obtained probate or letters of administration, as the case may be, from a court of competent jurisdiction and shall include the holder of a succession certificate authorizing the holder thereof to negotiate or transfer the Shares or other Securities of the deceased Shareholder and shall also include the holder of a certificate granted by the Administrator-General appointed under the Administrator Generals Act, 1963.

t. "**Extraordinary General Meeting**" shall mean an extraordinary general meeting of the holders of Equity Shares duly called and constituted in accordance with the provisions of the Act.

u. "**Financial Year**" shall mean any fiscal year of the Company, beginning on April 1 of each calendar year and ending on March 31 of the following calendar year.

v. "**Law/Laws**" shall mean all applicable provisions of all

(i) constitutions, treaties, statutes, Laws (including the common Law), codes, rules, regulations, circulars, ordinances or orders of any governmental authority and SEBI,
(ii) governmental approvals,
(iii) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any governmental authority,
(iv) rules or guidelines for compliance, of any stock exchanges,
(v) international treaties, conventions and protocols, and
(vi) Indian GAAP or Ind-AS or any other generally accepted accounting principles.

w. "**Memorandum**" shall mean the Memorandum of association of the Company, as amended from time to time.

x. "**Office**" shall mean the registered Office for the time being of the Company.

y. "**Paid-up**" shall include the amount credited as paid up.

z. "**Person**" shall mean any natural Person, sole proprietorship, partnership, Company, body corporate, governmental authority, joint venture, trust, association or other entity (whether registered or not and whether or not having separate legal Personality).

aa. "**Register of Members**" shall mean the register of Shareholders to be kept pursuant to Section 88 of the Act.

bb. "**Registrar**" shall mean the Registrar of Companies, from time to time having jurisdiction over the Company.

cc. "**Rules**" shall mean the rules made under the Act and as notified from time to time.

dd. "**Seal**" shall mean the common seal(s) for the time being of the Company, if any.

ee. **"SEBI"** shall mean the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992.

ff. "**SEBI Listing Regulations**" shall mean the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any statutory amendment thereto and any listing agreement entered into by the Company with the Stock Exchanges.

gg. "**Securities"** or **"securities**" shall mean any Share (including Equity Shares), scrips, stocks, bonds, debentures, warrants or options whether or not, directly or indirectly convertible into, or exercisable or exchangeable into or for Equity Shares, and any other marketable securities.

hh. "**Shares"** or **"Shares**" shall mean any Share issued in the Share Capital of the Company, including Equity Shares and preference Shares.

ii. "**Shareholder"** or **"Shareholder"** or **"member**" shall mean any Shareholder of the Company, from time to time.

jj. "**Shareholders' Meeting**" shall mean any meeting of the Shareholders of the Company, including Annual General Meetings as well as Extraordinary General Meetings, convened from time to time in accordance with the Act, applicable Laws and the provisions of these Articles.

kk. "**Stock Exchanges**" shall mean Bombay Stock Exchange Limited, the National Stock Exchange of India Limited and any other stock exchange in India where the Securities are listed.

Interpretation

4. In these Articles (unless the context requires otherwise):

a. References to a Person shall, where the context permits, include such Person's respective successors, legal heirs and permitted assigns.

b. The descriptive headings of Articles are inserted solely for convenience of reference and are not intended as complete or accurate descriptions of content thereof and shall not be used to interpret the provisions of these Articles and shall not affect the construction of these Articles.

c. References to articles and sub-articles are references to Articles and sub-articles of and to these Articles unless otherwise stated and references to these Articles include references to the articles and sub-articles herein.

d. Words importing the singular include the plural and vice versa, pronouns importing a gender include each of the masculine, feminine and neuter genders, and where a word or phrase is defined, other parts of speech and grammatical forms of that word or phrase shall have the corresponding meanings.

e. Wherever the words "**include," "includes,"** or **"including**" is used in these Articles, such words shall be deemed to be followed by the words "without limitation".

f. The terms "**hereof", "herein", "hereto", "hereunder**" or similar expressions used in these Articles mean and refer to these Articles and not to any particular Article of these Articles, unless expressly stated otherwise.

g. Reference to statutory provisions shall be construed as meaning and including references also to any amendment or reenactment for the time being in force and to all statutory instruments or orders made pursuant to such statutory provisions.

h. In the event any of the provisions of the Articles are contrary to the provisions of the Act and the Rules, the provisions of the Act and Rules will prevail.

Expression in the Act to bear same meaning in the Articles

5. Save as aforesaid, any words or expressions defined in the Act or the Depositories Act or the SEBI Listing Regulations, shall, as the case may be, if not inconsistent with the subject or context, bear the same meaning in these Articles

COPIES OF MEMORANDUM AND ARTICLES TO BE FURNISHED BY THE COMPANY

6. Pursuant to Section 17 of the Act, Company shall, on being so required by a member, send to him within 7 (seven) days of the requirement and subject to the payment of a fee of Rs. 100/- or such other fee as may be specified in the Rules, a copy of each of the following documents, as in force for the time being:

    a) The Memorandum;

    b) The Articles, if any;

    c) Every other agreement and every resolution referred to in Section 117(1), of the Act, if and in so far as they have not been embodied in the Memorandum or Articles.

CAPITAL AND SHARES

7. The Authorized Share Capital of the Company is as per clause V of the Memorandum of Association of the Company with all rights to the Company to alter the same in any way it thinks fit.

8. The Board may, from time to time, with the sanction of the Company in a general meeting, increase the Share Capital by such sum to be divided into Shares of such amounts as the resolution shall prescribe.

9. The Shares Capital shall be distinguished by its appropriate number provided that nothing in this clause shall apply to the Shares held with a depository

KINDS OF SHARECAPITAL

10. The Company may issue the following kinds of Shares in accordance with these Articles, the Act and other applicable Law

    (a) Equity Share Capital
        (i) With voting rights, and / or
        (ii) With differential rights as to Dividend voting or otherwise in accordance with the Act; and
    (b) Preference Share Capital

NEW CAPITAL PART OF THE EXISTING CAPITAL

11. Except so far as otherwise provided by the conditions of issue or by these Articles any Capital raised by the creation of new Shares shall be considered as part of the existing Capital and shall be subject to the provisions herein contained with reference to the payment of calls and installment forfeiture lien, surrender, transfer and transmission, voting and otherwise.

CONSIDERATION FOR ALLOTMENT

12. The Board of Directors may issue and allot Shares of the Company as payment in full or in part for any property purchased by the Company or in respect of goods sold or transferred or machinery or appliances supplied or for services rendered to the Company in the acquisition and /or in the conduct of its business and any Shares which may be so allotted may be issued as fully paid-up Shares and if so, issued shall be deemed as fully paid-up Shares

SHARES AT THE DISPOSAL OF THE DIRECTORS

13. Subject to the provisions of Section 62 of the Act and these Articles, the Shares Capital of Company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such Persons, in proportion and on such terms and conditions and either at a premium or at par or(subject to the compliance with the provision of section 53 of the Act) at a discount and at such time as they may from time to time think fit and with the sanction of the Company in the General Meeting to give to any Person or Persons the option or right to call for any Shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot Shares in the Capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any Shares which may so be allotted may be issued as fully paid up Share and if so issued, shall be deemed to be fully paid Shares. Provided that option or right to call of Shares shall not be given to any Person or Persons without the sanction of the Company in General Meeting.

FURTHER ISSUE OF SHARES

14. Where at any time the Company proposes to increase its subscribed Capital by the issue of further Shares, such Shares shall be offered -

    a. to Persons who at the date of the offer are holders of Equity Shares of the Company in proportion, as nearly as circumstances admit to the paid-up Share Capital on those Shares by sending a letter of offer subject to the following conditions, namely:-

        i. the offer shall be made by notice specifying the number of Shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;

        ii. unless the articles of the Company otherwise provide, the offer aforesaid shall be deemed to include a right exercisable by the Person concerned to renounce the Shares offered to him or any of them in favour of any other Person; and the notice referred to in clause (i) shall contain a statement of this right;

        iii. after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the Person to whom such notice is given that he declines to accept the Shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the Shareholders and the Company;

    (b) to employees under a scheme of employees' stock option, subject to special resolution passed by Company and subject to such conditions as may be determined by central government; or

    (c) to any Persons, if it is authorized by a special resolution, whether or not those Persons include the Persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such Shares is determined by the valuation report of a registered valuer subject to such conditions as may be determined by central government.

15. The notice referred to in sub-clause (i) of clause (1) (a) shall be dispatched through registered post or speed post or through electronic mode to all the existing Shareholders at least three days before the opening of the issue.

16. Nothing in this section shall apply to the increase of the subscribed Capital of a Company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the Company to convert such debentures or loans into Shares in the Company.

17. The terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the Company in general meeting.

POWER TO OFFER SHARES/OPTIONS TO ACQUIRE SHARES

18.

    a. Without prejudice to the generality of the powers of the Board under any other Article of these Articles of Association, the Board or any Committee thereof duly constituted may, subject to the applicable provisions of the Act, Rules notified there under and any other applicable Laws, rules and regulations, at any point of time, offer existing or further Shares (consequent to increase of Share Capital) of the Company, or options to acquire such Shares (consequent to increase of Share Capital) of the Company, or options to acquire such Shares at any point of time, whether such options are granted by way of warrants or in any other manner (subject to such consents and permissions as may be required) to its employees, including Directors (whether whole-time or not), whether at par, at discount, in case of Shares issued as Sweat Equity Shares as per section 54 of the Act or at a premium, for cash or for consideration other than cash, or any combination thereof as may be permitted by Law for the time being in force.

    b. In addition to the powers of the Board under Article 14(a) (i), the Board may also allot the Shares referred to in Article 14(a) (i) to any trust, whose principal objects would inter alia include further transferring such Shares to the Company's employees including by way of options, as referred to in Article Article 14(a) (i) in accordance with the directions of the Board

or any Committee thereof duly constituted for this purpose. The Board may make such provision of moneys for the purposes of such trust, as it deems fit.

c. The Board, or any Committee thereof duly authorized for this purpose, may do all such acts, deeds, things, etc. as may be necessary or expedient for the purposes of achieving the objectives set out in Articles Article 14(a) (i) and (ii) above.

REDEEMABLE PREFERENCE SHARES

19. Subject to the provisions of Section 55 of the Act, the Company shall have the power to issue preference Shares which are or at the option of the Company, are liable to be redeemed and the resolution authorizing such issues shall prescribe the manners, terms and conditions of redemption.

PROVISIONS APPLICABLE IN CASE OF REDEEMABLE SHARES

20. On the issue of redeemable preference Shares under the provisions of Article 10 hereof, the following provisions shall take effect.

21. No such Shares shall be redeemed except out of the profits of the Company which would otherwise be available for Dividend or out of the proceeds of a fresh issue of Shares made for the purposes of such redemption;

22. No such Shares shall be redeemed unless they are fully paid;

23. where such Shares are proposed to be redeemed out of the profits of the Company, there shall, out of such profits, be transferred, a sum equal to the nominal amount of the Shares to be redeemed, to a reserve, to be called the Capital Redemption Reserve Account and the provisions of this Act relating to reduction of Share Capital of a Company shall apply as if the Capital Redemption Reserve Account were paid-up Share Capital of the Company.

NEW CAPITAL SAME AS ORIGINAL CAPITAL

24. Except so far as otherwise provided by the conditions of issue or by these Articles any Capital raised by the creation of new Shares shall be considered part of the initial Capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments; transfer and transmission, forfeiture, lien, surrender, voting and otherwise.

RESTRICTIONS ON PURCHASE BY COMPANY OR GIVING OF LOANS BY IT FOR PURCHASE OFITS SHARES

25.

a. The Company shall not have power to buy its own Shares unless the consequent reduction of Share Capital is effected in accordance with provisions of the Companies Act, 2013 or other applicable provisions (if any) of the Act as applicable at the time of application.

b. This Article is not to delegate any power which the Company would have if it were omitted.

26. The Company shall not give, whether directly or indirectly and whether by means of a loan, guarantee the provision of security or otherwise, any financial assistance for the purpose of, or in connection with, a purchase or subscription made or to be made, by any Person of or for any Shares in the Company or in its holding Company.

27. Nothing in sub-clause (*2*) shall apply to –

a. the Company in accordance with any scheme approved by Company through special resolution and in accordance with such requirements as may be determined by central government, for the purchase of, or subscription for, fully paid up Shares in the Company or its holding Company, if the purchase of, or the subscription or, the Shares held by trustees for the benefit of the employees or such Shares held by the employee of the Company;

b. the giving of loans by a Company to Persons in the employment of the Company other than its Directors or key managerial Personnel, for an amount not exceeding their salary or wages for a period of six months with a view to enabling them to purchase or subscribe for fully paid-up

Shares in the Company or its holding Company to be held by them by way of beneficial ownership:

c. Provided that disclosures in respect of voting rights not exercised directly by the employees in respect of Shares to which the scheme relates shall be made in the Board's report in such manner as may be determined by central government.

REDUCTION OF CAPITAL

28. The Company may, subject to the provisions of the Companies Act, 2013 or other applicable provisions (if any) of the Act, as applicable at the time of application from time to time by special resolution, reduce its Capital and any Capital redemption reserve account or any Share premium account in any manner for the time being authorized by Law and in particular, Capital may be paid off on the footing that it may be called up again or otherwise.

CONSOLIDATION AND DIVISION OF CAPITAL

29. The Company may in general meeting alter the conditions of its Memorandum of Association as follows:

    a. Consolidate and divide all or any of its Share Capital into Shares of a larger amount than its existing Shares but no consolidation and division which results in changes in the voting percentage of Shareholders shall take effect unless it is approved by the Tribunal on an application made in the prescribed manner;

    b. Sub-divide its Shares, or any of them, into Shares of smaller amount than is fixed by the Memorandum, so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced Share shall be the same as it was in the case of the Share from which the reduced Share is derived;

    c. Cancel Shares which at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any Person, and diminish the amount of its Share Capital by the amount of the Shares so cancelled. The cancellation of Shares in pursuance of this sub-clause, shall not be deemed to be reduction of Share Capital within the meaning of the Act.

SALE OF FRACTIONAL SHARES

30. If and whenever as a result of issue of new Shares of any consolidation or sub-division of Shares any Share become held by members in fractions, the Board shall, subject to the provisions of he Act and the Articles and to the directions of the Company in General Meeting, if any, sell those Shares which members hold in fractions for the best price reasonably obtainable and shall pay and distribute to and amongst the members entitled to such Shares in due proportions the net proceeds of the sale thereof. For the purpose of giving effect to any such sale, the Board may authorise any Person to transfer the Shares and the purchaser shall not be bound to see to the application of the purchase money nor shall his title to the Shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.

MODIFICATION OF RIGHTS

31. Whenever the Capital, by reason of the issue of Preference Shares or otherwise, is divided into classes of Shares all or any of the rights and privileges attached to each class may subject to the provisions of the Companies Act, 2013 be modified, commuted, affected or abrogated, or dealt with by Agreement between the Company and any Person purporting to contract on behalf of that class, provided such agreement is ratified in writing by holders of atleast three-fourths in nominal value of the issued Shares of the class or is confirmed by a Special Resolution passed at a separate general meeting of the holders of Shares of the class

ISSUE OF FURTHER SHARES ON PARI PASSU BASIS

32. The rights conferred upon the holders of Shares of any class issued with preferred or other rights, not unless otherwise expressly provided by the terms of the issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking *pari passu* therewith.

NO ISSUE WITH DISPROPORTIONATE RIGHTS

33. The Company shall not issue any Shares (not being preference Shares) which carry voting right or rights in the Company as to Dividend, Capital or otherwise which are disproportionate to the rights attached to

the holders of other Shares (not being preference Shares).

POWER OF COMPANY TO DEMATERIALIZE AND REMATERIALIZE

34. **"**Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing Shares, debentures and other Securities and rematerialize its such Shares, debentures and other Securities held by it with the Depository and/ or offer its fresh Shares and debentures and other Securities in a dematerialized form pursuant to the Depositories Act, 1996 and the Rules framed there under if any"

DEMATERIALIZATION OF SECURITIES

35. Either on the Company or on the investor exercising an option to hold his Securities with a depository in a dematerialized form, the Company shall enter into an agreement with the depository to enable the investor to dematerialize the Securities, in which event the rights and obligations of the parties concerned shall be governed by the Depositories Act.

INTIMATION TO DEPOSITORY

36. **"**Notwithstanding anything contained in this Article, where Securities are dealt with in a Depository, the Company shall intimate the details of allotment of Securities to Depository immediately on allotment of such Securities"

OPTION FOR INVESTORS

37. "Every Person subscribing to or holding Securities of the Company shall have the option to receive security certificates or to hold the Securities with a Depository. A beneficial owner of any security can at any time opt out of a Depository, if permitted by Law, in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of Securities."

THE COMPANY TO RECOGNIZE UNDER DEPOSITORIES ACT, INTEREST IN THE SECURITIESOTHER THAN THAT OF REGISTERED HOLDER

38. "The Company or the investor may exercise an option to issue, deal in, hold the Securities (including Shares) with Depository in electronic form and the certificates in respect thereof shall be, dematerialized in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act, 1996."

SECURITIES IN DEPOSITORIES AND BENEFICIAL OWNERS

39. "All Securities held by a Depository shall be dematerialized and be in fungible form. Nothing contained in Sections 89 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the beneficial owners."

RIGHTS OF DEPOSITORIES AND BENEFICIAL OWNERS

40.

a. Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of security on behalf of the beneficial owner.

b. Save as otherwise provided in (a) above, the depository as the registered owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.

c. Every Person holding Securities of the Company and whose name if entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of Securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of the Securities which are held by a depository.

DEPOSITORY TO FURNISH INFORMATION

41. Every Depository shall furnish to the Company information about the transfer of Securities in the name of the Beneficial Owner at such intervals and in such manner as may e specified by the bye-Laws and the Company in that behalf.

SHARES AND CERTIFICATES
REGISTER AND INDEX OF MEMBERS

42. The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of Members in accordance with Sections 88 and other applicable provisions of the Act and the Depositories Act, 1996 with details of Shares held in physical and dematerialized forms in any media as may be permitted by Law including in any form of electronic media.

43. The Register and Index of beneficial owners maintained by a Depository under Section 11 of the Depositories Act, 1996 shall also be deemed to be the Register and Index of Members for the purpose of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members for the residents in that state or country.

SHARES TO BE NUMBERED PROGRESSIVELY

44. The Shares in the Capital shall be numbered progressively according to their several denominations and except in the manner herein before mentioned, no Share shall be sub-divided.

DIRECTORS MAY ALLOT SHARES FULLY PAID-UP

45. Subject to the provisions of the Act and of these Articles, the Board may allot and issue Shares in the Capital of the Company as payment or part payment for any property sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any Shares which may be so allotted may be issued as fully paid-up Shares and if so issued shall be deemed to be fully paid up Shares.

APPLICATION OF PREMIUM RECEIVED ON SHARES

46.

a. Where a Company issues Shares at a premium, whether for cash or otherwise, a sum equal to aggregate amount of the premium received on those Shares shall be transferred to a "Securities premium account" and the provisions of this Act relating to reduction of Share Capital of a Company shall, except as provided in this article, apply as if the Securities premium account were the paid-up Share Capital of the Company.

47. Notwithstanding anything contained in clause (1), the Securities premium account may be applied by the Company –

(a) towards the issue of unissued Shares of the Company to the members of the Company as fully paid bonus Shares;
(b) in writing off the preliminary expenses of the Company;
(c) in writing off the expenses of, or the commission paid or discount allowed on, any issue ofShares or debentures of the Company;
(d) in providing for the premium payable on the redemption of any redeemable preference
(e) Shares or of any debentures of the Company; or
(f) for the purchase of its own Shares or other Securities under section 68.

ACCEPTANCE OF SHARES

48. Subject to the provisions of these Articles, any application signed by or on behalf of an applicant for Shares in the Company followed by an allotment of any Shares therein, shall be an acceptance of Shares within the meaning of these articles and every Person who thus or otherwise accept any Shares and whose name is on the Register of Members shall, for the purposes of these Articles, be a member, provided that no Share shall be applied for or allotted to a minor, insolvent or Person of unsound mind.

LIABILITY OF MEMBERS

49. Every member or his heir, executors or administrators shall pay to the Company the proportion of the Capital represented by his Share or Shares which may, for the time being remain unpaid thereon in such amounts, at such time or times and in such manner as the Board of Directors shall, from time to time, in accordance with the Company's regulations require or fix for the payment thereof.

LIMITATION OF TIME FOR ISSUE OF CERTIFICATE

50. The Company shall, unless the conditions of issue otherwise provide, within three months after the allotment of any of its Shares or debentures and within one month after the application for the transfer of any such Shares or debentures, complete and have ready for delivery the certificates of all Shares and debentures allotted or transferred.

51. Every members shall be entitled, without payment, to one or more certificates in marketable lots, for all the Shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors may from to time determine) to several certificates, each for one or more of such Shares and the Company shall complete and have ready for delivery such certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its Shares as the case may be. Every certificate of Shares shall be under the seal of the Company and shall specify the number and distinctive numbers of Shares in respect of which it is issued and amount paid up thereon and shall be in such form as the Directors may prescribe or approve, provided that in respect of aShare or Shares held jointly by several Persons, the Company shall not be bound to issue more than onecertificate and delivery of a certificate to all such holder.

ISSUE OF NEW CERTIFICATE IN PLACE OF DEFACED, LOST OR DESTROYED

52. If any certificate be worn out, defaced mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, an a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every Certificates under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.20/- for each certificate) as the Directors shall prescribe. Provided that no fees shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

53. Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable in this behalf.

54. The provisions of this Article shall mutatis mutandis apply to debentures of the Company.

RIGHT TO OBTAIN COPIES OF AND INSPECT TRUST DEED

55. A copy of any Trust Deed for securing any issue of debentures shall be forwarded to the holders of any such debentures or any member of the Company at his request and within seven days of the making thereof on payment not exceeding Rs.10/- (Rupees Ten) per page.

56. The Trust Deed referred to in item (i) above also be open to inspection by any member or debenture holder of the Company in the same manner, to the same extent, and on payment of these same fees, as if it were the Register of members of the Company.

JOINT ALLOTTEES OF HOLDERS

57. Any two or more joint allottees or holders of Shares shall, for the purpose of Articles, be treated as a single member and the certificate for any Share, which may be the subject of joint ownership, may be delivered to any one of such joint owners on behalf of all of them.

COMPANY NOT BOUND TO RECOGNISE ANY INTEREST IN SHARE OTHER THAN THAT OFREGISTERED HOLDER

58.

a. The Company shall not be bound to recognize any equitable, contingent, future or partialinterest in any Share or (except only as is by these presents, otherwise expressly provided)any right in respect of a Share other than an absolute right there to, in accordance with these presents in the Person from time to time registered as the holder thereof, but the Board shallbe at liberty at its sole discretion to register any Share in the joint names of two or morePersons or survivors of them.

b. Save as herein otherwise provided, the Company shall be entitled to treat the Person

whosename appears on the Register of Members as the holder of any Share as the absolute ownerthereof and accordingly shall not (except as ordered by a court of competent jurisdiction or as by Law required) be bound to recognize any benami trust or equitable, contingent, future, partial or other claim or claims or right to or interest in such Share on the part of any other Person whether or not it shall have express or implied notice thereof.

WHO MAY HOLD SHARES

59. Shares may be registered in the name of an incorporated Company or other body corporate but not in the name of a minor or in the name of a Person of unsound mind or in the name of any firm or partnership.

60. The Directors shall have the power to offer, issue and allot Equity Shares in or Debentures (whether fully/partly convertible or not into Equity Shares) of the Company with or without Equity Warrants to such of the Officers, Employees, Workers of the Company or of its Subsidiary and / or Associate Companies or Managing and Whole Time Directors of the Company (hereinafter in this Article collectively referred to as "the Employees") as may be selected by them or by the trustees of such trust as may be set up for the benefit of the Employees in accordance with the terms and conditions of the Scheme, trust plan or proposal that may be formulated, created, instituted or set up by the Board of Directors or the Committee thereof in that behalf on such terms and conditions as the Board may in its discretion deem fit.

SWEAT EQUITY

61. Subject to the provisions of the Act (including any statutory modification or re-enactment thereof, for the time being in force), Shares of the Company may be issued at a discount or for consideration other than cash to Directors or employees who provide know-how to the Company or create an intellectual property right or other value addition.

DECLARATIONSIN RESPECT OF BENEFICIAL INTEREST IN ANY SHARES

62.

a. In pursuance of section 89 of the act, where the name of a Person is entered in the register of members of a Company as the holder of Shares in that Company but who does not hold the beneficial interest in such Shares, such Person shall make a declaration (within such time and in such form as may be determined by Central Govt.) to the Company specifying the name and other particulars ofthe Person who holds the beneficial interest in such Shares.
b. Every Person who holds or acquires a beneficial interest in Share of the Company shall make a declaration to the Company specifying the nature of his interest, particulars of the Person in whose name the Shares stand registered in the books of the Company and such other particulars (as may be determined by Central Govt.)
c. Where any change occurs in the beneficial interest in such Shares, the Person referred to in clause (1)and the beneficial owner specified in clause (2) shall, within a period of thirty days from the date of such change, make a declaration to the Company in such form and containing such particulars (as ma y be determined by Central Govt.)
d. The Company has be bound to follows the rules as may be made by the Central Government to provide for the manner of holding and disclosing beneficial interest and beneficial ownership under this section.
e. Where any declaration under this article is made to a Company, the Company shall make a note of such declaration in the register concerned and shall file, within thirty days from the date of receipt of declaration by it, a return in the prescribed form with the Registrar in respect of such declaration with such fees or additional fees as may be determined by central government, within the time specified under section 403.
f. No right in relation to any Share in respect of which a declaration is required to be made under this article but not made by the beneficial owner, shall be enforceable by him or by any Person claiming through him.
g. Nothing in this article shall be deemed to prejudice the obligation of a Company to pay Dividend to its members under this Act and the said obligation shall, on such payment, stand discharged.

FUNDS OF COMPANY NOT TO BE APPLIED IN PURCHASE OF SHARES OF THE COMPANY

63. No funds of the Company shall except as provided by Section 67 of the Act, be employed in the purchase of its own Shares, unless the consequent reduction of Capital is effected and sanction in pursuance of provisions of the Companies Act, 2013 as may be applicable at the time of application and these Articles or in giving either directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or

subscription made or to be made by any Person of or for any Share in the Company in its holding Company.

ISSUE OF SHARES WITHOUT VOTING RIGHTS

64. In the event it is permitted by Law to issue Shares without voting rights attached to them, the Directors may issue such Share upon such terms and conditions and with such rights and privileges annexed thereto as through fit and as may be permitted by Law.

SECTIONS 45 OF ACT NOT TO APPLY

65. Notwithstanding anything to the contrary contained in the Articles,

66. Section 45 of the Act shall not apply to the Shares held with a Depository;

TRUST RECOGNIZED

67. Except as ordered, by a Court of competent jurisdiction or as by Law required, the Company shall not be bound to recognize, even when having notice thereof, any equitable, contingent, future or partial interest in any Share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a Share other than an absolute right thereto, in accordance with these Articles, in the Person from time to time registered as holder thereof but the Board shall be at liberty at their sole discretion to register any Share in the joint names of any two or more Persons (but not exceeding 4 Persons) or the survivor or survivors of them.

68. Shares may be registered in the name of an incorporated Company or other body corporate but not in the name of a minor or of a Person of unsound mind (except in case where they are fully paid) or in the name of any firm or partnership.

REGISTRATION OF CHARGES

69. The provisions of the Act relating to registration of charges shall be complied with.

70. In case of a charge created out of India and comprising solely property situated outside India, the provisions of Section 77 of the Act shall also be complied with.

71. Where a charge is created in India but comprised property outside India, the instrument, creating or purporting to create the charge under Section 77 of the Act or a copy thereof verified in the prescribed manner, may be filed for registration, notwithstanding that further proceedings may be necessary to make the charge valid or effectual according to the Law of the country in which the property is situated, as provided by Section 77 of the Act.

72. Where any charge on any property of the Company required to be registered to be registered under Section 77 of the Act has been so registered, any Person acquiring such property or any part thereof or any Share or interest therein shall be deemed to have notice of the charge as from the date of such registration.

73. Any creditors or member of the Company and any other Person shall have the right to inspect copies of instruments creating charges and the Company's Register of Charges in accordance with and subject to the provisions of Section 85 of the Act.

UNDERWRITING AND BROKERAGE

COMMISSION MAY BE PAID

74. A Company may pay commission to any Person in connection with the subscription or procurement of subscription to its Securities, whether absolute or conditional, subject to the following conditions, namely: -

    a. The payment of such commission shall be authorized in the Company's Articles of association;

    b. The commission may be paid out of proceeds of the issue or the profit of the Company or both;

    c. The rate of commission paid or agreed to be paid shall not exceed, in case of Shares, five percent of the price at which the Shares are issued or a rate authorised by the Articles, whichever is less,

and in case of debentures, shall not exceed two and a half per cent of the price at which the debentures are issued, or as specified in the Company's Articles, whichever is less;

d. The Draft Prospectus of the Company shall disclose—

i. The name of the underwriters;
ii. The rate and amount of the commission payable to the underwriter; and
iii. The number of Securities which is to be underwritten or subscribed by the underwriter absolutely or conditionally.

e. There shall not be paid commission to any underwriter on Securities which are not offered to the public for subscription;

f. A copy of the contract for the payment of commission is delivered to the Registrar at the time of delivery of the Draft Prospectus for registration.

BROKERAGE MAY BE PAID

75. The Company may pay a reasonable sum for brokerage on any issue of Shares and debentures.

CALLS ON SHARES

DIRECTORS MAY MAKE CALLS

76. The Board of Directors may from time to time by a resolution passed at meeting of the Board (and not by circular resolution) make such call as it may think fit upon the members in respect of all moneys unpaid on the Shares held by them respectively (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 a fixed time and each member shall pay the amount of every call so made on him to the Persons and at the times and place appointed by the Board of Directors. A call may be made payable by instalments.

CALLS ON SHARES OF THE SAME CLASS TO BE MADE ON UNIFORM BASIS

77. Where any calls for further Share Capital are made on Shares, such calls shall be made on a uniform basis on all Shares falling under the same class. For the purpose of this Article Shares of the same nominal value on which different amounts have been paid up shall not be deemed to fall under the same class.

NOTICE OF CALLS

78. One month notice at least of every call payable otherwise then on allotment shall be given by the Company specifying the time and place of payment and to whom such call shall be paid.

CALLS TO DATE FROM RESOLUTION

79. A call shall be deemed to have been made at the time when the resolution of the Board authorizing such call was passed at a meeting of the Board of Directors and may be made payable by the members on the Register of Members on a subsequent date to be fixed by the Board.

DIRECTORS MAY EXTEND TIME

80. The Board of Directors may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such times as to all or any of the members, who from residence at a distance or other cause, the Board of Directors may deem fairly entitled to such extension save as a matter of grace and favour.

CALL TO CARRY INTEREST AFTER DUE DATE

81. If any member fails to pay a call due from him on the day appointed for payment thereof or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board of Directors, but nothing in this Article shall render it compulsory upon the Board of Directors to demand or recover any interest from any such member.

PROOF ON TRIAL IN SUIT FOR MONEY DUE ON SHARES

82. Subject to the provisions of the Act and these Articles, on the trial or hearing of any action or suit brought by the Company against any member or his representatives for the recovery of any debt or money claimed to be due to the Company in respect of his Shares, it shall be sufficient to prove that the name of the member in respect of whose Shares the money is sought to be recovered, appears, entered on the register of members as the holder at or subsequent to the date at which the money sought to be recovered is alleged to have become due, of the Shares in respect of which such money is sought to be received, that the resolution making the call is duly recorded in the minute book and that notice of such call was duly given to the member or his representatives sued in pursuance of these presents and it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum was present at the Board at which any call was made, nor that the meeting at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

PAYMENT IN ANTICIPATION OF CALL MAY CARRY INTEREST

83. The Directors may, if they think fit, subject to the provisions of Section 50 of the Act, agree to and receive from any member willing to advance the same whole or any part of the moneys due upon the Shares held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the Shares in respect of which such advance has been made, the Company may pay interest at such rate not exceeding 12% unless the Company in general meeting shall otherwise direct, as the member paying such sum in advance and the Directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or Dividend. The Directors may at any time repay the amount so advanced. The members shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable. The provisions of these Articles shall mutatis mutandis apply to the calls on debenture of the Company.

FORFEITURE, SURRENDER AND LIEN

IF CALL OR INSTALLMENT NOT PAID, NOTICE MAY BE GIVEN

84. If any member fails to pay any call or installment of a call in respect of any Shares on or before the day appointed for the payment of the same, the Board may at any time hereafter during such time as the call or installment remains unpaid, serve a notice on such member or on the Person (if any) entitled to the Share by transmission requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

FORM OF NOTICE

85. The notice shall name a day (not being earlier than the expiry of fourteen days from the date of service of the notice) and a place or places on and at which such money, including the call or installment and such interest and expenses as aforesaid is to be paid. The notice shall also state that in the event of non-payment on or before the time and at the place appointed, the Shares in respect of which the calls was made or installment was payable, will be liable to be forfeited.

IN DEFAULT TO PAYMENT SHARES TO BE FORFEITED

86. 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 all the calls or installments and interest and expenses due in respect thereof are paid, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all Dividends and bonus declared in respect of the forfeited Shares and not actually paid before forfeiture but provided that there shall be no forfeiture of unclaimed Dividends before the claim becomes barred by Law**.**

NOTICE OF FORFEITURE

87. When any Share shall have been so forfeited, notice of the resolution shall be given to he member in whose name it stood immediately prior to he forfeiture and an entry of the forfeiture, with he date thereof, shall forthwith be made in the Register of Members provided however that the failure to give the notice of the Shares having been forfeited will not in any way invalidate the forfeiture.

FORFEITED SHARES TO BECOME PROPERTY OF THE COMPANY

88. Any Shares so forfeited shall be deemed to be the property of the Company and the Board may sell, re-allot otherwise dispose off the same in such manner as it thinks fit.

POWER TO ANNUL FORFEITURE

89. The Board may, at any time before any Share so forfeited shall have been sold, re-allotted or otherwise disposed off, annul the forfeiture thereof as a matter of grace and favour but not as of right upon such terms and conditions as it may think fit.

ARREARS TO BE PAID NOTWITHSTANDING FORFEITURE

90. Any member whose Shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company all calls, installments, interest and expenses owing upon or in respect of such Shares at the time of the forfeiture together with interest thereon from the time of forfeiture until payment at such rate not exceeding fifteen per cent per annum as the Board may determine and the Board may enforce the payment of such moneys or any part thereof if it thinks fit, but shall not be under any obligation so to do.

EFFECT OF FORFETURE

91. The forfeiture of a Share shall involve the extinction of all interest in and also of all claims and demands against the Company, in respect of the Share and all other rights, incidental to the Share except only such of those rights as are by these Articles expressly saved.

PROCEEDS HOW TO BE APPLIED

92. The net proceeds of any such sale shall be applied in or towards satisfaction of the said debts, liabilities or engagements and the residue (if any) paid to such member, his heirs, executors, Administrators or assigns.

DECLARATION OF FORFEITURE

93.

a. A duly verified declaration in writing that the declarant is a Director, the Managing Director of the Manager of the Secretary of the Company, and that Share in the Company has been duly forfeited in accordance with these Articles, on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all Persons claiming to be entitled to the Share.

b. The Company may receive the consideration, if any, given for the Share on any sale, re-allotment or other disposal thereof any may execute a transfer of the Share in favour of the Person to whom the Share is sold or disposed off.

c. The Person to whom such Share is sold, re-allotted or disposed of shall thereupon be registered as the holder of the Share.

d. Any such purchaser or allottee shall not (unless by express agreement) be liable to pay calls, amounts, installments, interests and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the Dividends, interests or bonuses accrued or which might have accrued upon the Share before the time of completing such purchase or before such allotment.

e. Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share be effected by the irregularity or invalidity in the proceedings in reference to the forfeiture, sale re-allotment or other disposal of the Shares.

94. The declaration as mentioned in Article 59 (a) of these Articles shall be conclusive evidence of the facts therein stated as against all Persons claiming to be entitled to the Share.

TITLE OF PURCHASER AND ALLOTTEE OF FORFEITED SHARES

95. The Company may receive the consideration, if any, given for the Share on any sale, re-allotment or other disposal thereof and may execute a transfer of the Share in favour of the Person to whom the Share is sold or disposed off and the Person to whom such Share is sold, re-allotted or disposed off may be registered as the holder of the Share. Any such purchaser or allottee shall not (unless by express agreement to the contrary) be liable to pay any calls, amounts, installments, interest and expenses owing to the Company prior to such purchase or allotment, nor shall he be entitled (unless by express agreement

to contrary) to any of the Dividends, interest or bonuses accrued or which might have accrued upon the Share before the time of completing such purchase or before such allotment. Such purchaser or allottee 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 with reference to the forfeiture, sale, re-allotment or disposal of the Share.

PARTIAL PAYMENT NOT TO PRECLUDE FORFEITURE

96. Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any Shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any Shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such Shares as herein provided.

THE PROVISIONS OF THESE ARTICLES AS TO FORFEITURE TO APPLY IN CASE OF NON-PAYMENT OF ANY SUM

97. The provisions of these Articles as to forfeiture shall apply to the case of non-payment of any sum which by the terms of issue of a Share becomes payable at a fixed time, whether on account of the nominal value of the Shares or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

BOARD MAY ACCEPT SURRENDER OF SHARES

98. The Board may at any time, subject to the provisions of the Act, accept the surrender of any Share from or by any member desirous of surrendering the same on such terms as the Board may think fit.

COMPANY'S LIEN ON SHARE/DEBENTURES

99. The Company shall have a first and paramount lien upon all the Shares/debentures (other than fully paid-up Shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such Shares/debentures and no equitable interest in any Share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all Dividends and bonuses from time to time declared in respect of such Shares/debentures. The registration of a transfer of Shares/debentures shall not operate as a waiver of the Company's lien if any, on such Shares/debentures unless otherwise agreed by the Board. The Directors may at any time declare any Shares/debentures wholly or in part to be exempt from the provisions of this Article.

ENFORCING LIEN BY SALE

100. For the purpose of enforcing such lien, the Board may sell the Shares subject thereto in such manner as it thinks fit but no sale shall be made until such time fixed as aforesaid shall have arrived and until notice in writing of the intention to sell, shall have been served on such member his heirs, Executors, Administrators or other legal representatives as the case may be and default shall have been made by him or them in payment, fulfillment or discharged of such debts, liabilities or engagements for fourteen days after the date of such notice.

APPLICATION OF PROCEEDS OF SALE

101. The net proceeds of any such sale shall be received by the Company and applied in or towards satisfaction of the said debts, liabilities or engagements and the residue, if any, shall be paid to such member, his heirs, Executors, Administrators or other legal representatives, as the case may be.

VALIDITY OF SALE IN EXERCISE OF LIEN AND AFTER FORGEITURE

102. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Board of Directors may appoint some Person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the register in respect of the Shares sold and the purchaser shall not be bound to see to the regularity of the proceedings, nor to the application of the purchase money and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any Person and the remedy of any Person aggrieved by the sale shall be in damages only and against the Company exclusively.

BOARD OF DIRECTORS MAY ISSUE NEW CERTIFICATES

103. Where an Shares under the powers in that behalf herein contained are sold by the Board of Directors after forfeiture or for enforcing a lien, the certificate or certificates originally issued in respect of the relative Shares shall (unless the same shall voluntarily or on demand by the Company, have been previously surrendered to the Company by the defaulting member) stand cancelled and become null and void and of no effect and the Board of Directors may issue a new certificate or certificates for such Shares distinguishing it or them in such manner as it may think fit from the certificate or certificates previously issued in respect of the said Shares.

SUM PAYABLE ON ALLOTMENT TO BE DEEMED A CALL

104. For the purpose of the provisions of these Articles relating to forfeiture of Shares, the sum payable upon allotment in respect of a Share shall be deemed to be a call payable upon such Share on the day of allotment.

TRANSFER AND TRANSMISSION OF SHARES

REGISTER OF TRANSFER

105. The Company shall keep a book to be called the Register of Transfer and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any Share.

EXECUTION OF TRANSFER

106. Subject to the Provisions of the Act and these Articles, the transfer of Shares in or debentures of the Company shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor or on behalf of the transferee and specifying the name, address and occupation, if any, of the transferee has been delivered to the Company along with the certificate if in existence or along with the letter of allotment of the Shares or debentures. The transferor shall be deemed to remain the holder of such Shares until the name of the transferee is entered in the register in respect thereof. Shares of different classes shall not be included in the same instrument of transfer.

INSTRUMENT OF TRANSFER

107. Every such instrument of transfer shall be signed both by the Transferor and transferee and the transferor shall be deemed to remain the holder of such Share until the name of the transferee is entered in the Register of members in respect thereof.

FORM OF TRANSFER

108. The instrument of transfer shall be in writing and all the provisions of Section 56 of the Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of Shares and registration thereof. The Company shall use a common form for transfer.

NO TRANSFER TO A PERSON OF UNSOUND MIND, ETC

109. No transfer shall be made to a minor or a Person of unsound mind.

TRANSFER OF SHARES

110.

a. An application for the registration of a transfer of Shares may be made either by the transferor or by the transferee.

b. Where the application is made by the transferor and relates to partly paid Shares, the transfer shall not be registered unless the Company gives notice of the application to he transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.

c. For the purpose of clause (2) hereof notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post to the transferee at the address given in the instruments of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.

DIRECTORS MAY REFUSE TO REGISTER TRANSFER

111. Subject to the Provisions of Section 58 and 59, these Articles and other applicable provisions of the Act or any other Law for the time being in force, the Board may refuse whether in pursuance of any power of the Company under these Articles or otherwise to register the transfer of, or the transmission by operation of Law of the right to, any Shares or interest of a Member in or Debentures of the Company. The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the Person giving intimation of such transmission, as the case may be giving reasons for such refusal**.** Provided that the registration of a transfer shall not be refused Person or Persons indebted to the Company on any account whatsoever except where the Company has a lien on Shares. If the Company refuses to register the transfer of any Share or transmission of right therein, the Company shall within one month from the date on which instrument of transfer or the intimation of transmission, as the case may be, was delivered to the Company, sends notice of the refusal to the transferee and the transferor or to the Person giving intimation of such transmission as the case may be. Nothing in these Articles shall prejudice any power of the Company to register as Shareholder any Person to whom the right to any Shares of the Company has been transmitted by operation of Law.

NO FEE ON TRANSFER OR TRANSMISSION

112. No fee shall be charged for registration of transfer, transmission, Probate, Succession, Certificate and Letters of administration, Certificate of Death or Marriage, Power of Attorney or similar other document.

TRANSFER TO BE LEFT AT OFFICE AS EVIDENCE OF TITLE GIVEN

113. Every instruments of transfer duly executed and stamped shall be left at the Office for registration accompanied by the certificate of the Shares to be transferred and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the Shares.

WHEN TRANSFER TO BE RETAINED

114. All instruments of transfer which are registered shall be retained by the Company but any instrument of transfer which the Board declines to register shall, on demand, be returned to the Person depositing the same. The Board may cause to be destroyed all transfer deeds lying with the Company after such period not being less than eight years as it may determine.

DEATH OF ONE OR MORE JOINT HOLDERS OF SHARES

115. In the case of death of any one or more of the Persons named in Register of Members as joint Shareholders of any Share, the survivors shall be the only Persons recognized by the Company as having any title to or interest in such Shares, but nothing herein contained shall be taken to release the estate of a joint Shareholder from any liability to the Company on Shares held by him jointly with any other Person.

TITLE TO SHARES OF DECEASED HOLDER

116. Subject to Article 81 the heir, Executor or Administrator of a deceased Shareholder shall be the only Person recognized by the Company as having any title to his Shares and the Company shall not be bound to recognize such heir, Executor or Administrator unless such heir, Executor or Administrator shall have first obtained probate, letters of administration or succession certificate.

REGISTRATION OF PERSONS ENTITLED TO SHARE OTHERWISE THAN BY TRANSFER

117. Subject to the provisions of Article 90 any Person becoming entitled to any Share in consequence of the death, lunacy, bankruptcy or insolvency of any member or by any Lawful means other than by a transfer in accordance with these present, may with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that the sustains the character in respect of which he proposes to act under this Article or of such titles as the Directors shall think sufficient, either be registered himself as a member in respect of such Shares or elect to have some Person nominated by him and approved by the Directors registered as a member in respect of such Shares. Provided nevertheless that if such Person shall elect to have his nominee registered he shall testify his election by executing in favor of his nominee on instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be free from any liability in respect of such Shares.

118. A transfer of the Share or other interest in the Company of a deceased member thereof made by his legal representative shall although the legal representative is not himself a member, be as valid as if he had

been a member at the time of the execution of the instrument of transfer.

CLAIMANT TO BE ENTITLED TO SAME ADVANTAGE

119. The Person entitled to a Share by reason of the death lunacy, bankruptcy or insolvency of the holder shall be entitled to the same Dividends and other advantages to which he would be entitled as if he were registered holder of the Shares 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 the meeting of the Company provided that the Board may at any time give notice requiring any such Persons to elect either to be registered himself or to transfer Shares and if the notice is not complied within sixty days the Board shall thereafter withhold payment of all Dividends, interests, bonuses or other moneys payable in respect of the Share until the requirements of the notice have been compelled with.

TRANSMISSION OF SHARE

120. Subject to the provisions of the Act and these Articles, any Person becoming entitled to a Share in consequence of the death, bankruptcy or insolvency of any member or by any Lawful means other than by a transfer in accordance with these presents, may with the consent of the Board (which it shall not be under any obligation to give) upon producing such evidence as the Board think sufficient, either be registered himself as the holder of the Share or elect to have some Person nominated by him and approved by the Board registered as such holder, provided nevertheless that if such Person shall elect to have his nominee registered, he shall testify the election by executing to his nominee an instrument of transfer of the Share in accordance with the provisions herein contained and until he does so he shall not be freed from any liability in respect of the Share.

BOARD MAY REFUSE TO TRANSMIT

121. The Board shall have the same right to refuse on legal grounds to register a Person entitled by transmission to any Share or his nominee, as if he were the transferee named in any ordinary transfer presented for registration.

BOARD MAY REQUIRE EVIDENCE OF TRANSMISSION

122. Every transmission of Share shall be verified in such manner as the Board may require and if the Board so desires, be accompanied by such evidence as may be thought necessary and the Company may refuse to register any such transmission until the same be verified on requisite evidence produced or until or unless an indemnity be given to the Company with regard to such registration which the Board at its absolute discretion shall consider sufficient, provided nevertheless, that there shall not be any obligation on the Company or the Board to accept any indemnity.

TRANSFER BY LEGAL REPRESENTATION

123. A transfer of a Share in the Company of a deceased member thereof made by his legal representative shall, although the legal representative is not himself a member be as valid as if he had been a member at the time of the execution of instrument of transfer.

CERTIFICATE OF TRANSFER

124. The Certification by the Company of any instrument of transfer of Shares in or debentures of the Company, shall be taken as a representation by the Company to any Person acting on the faith of the certification that there have been produced to the Company such documents as on the face of them show a prime facie title to he Shares or debentures in the transferor named in the instrument of transfer, but not as a representation that the transferor has any title to he Shares or debentures

THE COMPANY NOT LIABLE FOR DISREGARD OF A NOTICE PROHIBITING

REGISTRATION OF TRANSFER

125. The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer or transmission of Shares made or purporting to be made by any apparent legal owner thereof as shown or appearing in the Register of Members to the prejudice of Persons having or claiming any equitable right, title or interest to or in the said Shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer any may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be

given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some books of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

NOMINATION

126.

a. Every Shareholder or debenture holder of the Company, may at any time, nominate a Person to whom his Shares or debentures shall vest in the event of his death in such manner as may be determined by central government under the Act.

b. Where the Shares or debentures of the Company are held by more than one Person jointly, joint holders may together nominate a Person to whom all the rights in the Shares or debentures, as the case may be shall vest in the event of death of all the joint holders in such manner as may be determined by central government under the act.

c. Notwithstanding anything contained in any other Law for the time being in force or in any disposition, whether testamentary or otherwise, where a nomination made in the manner aforesaid purports to confer on any Person the right to vest the Shares of debentures, the nominee shall, on the death of the Shareholders or debenture holder or, as the case may be on the death of the joint holders become entitled to all the rights in such Shares or debentures or, as the case may be , all the joint holders, in relation to such Shares or debentures, to the exclusion of all other Persons, unless the nomination is varied or cancelled in the manner as may be determined by central government under the Act.

127. Where the nominee is a minor, it shall be Lawful for the holder of the Shares or debentures, to make the nomination to appoint any Person to become entitled to Shares in, or debentures of, the Company in the manner prescribed under the Act, in the event of his death, during the minority.

"OPTION OF NOMINEE"

128.

a. A nominee upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-(a) to register himself as holder of the Share or debenture, as the case may be; (b) or to make such transfer of the Shares and/or debentures, as the deceased Shareholder or debenture holder, as the case may be, could have made.

If the nominee elects to be registered as holder of the Shares or debentures, himself, as the case may be, he shall deliver or send to the Company, notice in writing signed by him stating that he so elects and such notice shall be accompanied with death certificate of the deceased Shareholder or debenture holder, as the case may be.

b. A nominee shall be entitled to the Share Dividend/interest and other advantages to which he would be entitled if he were the registered holder of the Shares or debentures, provided that he shall not, before being registered as a member, be entitled to exercise any right conferred by membership in relation to the meeting of the Company.

Provided further that the Board may, at any time, give notice requiring any such Person to elect either to be registered himself or to transfer the Shares or debentures, and if the notice is not complied within ninety days, the Board may thereafter withhold payment of all Dividends, bonuses or other monies payable in respect of the Shares or debentures, until the requirements of the notice have been complied with.

TRUST NOT RECOGNISED

129. Save as herein otherwise provided, the Company shall be entitled to treat the Person whose names appears on the Register of Members/Debentures as the holder of any Shares/Debentures in the records of the Company and/or in the records of the Depository as the absolute owner thereof and accordingly shall not (except as may be ordered by a Court of competent jurisdiction or as may be required by Law) be bound to recognize any benami trust or equitable, contingent, future or other claim or interest or partial interest in any such Shares/debentures on the part of any other Person or (except only as is by these Articles otherwise expressly provided) any right in respect of a Share other than an absolute right thereto on the part of any other Person whether or not it shall have express or implied notice thereof, but the Board shall be at liberty and at its sole discretion decided to register any Share/debenture in the joint names of any two or more Persons or the survivor or survivors of them.

TRANSFER OF SECURITIES

130. Nothing contained in Section 56(1) of the Act or these Articles shall apply to a transfer of Securities affected by a transferor and transferee both of whom are entered as beneficial owners in the records of depository.

NOTICE OF APPLICATION WHEN TO BE GIVEN

131. Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.

REFUSAL TO REGISTER NOMINEE

132. Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse to register a Person entitled by transmission to any Share of his nominee as if he were the transferee named in an ordinary transfer presented for registration.

PERSON ENTITLED MAY RECEIVE DIVIDEND WITHOUT BEING REGISTERED AS A MEMBER

133. A Person entitled to a Share by transmission shall subject to the right of the Directors to retain Dividends or money as is herein provided, be entitled to receive and may give a discharge for any Dividends or other moneys payable in respect of the Share.

BOARD MAY REFUSE TRANSFER TO MORE THAN THREE PERSONS

134. Subject to the provisions of the Act, the Board may refuse to transfer a Share or Shares in the joint names of more than three Persons.

JOINT HOLDERS

135. If any Share stands in the name of two or more Persons, the Person first named in the Register of Members shall, as regards receipt of Dividends or bonus or service of notice and/or any other matter connected with the Company, except voting at meeting and the transfer of the Share, be deemed the sole holder thereof, but the joint holders of a Share be severally as well as jointly, liable for the payment of all installments and calls due in respect of such Share and for all incidents thereof subject to the following and other provisions contained in these articles;

JOINT AND SEVERAL LIABILITIES FOR ALL PAYMENTS IN RESPECT OF SHARES

136. The joint holders of any Share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such Share.

TITLE OF SURVIVORS

137. On the death of any such joint holder, the survivor or survivors shall be the only Person or Persons recognized by the Company as having any title to the Share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on Shares held by him jointly with any other Person.

EFFECTUAL RECEIPTS

138. Any one of several Persons who is registered as joint holder of any Share may give effectual receipts for all Dividends and payments on account of Dividends in respect of such Share.

DELIVERY OF CERTIFICATE AND GIVING OF NOTICE TO FIRST NAMED HOLDER

139. Only the Person whose name stands first in the Register of Members as one of the joint holders of any Share shall be entitled to delivery of the certificates relating to such Share or to receive documents (which expression shall be deemed to include all documents referred to in Article 29 from the Company and document served on or sent to such Person shall be deemed service on all the joint holders).

VOTES OF JOINT HOLDERS

140. Any one or two or more joint holders may vote at any meeting either Personally or by attorney or by proxy in respect of such Shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting Personally or by proxy or by attorney than that one or such Persons so present whose name stands first or higher (as the case may be) on the Register of Members in respect of such Shares shall alone be entitled to vote in respect thereof but the others of the joint holders shall be entitled to be present at the meeting; provided always that a joint holder present at any meeting Personally shall be entitled to vote in preference to a joint holder present by attorney or by proxy although the name of such joint holder present by an attorney or by proxy although the name of such joint holder present by an attorney or proxy stands first or higher (as the case may be) in the register in respect of such Shares. Several executors or administrators of a deceased members in whose (deceased member's) sole name any Shares stand shall for the purpose of this Article, be deemed joint holders.

CONVERSION OF SHARES INTO STOCK

SHARES MAY BE CONVERTED INTO STOCK

141. The Board may, pursuant to section 61 with the sanction of a General Meeting, convert any paid up Share into stock and when any Shares shall have been converted into stock, the several holders of such stock may henceforth, transfer their respective interests therein or any part of such interest in the same manner as and subject to the same regulations, under which fully paid up Share in the Capital of the Company may be transferred or as near thereto as circumstances will admit, but the Board may, from time to time if it thinks fit, fix the minimum amount of stock transferable and direct that fractions of a rupee shall not be dealt with, power nevertheless at their discretion to waive such rules in any particular case.

RIGHTS OF STOCK-HOLDERS

142. The stock shall confer on the holders thereof respectively the same rights, privileges and advantages as regards participation in the profits and voting at meetings of the Company and for other purposes as would have been conferred by Shares of equal amount in the Capital of the Company of the same class as the Shares from which such stock was converted, but so that none of such privileges or advantages except participation in the profits of the Company or in the assets of the Company on a winding up, shall be conferred by any such equivalent part of consolidated stock as would not, if existing in Shares have conferred such privileges or advantages. No such conversion shall effect or prejudice any preference or other special privileges attached to the Shares so converted. Save as aforesaid, all the provisions herein contained shall, so far as circumstances will admit, apply to stock as well as to Shares. The Company may at any time reconvert any such stock into fully paid up Shares of any denomination.

MEETING OF MEMBERS

143.

a. Subject to Section 96 of the Act, the Company shall in each year hold, in addition to any other meetings, a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it and not more than fifteen months shall elapse between the date of the Annual General Meeting of the Company and that of the next, provided also that the Register may, for any special reason, extend the time within which any annual general meeting shall be held by a period not exceeding three months.

b. Every Annual General Meeting shall be called for at a time during business hours that is between 9 a.m. and 6 p.m. on any day that is not a national holiday and shall be held either at the Office of the Company or at some other place within the city or town or village in which the Office of the Company is situated.

144. The Company shall in accordance with Section 92 of the Act, within 60 days from the day on which the Annual General Meeting is held, prepare and file with the Registrar an annual return together with the copy of the financial statements, including consolidated financial statement, if any, along with all the documents which are required to be or attached to such financial statements under this act, duly adopted at the Annual General Meeting of the Company. A copy of the financial statements adopted at the Annual General Meeting shall be filed within 30 days of the Annual General Meeting in accordance with Section 137 of the Act.

DISTINCTION BETWEEN ANNUAL GENERAL MEETING AND EXTRA-ORDINARY GENERALMEETING

145. The General Meeting referred to in Article 99 shall be called and styled as an Annual General Meeting and all meetings other than the Annual General Meeting shall be called Extra-ordinary General Meetings.

CALLING OF EXTRA-ORDINARY GENERAL MEETING

146.

(1) The Board may, whenever it deems fit, call an extraordinary general meeting of the Company.

(2) The Board shall, at the requisition made by such number of members who hold, on the date of the receipt of the requisition, not less than one-tenth of such of the paid-up Share Capital of the Company as on that date carries the right of voting power of all the members having on the said date a right to vote, call an Extraordinary General Meeting of the Company within the period specified in clause (4).

(3) The requisition made under clause (2) shall set out the matters for the consideration of which the meeting is to be called and shall be signed by the requisitionists and sent to the Office of the Company.

(4) If the Board does not, within twenty-one days from the date of receipt of a valid requisition in regard to any matter, proceed to call a meeting for the consideration of that matter on a day not later than forty-five days from the date of receipt of such requisition, the meeting may be called and held bythe requisitonists themselves within a period of three months from the date of the requisition.

(5) A meeting under clause (4) by the requisitionists shall be called and held in the same manner inwhich the meeting is called and held by the Board.

(6) Any reasonable expenses incurred by the requisitionists in calling a meeting under clause (4) shall be reimbursed to the requisitionists by the Company and the sums so paid shall be deducted from any fee or other remuneration under section 197 payable to such of the Directors who were in default in calling the meeting.

LENGTH OF NOTICE FOR CALLING MEETING

147.

a. A general meeting of a Company may be called by giving not less than clear twenty-one days' notice either in writing or through electronic mode in such manner as may be determined by central government:

Provided that a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety-five per cent. of the members entitled to vote at such meeting.

b. Every notice of a meeting shall specify the place, date, day and the hour of the meeting and shall contain a statement of the business to be transacted at such meeting.

c. The notice of every meeting of the Company shall be given to –

i. every member of the Company, legal representative of any deceased member or the assignee of an insolvent member;

a. the Auditor or Auditors of the Company; and

b. every Director of the Company.

d. Any accidental omission to give notice to, or the non-receipt of such notice by, any member or other Person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.

EXPLANATORY STATEMENT TO BE ANNEXED TO NOTICE / SPECIAL BUSINESS

148.

a. Pursuant to section 102 a statement setting out the following material facts concerning each item of special business to be transacted at a general meeting, shall be annexed to the notice calling such meeting, namely: -

i. the nature of concern or interest, financial or otherwise, if any, in respect of each items of—

- every Director and the manager, if any;

- every other key managerial Personnel; and
- relatives of the Persons mentioned in above sub-clauses ;

a. any other information and facts that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

b. For the purposes of clause (a),—

i. in the case of an Annual General Meeting, all business to be transacted thereat shall be deemed special, other than—

- the consideration of financial statements and the reports of the Board of Directors and Auditors;
- the declaration of any Dividend;
- the appointment of Directors in place of those retiring;
- the appointment of, and the fixing of the remuneration of, the Auditors; And

a. in the case of any other meeting, all business shall be deemed to be special:

Provided that where any item of special business to be transacted at a meeting of theCompany relates to or affects any other Company, the extent of Shareholding interest in thatother Company of every promoter, Director, manager, if any, and of every other key managerial Personnel of the first mentioned Company shall, if the extent of such Shareholding is not less than two per cent. of the paid-up Share Capital of that Company, also be set out in the statement.

c. Where any item of business refers to any document, which is to be considered at the meeting, thetime and place where such document can be inspected shall be specified in the statement under sub-clause (1).

149. No General Meeting, Annual or Extra-ordinary, shall be competent to enter upon, discuss or transact any business which has not been specifically mentioned in the notice or notices upon which it is convened.

QUORUM

150.

a. The quorum for a General Meeting of the Company shall be as under:

i. five members Personally present if the number of members as on the date of meeting is not more than one thousand; or
ii. fifteen members Personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand; or
iii. thirty members Personally present if the number of members as on the date of the meeting exceeds five thousand; shall be the quorum for a meeting of the Company.

b. If the quorum is not present within half-an-hour from the time appointed for holding a meeting of the Company –

i. the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other date and such other time and place as the Board may determine; or
ii. the meeting, if called by requisitionists under section 100, shall stand cancelled:
iii. Provided that in case of an adjourned meeting or of a change of day, time or place of meeting under clause (a), the Company shall give not less than three days notice to the members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the Office of the Company is situated.

c. If at the adjourned meeting also, a quorum is not present within half-an-hour from the time appointed for holding meeting, the members present shall be the quorum.

RESOLUTION PASSED AT ADJOURNED MEETING

151.Where a resolution is passed at an adjourned meeting of –

a. a Company; or
b. the holders of any class of Shares in a Company; or

c. the Board of Directors of a Company,

the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed, and shall not be deemed to have been passed on any earlier date.

REGISTRATION OF RESOLUTIONS AND AGREEMENTS

152. The Company shall comply with the provisions of Section 117 of the Act relating to registration of certain resolutions and agreements.

POWER OF ADJOURN GENERAL MEETING

153.

a. The Chairman of the General Meeting at which a quorum is present, and shall if so directed by the meeting, may adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

b. 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.

c. Save as aforesaid, it shall not be necessary to give any notice of an adjournment of or of the business to be transacted at any adjourned meeting.

CHAIRMAN OF GENERAL MEETING

154. The Chairman of the Board shall, if willing, preside as Chairman at every General Meeting, Annual or Extra-ordinary, if there be no such Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or being present declined to take the Chair, the Directors present may choose one of their members to be Chairman and in default of their doing so, the members present shall choose one of the Directors to be Chairman and if no Director present be willing to take the Chair, members shall, on a show of hands elect one of their numbers to be Chairman, of the meeting, if a poll is demanded on the election of the Chairman, it shall be taken forthwith in accordance with the provisions of the Act and these Articles and the Chairman elected on a show of hands shall exercise all the powers of the Chairman under the said provisions. If some other Person if elected chairman as a result of the poll, he shall be the Chairman for the rest of the meeting.

BUSINESS CONFINED TO ELECTION OF CHAIRMAN WHILE CHAIR VACANT

155. No business shall be discussed at any General Meeting except the election of a Chairman while the chair is vacant.

RESOLUTION MUST BE PROPOSED AND SECONDED

156. No resolution submitted to a meeting, unless proposed by the Chairman of the meeting shall be discussed nor put to vote until the same has been proposed by a member present and entitled to vote at such meeting and seconded by another member present and entitled to vote at such meeting.

POSTAL BALLOT

157.

a. Notwithstanding anything contained in this Act, the Company –
   i. shall, in respect of such items of business as the Central Government may, by notification, declare to be transacted only by means of postal ballot; and
   ii. may, in respect of any item of business, other than ordinary business and any business in respect of which Directors or auditors have a right to be heard at any meeting, transact by means of postal ballot, in such manner as may be determined by Central Government ,instead of transacting such business at a general meeting.

b. If a resolution is assented to by the requisite majority of the Shareholders by means of postal ballot, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

DECLARATION OF CHAIRMAN TO BE CONCLUSIVE

158. A declaration by the Chairman that a resolution has or has not been carried either unanimously or by a

particular majority and an entry to that effect in the books containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number of proportion of the votes cast in favour of or against such resolution.

CIRCULATION OF MEMBERS' RESOLUTION

159.

a. A Company shall, on requisition in writing of such number of members, as required in section 100,—

   i. give notice to members of any resolution which may properly be moved and is intended tobe moved at a meeting; and
   ii. circulate to members any statement with respect to the matters referred to in proposed resolution or business to be dealt with at that meeting.

b. A Company shall not be bound under this section to give notice of any resolution or to circulate any statement unless –

   i. a copy of the requisition signed by the requisitionists (or two or more copies which, between them, contain the signatures of all the requisitionists) is deposited at the Office of the Company,—

      - in the case of a requisition requiring notice of a resolution, not less than six weeksbefore the meeting;
      - in the case of any other requisition, not less than two weeks before the meeting; and

   ii. there is deposited or tendered with the requisition, a sum reasonably sufficient to meet the Company's expenses in giving effect thereto:

      Provided that if, after a copy of a requisition requiring notice of a resolution has been deposited at the Office of the Company, an Annual General Meeting is called on a date within six weeks after the copy has been deposited, the copy, although not deposited within the time required by this sub-section, shall be deemed to have been properly deposited for the purposes thereof.

c. The Company shall not be bound to circulate any statement as required by clause(b) of sub-section(1), if on the application either of the Company or of any other Person who claims to be aggrieved, the Central Government, by order, declares that the rights conferred by this section are being abusedto secure needless publicity for defamatory matter.

d. An order made under sub-section (3) may also direct that the cost incurred by the Company by virtue of this section shall be paid to the Company by the requisitionists, notwithstanding that they are not parties to the application.

VOTES MAY BE GIVEN BY PROXY OR ATTORNEY

160. Subject to the provisions of the Act and these Articles, votes may be given either Personally or by an attorney or by proxy or in the case of a body corporate, also by a representative duly authorised under section 113 of the Act.

161. A Person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights

162. Provided that a member holding more than ten percent of the total Share Capital of the Company carrying voting rights may appoint a single Person as proxy and such Person shall not act as proxy for any other Person or Shareholder.

VOTES OF MEMBERS

163.

a. Subject to the provisions of section 43 and sub-section (2) of section 50, -

   i. every member of a Company limited by Shares and holding equity Share Capital therein, shall have a right to vote on every resolution placed before the Company; and
   ii. his voting right on a poll shall be in proportion to his Share in the paid-up equity Share Capital of the Company.

b. Every member of a Company limited by Shares and holding any preference Share Capital therein shall, in respect of such Capital, have a right to vote only on resolutions placed before the Company which directly affect the rights attached to his preference Shares and, any resolution for the winding up of the Company or for the repayment or reduction of its equity or preference Share Capital and his voting right on a poll shall be in proportion to his Share in the paid-up preference Share Capital of the Company:

Provided that the proportion of the voting rights of Equity Shareholders to the voting rights of the preference Shareholders shall be in the same proportion as the paid-up Capital in respect of the Equity Shares bears to the paid-up Capital in respect of the preference Shares:

Provided further that where the Dividend in respect of a class of preference Shares has not been paid for a period of two years or more, such class of preference Shareholders shall have a right to vote on all the resolutions placed before the Company.

RIGHT OF MEMBER TO USE HIS VOTES DIFFERENTLY

164. On a poll being taken at meeting of the Company, a member entitled to more than one vote or his proxy or other Person entitled to vote for him as the case may be need not, if he votes, use all his votes or cast in the same way all the votes he uses.

REPRESENTATION OF BODY CORPORATE

165. Pursuant to section 113 a body corporate whether a Company within meaning of the Act or not may, if it is a member or creditor of the Company including being a holder of debentures, may authorize such Person by a resolution of its Board of Directors, as it thinks fit, to act as its representative at any meeting of members and creditors of the Company.

REPRESENTATION OF THE PRESIDENT OF INDIA OR GOVERNORS

166. The President of India or the Governor of State if he is a member of the Company may appoint such Person as he thinks fit to act, as his representative at any meeting of the Company or at any meeting of any class of members of the Company in accordance with provisions of Section 112 of the Act or any other statutory provision governing the same.

167. A Person appointed to act as aforesaid shall for the purposes of the Act be deemed to be a member of such a Company and shall be entitled to exercise the same rights and powers (including the right to vote by proxy) as the Governor could exercise, as member of the Company.

RESTRICTION ON EXERCISE OF VOTING RIGHT BY MEMBERS WHO HAVE NOT PAID CALLS

168. No member shall exercise any voting right in respect of any Shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has and/or has exercised its right of lien.

RESTRICTION ON EXERCISE OF VOTING RIGHT IN OTHER CASES TO BE VOID

169. A member is not prohibited from exercising his voting right on the ground that he has not held his Share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in Article 124.

HOW MEMBER NON-COMPOS MENTIS MAY VOTE

170. If any member be a lunatic or non-compos mentis, the vote is respect of his Share or Shares shall be his committee or other legal guardian provided that such evidence of the authority of the Person claimed to vote as shall be acceptable by the Board shall have been deposited at the Office of the Company not less than forty eight hours before the time of holding a meeting.

INSTRUMENT OF PROXY

171. The instrument appointing a proxy shall be in writing and signed by the appointer or his attorney duly authorized in writing or if the appointer is a body corporate be under its seal or be signed by an Office or attorney duly authorized by it.

INSTRUMENT OF PROXY TO BE DEPOSITED AT OFFICE

172. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarial certified copy of that power of attorney or authority shall be deposited at the Office of the Company not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the Person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid. No instrument of proxy shall be valid after the expiration of twelve months from the date of its execution.

WHEN VOTE BY PROXY VALID THOUGH AUTHORITY REVOKED

173. 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 Share in respect of which the vote 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 adjournment meeting at which the proxy is used.

FORM OF PROXY

174. Every instrument of proxy, whether for specified meeting or otherwise shall, as nearly as circumstances will admit, be in the form Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3)of the Companies (Management and Administration) Rules, 2014.

TIME FOR OBJECTION TO VOTE

175. No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be so tendered and every vote whether given Personally or by proxy and not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.

CHAIRMAN OF ANY MEETING TO BE THE JUDGE OF VALIDITY OF ANYVOTE

176. The Chairman of any meeting shall be sole judge of the validity of every vote tendered at such meeting. The Chairman present at the time of taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

MEMBER PAYING MONEY IN ADVANCE NOT BE ENTITLED TO VOTE IN RESPECTTHEREOF

177. A Member paying the whole or a part of the amount remaining unpaid on any Share held by him although no part of that amount has been called up, shall not be entitled to any voting rights or participate in Dividend or profits in respect of moneys so paid by him until the same would but for such payment become presently payable

DIRECTORS

178.

a. Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors shall not be less than three nor more than fifteen.

b. As on the date of adoption of this Articles of Association, following are the Directors of the Company:

i. MOHAN PRASAD PANDAY
ii. BALA BALAJI PANDAY
iii. NAGENDRA PRASAD PANDE
iv. HEERA RATNABAI PONDAY
v. KIRANMAI PANDAY
vi. MAHA VISHNU PRIYA PANDAY

BOARD OF DIRECTORS

179. The following shall be the First Directors of the Company.

a. MOHAN PRASAD PANDAY

b. BALA BALAJI PANDAY

c. NAGENDRA PRASAD PANDE

INCREASE IN NUMBER OF DIRECTORS TO REQUIRE GOVERNMENT SANCTION

180. The appointment of the Directors exceeding 15 (fifteen) will be subject to the provisions of Section 149 of the Act.

POWER OF DIRECTORS TO APPOINT ADDITIONAL DIRECTORS

181. The Board of Directors shall have the power to appoint any Person, other than a Person who fails to get appointed as a Director in a general meeting, as an additional Director at any time who shall hold Office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.

ALTERNATE DIRECTORS

182. The Board of Directors shall have the power to appoint a Person, not being a Person holding any alternate Directorship for any other Director in the Company, to act as an alternate Director for a Director during his absence for a period of not less than three months from India:

183. Provided that no Person shall be appointed as an alternate Director for an independent Director unless he is qualified to be appointed as an independent Director under the provisions of this Act:

184. Provided further that an alternate Director shall not hold Office for a period longer than that permissible to the Director in whose place he has been appointed and shall vacate the Office if and when the Director in whose place he has been appointed returns to India:

185. Provided also that if the term of Office of the original Director is determined before he so returns to India, any provision for the automatic re-appointment of retiring Directors in default of another appointment shall apply to the original, and not to the alternate Director.

NOMINEE DIRECTORS

186. The Board shall have the power to appoint any Person as a Director nominated by any institution in Pursuance of the provisions of any Law for the time being in force or of any agreement or by the Central Government or the State Government by virtue of its Shareholding in a Government Company.

187. If the Office of any Director appointed by the Company in general meeting is vacated before his term of Office expires in the normal course, the resulting casual vacancy may, in default of and subject to any regulations in the articles of the Company, be filled by the Board of Directors at a meeting of the Board:

188. Provided that any Person so appointed shall hold Office only up to the date up to which the Director in whose place he is appointed would have held Office if it had not been vacated.

189. A Director need not hold any qualification Shares.

REMUNERATION OF DIRECTORS

190.

a. Subject to the provisions of the Act, a Managing Director or any other Director, who is in the Whole time employment of the Company may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.

b. Subject to the provisions of the Act, a Director who is neither in the Whole-time employment not a Managing Director may be paid remuneration.

i. by way of monthly, quarterly or annual payment with the approval of the Central Government: or

ii. by way of commission if the Company by a special resolution authorises such payments.

c. The fees payable to Director (including a Managing or whole-time Director, if any) for attending

a meeting of the Board or Committee shall be decided by the Board of Directors from time to time, however the amount thereof shall not exceed limit provided in the Companies Act, 2013 and rules, if any, framed there under.

d. if any Director be called upon to perform extra services or special exertion or efforts (which expression shall include work done by a Director as member of any committee formed by the Directors), the Board may arrange with such Directors for such special remuneration for such extra services or special exertions or either by a fixed sum or otherwise as may be determined by the Board and such remuneration may be either in addition to or in substitution for his remuneration above provided subject to the provision of Section 197(4) of the Act.

INCREASE IN REMUNERATION OF DIRECTORS TO REQUIRE GOVERNMENT SANCTION

191. Any provision relating to the remuneration of any Director including the Managing Director or Joint Managing Director or whole time Director or executive Director whether contained in his original appointment or which purports to increase or has the effect of increasing whether directly or indirectly the amount of such remuneration and whether that provisions are contained in the articles or in any agreement entered into by the Board of Directors shall be subject to the provisions of Section 196, 197 and 203 of the Act and in accordance with the conditions specified in Schedule V and to the extent to which such appointment or any provisions for remuneration thereof is not in accordance with the Schedule V, the same shall not have any effect unless approved by the Central Government and shall be effective for such period and be subject to such conditions as may be stipulated by the Central Government and to the extent to which the same is not approved by the Central Government, the same shall become void and not enforceable against the Company.

TRAVELLING EXPENSES INCURRED BY A DIRECTOR NOT A BONAFIDE RESIDENT OR BY DIRECTOR GOING OUT ON COMPANY'S BUSINESS

192. The Board may allow and pay to any Director who is not a bonafide resident of the place where the meetings of the Board or committee thereof are ordinarily held and who shall come to a such place for the purpose of attending any meeting, such sum as the Board may consider fair compensation or for traveling, boarding, lodging and other expenses, in addition to his fee for attending such meeting as above specified and if any Director be called upon to go or reside out of the ordinary place of his residence on the Company's business, he shall be entitled to be repaid and reimbursed any travelling or other expenses, incurred in connection with business of the Company.

DIRECTORS MAY ACT NOTWITHSTANDING ANY VACANCY

193. The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as the number is reduced below the quorum fixed by the Act or by these Articles 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 for summoning a General Meeting of the Company but for no other purpose.

DISCLOSURE OF INTEREST OF DIRECTORS

194.

a. Every Director shall at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then at the first Board meeting held after such change, disclose his concern or interest in an Company or companies or bodies corporate, firms, or other association of individuals which shall include the Shareholding, in such manner as may be determined by central government.

b. Every Director of a Company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into—

i. with a body corporate in which such Director or such Director in association with any other Director, holds more than two per cent. Shareholding of that body corporate, or is a promoter, manager, Chief Executive Officer of that body corporate; or
ii. with a firm or other entity in which, such Director is a partner, owner or member, as the case may be, shall disclose the nature of his concern or interest at the meeting of the Board in which thecontract or arrangement is discussed and shall not participate in such meeting:

Provided that where any Director who is not so concerned or interested at the time ofentering into such contract or arrangement, he shall, if he becomes concerned or interestedafter the contract or arrangement is entered into, disclose his concern or interest forthwithwhen he becomes concerned or interested or at the first meeting of the Board held after hebecomes so concerned or interested.

c. A contract or arrangement entered into by the Company without disclosure under sub-section (2) orwith participation by a Director who is concerned or interested in any way, directly or indirectly, inthe contract or arrangement, shall be voidable at the option of the Company.

d. Nothing in this Article-

i. shall be taken to prejudice the operation of any rule of Law restricting a Director of a Company from having any concern or interest in any contract or arrangement with the Company;
ii. shall apply to any contract or arrangement entered into or to be entered into between two companies where any of the Directors of the one Company or two or more of them together holds or hold not more than two per cent. of the paid-up Share Capital in the other Company.

INTERESTED DIRECTOR NOT TO PARTICIPATE OR VOTE ON BOARD'S PROCEEDINGS

195. No Director of the Company shall, as Director, take any part in the discussion of or vote on any contract or arrangement entered into or to be entered into by or on behalf of the Company if he is in any way whether directly or indirectly, concerned or interested in the contract or arrangement, nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote and if he does vote his vote shall be void, provided however that Directors may vote on any contract of indemnity against any loss which the Directors or any one or more of them may suffer by reason of becoming or being sureties or surety for the Company.

BOARD'S SANCTION TO BE REQUIRED FOR CERTAIN CONTRACTS IN WHICHPARTICULAR DIRECTOR IS INTERESTED

196.

a. Except with the consent of the Board of Directors of the Company and of the Shareholders where applicable, the Company , shall not enter into any contract with a Related Party in contravention of Section 188 of the Act and the Rules made thereunder–

- for the sale, purchase or supply of any goods, materials or services; or
- selling or otherwise disposing of, or buying, property of any kind;
- leasing of property of any kind;
- availing or rendering of any services;
- appointment of any agent for purchase or sale of goods, materials, services or property;
- such Related Party's appointment to any Office or place of profit in the Company, its subsidiary Company or associate Company;
- underwriting the subscription of any Securities or derivatives thereof, of the Company:

b. Nothing contained in clause (1) shall affect any transactions entered into by the Company in its ordinary course of business other than transactions which are not on an arm's length basis.

c. Notwithstanding anything contained in clauses (1) and (2) a Related Party may, in circumstances of urgent necessity enter, without obtaining the consent of the Board, into any contract with the Company; but in such a case the consent of the Board shall be obtained at a meeting within three months of the date of which the contract was entered into or such other period as may be prescribed under the Act. (S.188 (3))

d. Every consent of the Board required under this Article shall be accorded by a resolution of the Board and the consent required under Clause (1) shall not be deemed to have been given within the meaning of that clause unless the consent is accorded before the contract is entered into or

within three months of the date on which it was entered into or such other period as may be prescribed under the Act.

e. If the consent is not accorded to any contract under this Article anything done in pursuance of the contract will be voidable at the option of the Board.

SPECIAL DIRECTOR

197. In connection with any collaboration arrangement with any Company or corporation or any firm or Person for supply of technical know-how and/or machinery or technical advice the Directors may authorize such Company, corporation, firm or Person herein-after in this clause referred to as "collaborator" to appoint from time to time any Person as Director of the Company (hereinafter referred to as "special Director") and may agree that such special Director shall not be liable to retire by rotation and need not possess any qualification Shares to qualify him for Office of such Director, so however that such special Director shall hold Office so long as such collaboration arrangement remains in force unless otherwise agreed upon between the Company and such collaborator under the collaboration arrangements or at any time thereafter.

198. The collaborators may at any time and from time to time remove any such special Director appointed by it and may at the time of such removal and also in the case of death or resignation of the Person so appointed, at any time appoint any other Person as special Director in his place and such appointment or removal shall be made in writing signed by such Company or corporation or any partner or such Person and shall be delivered to the Company at its Office.

199. It is clarified that every collaborator entitled to appoint a Director under this article may appoint one such Person as a Director and so that if more than one collaborator is so entitled there may be at any time as may special Directors as the collaborators eligible to make the appointment.

DIRECTORS' SITTING FEES

200. The fees payable to a Director for attending each Board meeting shall be such Sum as may be fixed by the Board of Directors not exceeding such as may be determined by central government by the Central Government for each of the meetings of the Board or A committee thereof and adjournments thereto attended by him. The Directors, Subject to the sanction of the Central Government (if any required) may be paid such higher fees as the Company in General Meeting shall from time to time determine.

DIRECTORS AND MANAGING DIRECTOR MAY CONTRACT WITH COMPANY

201. Subject to the provisions of the Act the Directors (including a Managing Director And whole time Director) shall not be disqualified by reason of his or their Office as such from holding Office under the Company or from contracting with the Company either as vendor, purchaser, lender, agent, broker, lessor or lessee or Otherwise, nor shall any such contract or any contracts or arrangement entered Into by or on behalf of the Company with any Director or with any Company or Partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting be liable to account to the Company for any profit realized by such contract or arrangement by reason only Of such Director holding that Office or of the fiduciary relation thereby established, but it is declared that the nature of his interest shall be disclosed as Provided by Section 188 of the Act and in this respect all the provisions of Section 179, 180, 184, 185, 186, 188, 189and 196 of the Act shall be duly observed and complied with.

DISQUALIFICATION OF THE DIRECTOR

202.

a. A Person shall not be eligible for appointment as a Director of a Company, if -

i. he is of unsound mind and stands so declared by a competent court;
ii. he is an undischarged insolvent;
iii. he has applied to be adjudicated as an insolvent and his application is pending;
iv. he has been convicted by a court of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence:

Provided that if a Person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a Director in any Company;

v. an order disqualifying him for appointment as a Director has been passed by a court or Tribunal and the order is in force;
vi. he has not paid any calls in respect of any Shares of the Company held by him, whether alone or jointly with others, and six months have elapsed from the last day fixed for the payment of the call;
vii. he has been convicted of the offence dealing with related party transactions under section188 at any time during the last preceding five years; or
viii. he has not complied with sub-section (3) of section 152.

b. No Person who is or has been a Director of a Company which –

i. has not filed financial statements or annual returns for any continuous period ofthree financial years; or
ii. has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any Dividend declared and such failure to pay or redeem continues for one year or more shall be eligible to be re-appointed as a Director of that Company or appointed in other Company for a period of five years from the date on which the said Company fails to do so.

DIRECTORS VACATING OFFICE

203. The Office of a Director shall be vacated if :

a. he is found to be of unsound mind by a Court of competent jurisdiction;

b. he applied to be adjudicated an insolvent;

c. he is adjudicated an insolvent;

d. he is convicted by a Court, of any offence involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the expiry of the sentence; Provided that if a Person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a Director in any Company;

e. he fails to pay any call in respect of Shares of the Company held by him, whether alone or jointly with others, within six months from the last date fixed for the payment of the call unless the Central Government by Notification in the Official Gazette removes the disqualification incurred by such failure;

f. he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board;

g. he is removed in pursuance of Section 169 of Act;

h. having been appointed a Director by virtue of his holding any Office or other employment in the Company, he ceases to hold such Office or other employment in the Company;

i. he acts in contravention of the provisions of Section 184 of the Act relating to entering into contracts or arrangements in which he is directly or indirectly interested;

j. he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of section 184.

DIRECTOR MAY BE DIRECTOR OF COMPANIES PROMOTED BY THE COMPANY

204. Subject to provisions of Section 203 of the Act, a Director may be or become a Director of any Company promoted by the Company, or in which it may be interested as a vendor, Shareholder, or otherwise and no such Director shall be accountable for any benefit received as Director or Shareholder of such Company except in so far Section 197or Section 188 of the Act may be applicable.

RETIREMENT AND ROTATION OF DIRECTORS

RETIREMENT OF DIRECTORS BY ROTATION

205.

a. At every Annual General Meeting, not less than two-thirds of the total number of Directors of aCompany shall -

   i. be Persons whose period of Office is liable to determination by retirement of Directors by rotation; and
   ii. save as otherwise expressly provided in this Act, be appointed by the Company in general meeting.

b. The remaining Directors in the case of any such Company shall, in default of, and subject to any regulations in the articles of the Company, also be appointed by the Company in general meeting.

c. At the first Annual General Meeting of a public Company held next after the date of the general meeting at which the first Directors are appointed in accordance with clauses (a) and (b) and a every subsequent Annual General Meeting, one-third of such of the Directors for the time being as are liable to retire by rotation, or if their number is neither three nor a multiple of three, then, the number nearest to one-third, shall retire from Office.

d. The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in Office since their last appointment, but as between Persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot.

e. At the Annual General Meeting at which a Director retires as aforesaid, the Company may fill up the vacancy by appointing the retiring Director or some other Person thereto.

206.

a. If the vacancy of the retiring Director is not so filled-up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday, at the same time and place.

b. If at the adjourned meeting also, the vacancy of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned meeting, unless–

   i. at that meeting or at the previous meeting a resolution for the re-appointment of such Director has been put to the meeting and lost;

   ii. the retiring Director has, by a notice in writing addressed to the Company or its Board of Directors, expressed his unwillingness to be so re-appointed;

   iii. he is not qualified or is disqualified for appointment;

   iv. a resolution, whether special or ordinary, is required for his appointment or re-appointment by virtue of any provisions of this Act; or section 162 is applicable to the case.

APPOINTMENT OF DIRECTOR TO BE VOTE INDIVIDUALLY

207.

a. At a general meeting of a Company, a motion for the appointment of two or more Persons as Directors of the Company by a single resolution shall not be moved unless a proposal to move such a motion has first been agreed to at the meeting without any vote being cast against it.
b. A resolution moved in contravention of sub-section (1) shall be void, whether or not any objection was taken when it was moved.
c. A motion for approving a Person for appointment, or for nominating a Person for appointment as a Director, shall be treated as a motion for his appointment.

208.

a. A Person who is not a retiring Director in terms of section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of a Director at any general meeting, if he, or some member intending to propose him as a Director, has, not less than fourteen days before the meeting ,left at the registered Office of the Company, a notice in writing under his hand signifying his candidature as a Director or, as the case may be, the intention of such member to propose him as a candidate for that Office, along with the deposit of one lakh rupees or such higher amount as may be determined by central government which shall be refunded to such Person or, as the case may be, to the member, if the Person proposed get selected as a Director or gets more than twenty-five per cent of total valid votes cast either on show of hands or on poll on such resolution.

b. The Company shall inform its members of the candidature of a Person for the Office of Director under sub-section (1) in such manner as may be determined by central government.

RESIGNATION OF DIRECTOR

209.

a. A Director may resign from his Office by giving a notice in writing to the Company and the Board shall on receipt of such notice take note of the same and the Company shall intimate the Registrar in such manner, within such time and in such form as may be determined by central government and shall also place the fact of such resignation in the report of Directors laid in the immediately following general meeting by the Company:

Provided that a Director shall also forward a copy of his resignation along with detailed reasons for the resignation to the Registrar within thirty days of resignation in such manner as may be determined by central government.

b. The resignation of a Director shall take effect from the date on which the notice is received by the Company or the date, if any, specified by the Director in the notice, whichever is later:

Provided that the Director who has resigned shall be liable even after his resignation for the offences which occurred during his tenure.

c. Where all the Directors of a Company resign from their Offices, or vacate their Offices under Section167 of the Act, the promoter or, in his absence, the Central Government shall appoint the required number of Directors who shall hold Office till the Directors are appointed by the Company in general meeting.

REGISTER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND NOTIFICATION OFCHANGES TO REGISTRAR

210. The Company shall keep at its Office, a Register of Director, Managing Director, Manager and Secretary and key managerial Personnel of the Company containing the particulars as required by Section 170 of the Act and shall send to the Registrar a return in the prescribed form containing the particulars specified in the said register and shall notify to the Registrar any change among its Directors, Managing Directors, Manager, Secretary and key managerial Personnel or any of the particulars contained in the register as required by Section 170 of the Act.

APPOINTMENT OF TECHNICAL OR EXECUTIVE DIRECTORS

211.

a. The Board of Directors shall have the right from time to time to appoint any Person or Persons as Technical Director or Executive Director/s and remove any such Persons from time to time without assigning any reason whatsoever. A Technical Director or Executive Director shall not be required to hold any qualification Shares and shall not be entitled to vote at any meeting of the Board of Directors.

b. Subject to the provisions of Section 161 of the Act, if the Office of any Director appointed by the Company in General Meeting vacated before his term of Office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold Office only up to the date up to which the Director in whose place he is appointed would have held Office if had not been vacated as aforesaid.

REMOVAL OF DIRECTORS

212.

a. A Company may, by ordinary resolution, remove a Director, not being a Director appointed by the Tribunal under section 242, before the expiry of the period of his Office after giving him a reasonable opportunity of being heard:

   Provided that nothing contained in this sub-section shall apply where the Company has availed itself of the option given to it under section 163 to appoint not less than two thirds of the total number of Directors according to the principle of proportional representation.

b. A special notice shall be required of any resolution, to remove a Director under this section, or to appoint somebody in place of a Director so removed, at the meeting at which he is removed.

c. On receipt of notice of a resolution to remove a Director under this section, the Company shall forthwith send a copy thereof to the Director concerned, and the Director, whether or not he is a member of the Company, shall be entitled to be heard on the resolution at the meeting.

d. Where notice has been given of a resolution to remove a Director under this section and the Director concerned makes with respect thereto representation in writing to the Company and requests its notification to members of the Company, the Company shall, if the time permits it to do so,—

   i. in any notice of the resolution given to members of the Company, state the fact of the representation having been made; and

   ii. send a copy of the representation to every member of the Company to whom notice of the meeting is sent (whether before or after receipt of the representation by the Company), and if a copy of the representation is not sent as aforesaid due to insufficient time or for the Company's default, the Director may without prejudice to his right to be heard orally require that the representation shall be read out at the meeting:

   Provided that copy of the representation need not be sent out and the representation need not be readout at the meeting if, on the application either of the Company or of any other Person who claims to be aggrieved, the Tribunal is satisfied that the rights conferred by this sub-section are being abused to secure needless publicity for defamatory matter; and the Tribunal may order the Company's costs on the application to be paid in whole or in part by the Director notwithstanding that he is not a party to it.

e. A vacancy created by the removal of a Director under this section may, if he had been appointed by the Company in general meeting or by the Board, be filled by the appointment of another Director in his place at the meeting at which he is removed, provided special notice of the intended appointment has been given under sub-section (2).

f. A Director so appointed shall hold Office till the date up to which his predecessor would have held Office if he had not been removed.

g. If the vacancy is not filled under sub-section (5), it may be filled as a casual vacancy in accordancewith the provisions of this Act:

Provided that the Director who was removed from Office shall not be re-appointed as a Director byhe Board of Directors.

h. Nothing in this section shall be taken -

- as depriving a Person removed under this section of any compensation or damages payable to him in respect of the termination of his appointment as Director as per the terms of contract or terms of his appointment as Director, or of any other appointment terminating with that as Director; or

- as derogating from any power to remove a Director under other provisions of this Act.

ELIGIBILITY FOR RE-ELECTION

213. A retiring Director shall be eligible for re-election.

PROCEEDINGS OF DIRECTORS

MEETINGS OF BOARD

214.

a. A minimum number of four meetings of its Board of Directors every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of theBoard:

Provided that the Central Government may, by notification, direct that the provisions of this subsection shall not apply in relation to any class or description of companies or shall apply subject tosuch exceptions, modifications or conditions as may be specified in the notification.

b. The participation of Directors in a meeting of the Board may be either in Person or through video conferencing or other audio visual means, as may be determined by central government, which arecapable of recording and recognising the participation of the Directors and of recording and storing theproceedings of such meetings along with date and time:

Provided that the Central Government may, by notification, specify such matters which shall not bedealt with in a meeting through video conferencing or other audio visual means.

c. A meeting of the Board shall be called by giving not less than seven days' notice in writing to every Director at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means:

Provided that a meeting of the Board may be called at shorter notice to transact urgent business subjectto the condition that at least one independent Director, if any, shall be present at the meeting:

Provided further that in case of absence of independent Directors from such a meeting of the Board,decisions taken at such a meeting shall be circulated to all the Directors and shall be final only onratification thereof by at least one independent Director, if any.

QUORUM

215.

a. The quorum for a meeting of the Board of Directors of a Company shall be one third of its total strength or two Directors, whichever is higher, and the participation of the Directors by videoconferencing or by other audio visual means shall also be counted for the purposes of quorum under this sub-section.

b. 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 thatfixed for the quorum, or of summoning a general meeting of the Company and for no other purpose.

c. Where at any time the number of interested Directors exceeds or is equal to two thirds of the total strength of the Board of Directors, the number of Directors who are not interested Directors and present at the meeting, being not less than two, shall be the quorum during such time.

d. Where a meeting of the Board could not be held for want of quorum, then, unless the articles of theCompany otherwise provide, the meeting shall automatically stand adjourned to the same day at thesame time and place in the next week or if that day is a national holiday till the next succeeding day,which is not a national holiday, at the same time and place.

DECISION OF QUESTIONS

216. Subject to the provisions of the Act, question arising at any meeting of the Board shall be decided by a majority of votes and in case of an equality of votes, the Chairman shall have a second or casting vote.

BOARD MAY APPOINT CHAIRMAN, CO-CHAIRMAN AND VICE CHAIRMAN

217. The Board may elect a Chairman, a Co-Chairman and a Vice Chairman of their Meetings and of the Company and determine the period for which he is to hold Office. The Chairman or in his absence the Co-Chairman or the Vice Chairman shall be entitled to take the Chair at every General Meeting, whether Annual or Extraordinary, or if there be no such Chairman or Co-Chairman or Vice Chairman of the Board

of Directors, or if at any Meeting neither of these shall be present within fifteen minutes of the time appointed for holding such Meeting, the Directors present may choose one of their members to be the Chairman of the Meeting of their meetings and determine the period for which he is to hold Office, but if no such Chairman is elected or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be the Chairman of the Meeting.

POWER OF BOARD MEETING

218. A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act or the Articles are for the time being vested in or exercisable by the Board generally.

219. Subject to the restrictions contained in Section 179 of the Act, the Board may delegate any of its power to a Committee of the Board consisting of such member or members of its body or any other Person as it thinks fit and it may from time to time revoke and discharge any such committee of the Board so formed, shall in the exercise of the power so delegated confirm to any regulations that may from time to time be imposed on it by the Board. All acts done by such Committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

MEETING OF THE COMMITTEE HOW TO BE GOVERNED

220. The meeting and proceedings of any such Committee of the Board consisting of two or more Persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board, so far as the same are applicable thereto and are not superseded by any regulations made by the Board under the last preceding Article.

DEFECTS IN APPOINTMENT OF DIRECTORS NOT TO INVALIDATE ACTIONS TAKEN

221. No act done by a Person as a Director shall be deemed to be invalid not withstanding that it was subsequently noticed that his appointment was invalid by reason of any defect or disqualification or had terminated by virtue of any provision contained in this Act or in the Articles of the Company:

222. Provided that nothing in this section shall be deemed to give validity to any act done by the Director after his appointment has been noticed by the Company to be invalid or to have terminated.

PASSING OF RESOLUTION BY CIRCULATION

223.

a. No resolution shall be deemed to have been duly passed by the Board or by a committee thereof by circulation, unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the Directors, or members of the committee, as the case may be, at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be determined by central government and has been approved by a majority of the Directors or members, who are entitled to vote on the resolution:

Provided that, where not less than one-third of the total number of Directors of the Company for the time being require that any resolution under circulation must be decided at a meeting, the chairperson shall put the resolution to be decided at a meeting of the Board.

b. A resolution under sub-section (1) above shall be noted at a subsequent meeting of the Board or the committee thereof, as the case may be, and made part of the minutes of such meeting.

SPECIAL NOTICE

224. Where by any provision contained in the Act or in these Articles special notice is required for any resolution, notice of the intention to move the resolution shall be given to the Company by such number of members holding not less than one per cent. of total voting power or holding Shares on which such aggregate sum not exceeding five lakh rupees, as may be prescribed, has been paid-up, not less than fourteen days before the meeting at which it is to be moved exclusive of the day on which the notice is served or deemed to be served and the day of the meeting. The Company shall immediately after the notice of the intention to move any such resolution has been received by it, give its members notice of the resolution in the same manner as it gives notice of the meeting, or if that is not practicable, shall give them notice thereof either by advertisement in a newspaper having an appropriate circulation or in any

other mode allowed by these presents not less than seven days before the meeting.

GENERAL POWERS OF THE BOARD

225.

a. The Board of Directors of a Company shall be entitled to exercise all such powers, and to do all such acts and things, as the Company is authorized to exercise and do:

Provided that in exercising such power or doing such act or thing, the Board shall be subject to the provisions contained in that behalf in this Act, or in the Memorandum or Articles, or in any regulations not inconsistent therewith and duly made there under, including regulations made by the Company in general meeting:

Provided further that the Board shall not exercise any power or do any act or thing which is directed or required, whether under this Act or by the Memorandum or Articles of the Company or otherwise, to be exercised or done by the Company in general meeting.

b. No regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

c. At any point of time from the date of adoption of these Articles, if the Articles are or become contrary to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirement) Regulations, 2015, as amended (the "Listing Regulations"), the provisions of the Listing Regulations shall prevail over the Articles to such extent and the Company shall discharge all of its obligations as prescribed under the Listing Regulations, from time to time.

CERTAIN POWERS TO BE EXERCISED BY THE BOARD ONLY AT MEETINGS

226. The Board of Directors of a Company shall exercise the following powers on behalf of the Company by means of resolutions passed at meetings of the Board, namely: -

a. to make calls on Shareholders in respect of money unpaid on their Shares;

b. to authorize buy-back of Securities under section 68;

c. to issue securities, including debentures, whether in or outside India;

d. to borrow monies;

e. to invest the funds of the Company;

f. to grant loans or give guarantee or provide security in respect of loans;

g. to approve financial statement and the Board’s report;

h. to diversify the business of the Company;

i. to approve amalgamation, merger or reconstruction;

j. to take over a Company or acquire a controlling or substantial stake in another Company;

k. to make political contributions;

l. to appoint or remove key managerial Personnel (KMP);

m. to take note of appointment(s) or removal(s) of one level below the Key Managerial Personnel;

n. to appoint internal Auditors and secretarial auditor;

o. to take note of disclosure of Director’s interest and Shareholding;

p. to buy, sell investments held by the Company (other than trade investments) constituting five percent or more of the paid up Share Capital and free reserve of the investee Company;

q. to invite and accept or renew public deposits and related matters;

r. to review or change the terms and conditions of public deposit;

s. to approve quarterly, half yearly and annual financial statements or financial results as the case may be. Provided that the Board may, by a resolution passed at a meeting, delegate to any committee of Directors, the managing Director, the manager or any other principal Officer of the Company or in the case of a branch Office of the Company, the principal Officer of the branch Office, the powers specified in clauses (d) to (f) on such conditions as it may specify:

Nothing in this section shall be deemed to affect the right of the Company in general meeting to impose restrictions and conditions on the exercise by the Board of any of the powers specified in this section.

RESTRICTIONS ON POWERS OF BOARD

227.

a. The Board of Directors of a Company shall exercise the following powers only with the consent ofthe Company by a special resolution, namely: -

i. to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.
ii. to invest otherwise in trust Securities the amount of compensation received by it as a result of any merger or amalgamation;
iii. to borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid-up Share Capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business:

Provided that the acceptance by a banking Company, in the ordinary course of its business, of deposits of money from the public, repayable on demand or otherwise and with drawable by cheque, draft, order or otherwise, shall not be deemed to be a borrowing of monies by the banking Company within the meaning of this clause.

iv. to remit, or give time for the repayment of, any debt due from a Director.

b. Every special resolution passed by the Company in general meeting in relation to the exercise of the powers referred to in clause (c) of sub-section (1) shall specify the total amount up to which monies may be borrowed by the Board of Directors.

c. Nothing contained in clause (a) of sub-section (1) shall affect –

i. the title of a buyer or other Person who buys or takes on lease any propertyinvestment or undertaking as is referred to in that clause, in good faith; or
ii. the sale or lease of any property of the Company where the ordinary business of theCompany consists of, or comprises, such selling or leasing.

d. Any special resolution passed by the Company consenting to the transaction as is referred to in clause (a) of sub-section (1) may stipulate such conditions as may be specified in such resolution, including conditions regarding the use, disposal or investment of the sale proceeds which may result from the transactions:

Provided that this sub-section shall not be deemed to authorise the Company to effect any reduction in its Capital except in accordance with the provisions contained in this Act.

e. No debt incurred by the Company in excess of the limit imposed by clause (c) of sub-section (1) shall be valid or effectual, unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by that clause had been exceeded.

POWER TO BORROW

228. Subject to the provisions of Sections 73 and 180 of the Act, the Board may, from time to time at its discretion and by means of resolutions passed at its meeting accept deposits from members either in

advance of calls or otherwise and generally, raise or borrow or secure the payment or any sum or sums of money for the purposes of the Company.

229. All the provisions applicable to nomination facility available to Shareholder(s) and debenture holder(s) enumerated in these Articles shall equally apply to deposit holder(s) and the provisions of Section 72 of the Act shall also apply.

THE PAYMENT OR REPAYMENT OF MONEYS BORROWED

230. The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board of Directors may think fit, and in particular in pursuance of a resolution passed at a meeting of the Board (and not by circular resolution) by the issue of bonds, debentures or debentures stock of the Company, charged upon all or any part of the property of the Company, (both present and future), including its un-called Capital for the time being and the debentures and the debenture stock and other Securities may be made assignable free from any equities between the Company and the Person to whom the same may be issued.

BONDS, DEBENTURES, ETC. TO BE SUBJECT TO CONTROL OF DIRECTORS

231. Any bonds, debentures, debenture-stock or other Securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and condition and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

Provided that bonds, debentures, debenture-stock or other Securities so issued or to be issued by the Company with the right to allotment of or conversion into Shares shall not be issued except with the sanction of the Company in general meeting.

CONDITION ON WHICH MONEY MAY BE BORROWED

232. The Board may raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular by the issue of bonds, perpetual or redeemable debenture-stock or any mortgage, charge or other security on the undertaking of the whole or any part of the Company (both present and future) including its uncalled Capital for the time being. The Board shall exercise such power only by means of resolutions passed at its meetings and not by circular resolutions.

TERMS OF ISSUE OF DEBENTURES

233. Any debentures, debenture-stock or other Securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into Shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of Shares, attending (but not voting)at the General Meeting, appointment of Directors and otherwise Debentures with the right to conversion into or allotment of Shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.

DEBENTURES WITH VOTING RIGHTS NOT BE ISSUED

234.

a) A Company may issue debentures with an option to convert such debentures into Shares, either wholly or partly at the time of redemption:

Provided that the issue of debentures with an option to convert such debentures into Shares, wholly or partly, shall be approved by a special resolution passed at a general meeting.

b) No Company shall issue any debentures carrying any voting rights.

c) Secured debentures may be issued by a Company subject to such terms and conditions asmay be determined by central government.

d) Where debentures are issued by a Company under this section, the Company shall create a debenture redemption reserve account out of the profits of the Company available for payment of Dividend and the amount credited to such account shall not be utilized by the Company except for the redemption of debentures.

e) No Company shall issue a Draft Prospectus or make an offer or invitation to the public or to its members

exceeding five hundred for the subscription of its debentures, unless the Company has, before such issue or offer, appointed one or more debenture trustees and the conditions governing the appointment of such trustees shall be such as may be determined by central government.

f) A debenture trustee shall take steps to protect the interests of the debentureholders and redress their grievances in accordance with such rules as may be determined by central government.

g) Any provision contained in a trust deed for securing the issue of debentures, or in any contract with the debenture-holders secured by a trust deed, shall be void in so far as it would have the effect of exempting a trustee thereof from, or indemnifying him against, any liability for breach of trust, where he fails to show the degree of care and due diligence required of him as a trustee, having regard to the provisions of the trust deed conferring on him any power, authority or discretion:

Provided that the liability of the debenture trustee shall be subject to such exemptions asmay be agreed upon by a majority of debenture-holders holding not less than three-fourths invalue of the total debentures at a meeting held for the purpose.

h) A Company shall pay interest and redeem the debentures in accordance with the terms andconditions of their issue.

i) Where at any time the debenture trustee comes to a conclusion that the assets of the Company are insufficient or are likely to become insufficient to discharge the principal amount as and when it becomes due, the debenture trustee may file a petition before the Tribunal and the Tribunal may, after hearing the Company and any other Person interested inthe matter, by order, impose such restrictions on the incurring of any further liabilities by theCompany as the Tribunal may consider necessary in the interests of the debenture-holders.

j) Where a Company fails to redeem the debentures on the date of their maturity or fails to payinterest on the debentures when it is due, the Tribunal may, on the application of any or all of the debenture-holders, or debenture trustee and, after hearing the parties concerned ,direct, by order, the Company to redeem the debentures forthwith on payment of principal and interest due thereon.

k) If any default is made in complying with the order of the Tribunal under this section, everyOfficer of the Company who is in default shall be punishable with imprisonment for a term which may extend to three years or with fine which shall not be less than two lakh rupeesbut which may extend to five lakh rupees, or with both.

l) A contract with the Company to take up and pay for any debentures of the Company may beenforced by a decree for specific performance.

m) The Central Government may prescribe the procedure, for securing the issue of debentures, the form of debenture trust deed, the procedure for the debenture-holders to inspect the trust deed and to obtain copies thereof, quantum of debenture redemption reserve required to be created and such other matters.

EXECUTION OF INDEMNITY

235. If the Directors or any of them or any other Persons shall become Personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity against any loss which the Directors or any one or more of them may suffer by reason of becoming or being sureties or surety for the Company.

CERTAIN POWERS OF THE BOARD

236. Without prejudice to the general powers conferred by these Articles and so as not in any way to limit or restrict those powers, but subject however to the provisions of the Act, it is hereby expressly declared that the Board shall have the following powers:

a) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment, and registration of the Company.

b) Subject to Sections 179 and 188 and other applicable provisions of the Act, to purchase or otherwise acquire for the Company any property, movable or immovable, rights or privileges which the Company is authorized to acquire at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition to accept such title as the Board may

believe or may be advised to be reasonably satisfactory.

c) At its discretion and subject to the provisions of the Act, to pay for any property, rights, privileges acquired by or services rendered to the Company, either wholly or partially in cash or in Shares, bonds, debentures, mortgages or other Securities of the Company and any such Shares may be issued either as fully paid up or with such amount credited as fully paid up thereon as may be agreed upon and any such bonds, debentures, mortgages o other Securities may be either specifically charges upon all or any part of the property of the Company including its uncalled Capital or not so charges.

d) To secure the fulfillment of any contracts, agreements or engagements entered into by the Company by mortgage of charge of all or any of the property of the Company and its uncalled Capital for the time being or in such manner as they may think fit.

e) To appoint and at its discretion, remove or suspend, such managers, secretaries, Officers, clerks, agents and employees for permanent, temporary or special services as it may from time to time think fit and to determine their power and duties and fix their salaries, emoluments remuneration and to require security in such instances and of such amounts as it may think fit.

f) To accept from any member subject to the provisions of the Act, a surrender of his Share or any part thereof on such terms and condition as shall be agreed.

g) To appoint any Person or Persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purpose and to execute and do all such deeds and things as may be required in relation to any such trust and to provide for the remuneration of such trustee or trustees.

h) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its Officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due or any claims or demands by or against the Company and to refer any difference to arbitration and observe and perform the terms of any awards made therein either according to Indian Law or according to Foreign Law and either in India or abroad and observe and perform or challenge any award made therein.

i) To refer any claims or demands by or against the Company or any difference to arbitration and observe and perform the awards.

j) To act on behalf of the Company in all matters relating to bankruptcy and insolvency.

k) To make and give receipts, releases and other discharges for money payable to the Company and for the claims and demands of the Company.

l) To open and operate Bank Accounts, to determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, Dividend warrants, releases, contracts and documents and to give the necessary authority for such purposes.

m) Subject to the provisions of the Act and these Articles from time to time to provide for the management of the affairs of the Company in or outside India in such manner as it may think fit and in particular to appoint any Person to be the attorneys or agents of the Company with such Person (including the power to sub-delegate) and upon such terms as may be though fit.

n) Subject to the provisions of Sections 179,180, 185 of Act and other applicable provisions of the Act and these Articles, to invest and deal with the moneys of the Company not immediately required for the purpose thereof in or upon such security (not being Shares in this Company) or without security and in such manner as it may think fit and from time to time to vary or realize such investments save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.

o) To execute in the name and on behalf of the Company in favour of any Director or other Person who may incur or be about to incur, any Personal liability for the benefit of the Company, such mortgages of the Company's property (present and future) as it thinks fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.

p) To distribute by way of bonus amongst the staff of the Company a Share or Shares in the profits of the Company and to give to any Director, Officer or other Person employed by the Company a commission on the profits of any particular business or transaction and to charge such bonus or commission as a part of working expenses of the Company.

q) To provide for the welfare of employees or ex-employees of the Company and the wives and families or the dependents or connections of such Persons by building or contributing to the building of houses, dwellings or chawls or by grants of money, pension, gratuity, annuities, allowances, bonuses or other payments or by creating and from time to time subscribing or contributing to, provident fund and other associations institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction or recreations, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit.

r) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.

s) Before recommending any Dividend, to set aside, out of the profits of the Company, such sums as it may think proper for depreciation or to a depreciation fund or to an insurance fund or as a reserve fund or sinking fund or any special fund to meet contingencies to repay debentures or for debenture-stock or for special Dividends or for equalizing Dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purposes referred to in the last two preceding clauses) as the Board of Directors, may in its absolute discretion-think conducive to the interest of the Company and subject to Section 292 of the Act to invest the several sums so set aside or so much thereof as is required to be invested, upon such investments (other than Shares of this Company) as it may think fit and from time to time deal with and vary such investments and dispose off and apply and expend all or any part the for the benefit of the Company, in such manner & for such purposes as the Board of Directors in its absolute discretion think conducive to the interest of the Company notwithstanding that the matters to which the Board of Directors applies or upon which it expends the same or any part thereof may be matters to or upon which the Capital moneys of the Company might rightly be applied or expended and to divide the general reserve fund into such special funds as the Board of Directors may think fit with full power to transfer the whole or any portion of a reserve fund or division of reserve fund to another reserve fund and with full power to employ the asset constituting all or any of the above funds including the depreciation fund in the business of the Company or in the purchase or repayment of debentures or debenture-stock and that without being bound to keep the same separate from the other assets and without being bound to pay interest on ht same with power however to the Board of Directors at its discretion to pay or allow to the credit of such funds, interest at such rate as the Board of Directors may think proper.

t) To pay and charge to the Capital account of the Company any commission or interest Lawfully payable the out under the provisions of the Act and of the provision contained in these presents.

u) From time to time make, vary and repeal by-Laws for regulation of the business of the Company, its Officers and servants.

v) To redeem redeemable preference Shares.

w) Subject to provisions of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter in to all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.

x) To undertake any branch or kind of business which the Company is expressly or by implication authorized to undertake at such time or times as it shall think fit and to keep in abeyance any such branch or kind of business even though it may have been actually commenced or not, so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business.

APPOINTMENT OF INDEPENDENT DIRECTOR

237. Pursuant to section 149 and rules as may be applicable and subject to the provisions of Schedule IV the Company shall appoint such number of independent Directors from time to time as may be determined by central government by the Central Government.

238. Every independent Director shall at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every Financial Year or whenever there is any change in the circumstances which may affect his status as an independent Director, give a declaration that he meets the criteria of independence.

239. Notwithstanding anything contained in any other provision of this Act, but subject to the provisions of sections 197 and 198, an independent Director shall not be entitled to any stock option and may receive remuneration by way of fee provided under sub-section (5) of section 197, reimbursement of expenses for participation in the Board and other meetings and profit related commission as may be approved by the members.

240. Subject to the provisions of section 152, an independent Director shall hold Office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

241. No independent Director shall hold Office for more than two consecutive terms, but such independent Director shall be eligible for appointment after the expiration of three years of ceasing to become an independent Director:

242. Provided that an independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

a. Notwithstanding anything contained in this Act –

(i) an independent Director;

(ii) a non-executive Director not being promoter or key managerial Personnel, shall be held liable, only in respect of such acts of omission or commission by a Company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently.

The provisions of sub-sections (6) and (7) of section 152 in respect of retirement of Directors by rotation shall not be applicable to appointment of independent Directors.

KEY MANAGERIAL PERSONNEL

APPOINTMENT OF KEY MANAGERIAL PERSONNEL

243.

1) Subject to the provisions of Sections 203 and other applicable provisions, if any of the Act, Company shall appoint whole-time key managerial Personnel by means of a resolution of the Board containing the terms and conditions of the appointment including the remuneration.

2) A whole-time key managerial Personnel shall not hold Office in more than one Company except in its subsidiary Company at the same time:

Provided that nothing contained in this sub-clause shall disentitle a key managerial Personnel from being a Director of any Company with the permission of the Board:

Provided further that whole-time key managerial Personnel holding Office in more than one Company at the same time on the date of commencement of this Act, shall, within a period of six months from such commencement, choose one Company, in which he wishes to continue to hold the Office of key managerial Personnel:

Provided also that a Company may appoint or employ a Person as its managing Director, if he is the managing Director or manager of one, and of not more than one, other Company and such appointment or employment is made or approved by a resolution passed at a meeting of the Board with the consent of all the Directors present at the meeting and of which meeting, and of the resolution to be moved thereat, specific notice has been given to all the Directors then in India.

3) If the Office of any whole-time key managerial Personnel is vacated, the resulting vacancy shall be filled-up by the Board at a meeting of the Board within a period of six months from the date of such vacancy.

REMUNERATION OF KEY MANAGERIAL PERSONNEL

244. The remuneration of Key Managerial Personnel shall from time to time, be fixed by the Board and may be by way of salary or commission or participation in profits or by any or all of these modes or in any other form and shall be subject to the limitations prescribed in Schedule V along with Sections 196 and 197 of the Act.

DIRECTORS MAY CONFER POWER ON MANAGING DIRECTOR

245. Subject to the provisions of the Act and to the restrictions contained in these Articles, Board may from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable by the Board under these Articles as it may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as it thinks expedient.

CERTAIN PERSONS NOT TO BE APPOINTED AS MANAGING DIRECTORS

246. No Company shall appoint or continue the employment of any Person as managing Director, whole-time Director or manager who –

a. is below the age of twenty-one years or has attained the age of seventy years:

Provided that appointment of a Person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such Person;

b. is an undischarged insolvent or has at any time been adjudged as an insolvent;

c. has at any time suspended payment to his creditors or makes, or has at anytime made, a composition with them; or

d. has at any time been convicted by a court of an offence and sentenced for a period of more than six months.

A Person shall not be eligible for appointment as a Director of a Company if such Person suffers any of the disqualifications provided under Section 164 of the Act.

247. Special to any contract between him and the Company, a Managing or Wholetime Director shall not, while he continues to hold that Office, be subject to retirement by rotation and he shall not be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire but (subject to the provision of any contract between him and the Company), he shall be subject to the same provisions as to resignation and removal as the Directors of the Company and shall, ipso facto and immediately, cease to be a Managing Director if he ceases to hold the Office of Director from any cause.

248. The Company shall not appoint or employ at the same time more than one of the following categories of managerial Personnel namely:-

a. Managing Director and

b. Manager.

and shall duly observe the provisions of Section 196 of the Act regarding prohibition of simultaneous appointment of different categories of managerial Personnel therein referred to.

THE SECRETARY

249. The Board may, from time to time, appoint and at its discretion, remove any individual (hereinafter called the Secretary) to perform any function which by the Act are to be performed by the Secretary and to execute any other ministerial or administrative duties which may from time to time be assigned to the Secretary by the Board. The Board may also at any time appoint some Persons (who need not be the Secretary) to keep the registers required to be kept by the Company. The appointment of Secretary shall conform to the provisions of Section 203 of the Act.

THE SEAL, ITS CUSTODY AND USE

250. The Board of Directors shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof and shall provide for the safe custody of the Seal for time being and the Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and except in the presence of at least two Director or such other Person as the Directors may appoint for the purpose and the Directors or other Persons aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

MINUTES

251.

a. The Company shall cause minutes of all proceedings of every General Meeting and all proceedings of every meeting of its Board of /Directors or of every Committee of the Board to be kept by making within thirty days of the conclusion of every such meeting concerned, entries thereof in books kept for that, their pages consecutively numbered.

b. Each page of every such book shall be initialed or signed and the last Page of the record of proceedings of each meeting in such books shall be dated and signed.

(a) in the case of minutes of proceedings of a meeting of the Board or of a committee hereof, by the Chairman of the next succeeding meeting.
(b) In the case of minutes of proceedings of a General Meeting, by the chairman of the same meeting within the aforesaid period of thirty Days or in the event of the death or inability of that Chairman within that period, by a Director duly authorized by the Board for the purpose.

252. Minutes of proceedings of every General Meeting and of the proceedings of every meeting of the Board kept in accordance with the provisions of Article 198 above, shall be evidence of the proceedings recorded therein.

253. Where minutes of the proceedings of every General Meeting of the Company or of any meeting of the Board or of a Committee of the Board have been kept in accordance with the provisions of article 199 above then, until the contrary is proved the meeting shall be deemed to have been duly called and held and all proceedings thereat to have duly taken place and in particular all appointments of Directors or liquidators made at the meeting shall be deemed to be Valid.

254.

a) The books containing the minutes of the proceedings of any General Meeting of the Company shall be kept at the Office of the Company and shall be open for inspection of members without charge between the hours 2 p.m. and 5 p.m. during business hours on each working day except Saturday.

b) Any member of the Company shall be entitled to be furnished, within seven days after he has made a request in writing in that behalf to the Company, with a copy of any minutes referred above on payment of such sum not exceeding Ten Rupees for every page thereof required to be copied.

c) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.

d) The minutes of different meetings shall contain a fair and correct summary of proceedings thereat.

e) All appointments of Officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.

f) In the case of a meeting of the Board of Directors or of a committee of the Board, the minutes shall also contain -

i. the names of the Directors present at the meeting; and
ii. in the case of each resolution passed at the meeting, the names of the Directors, ifany, dissenting from, or not concurring with the resolution.

g) Nothing contained in clauses (1) to (6) there shall not be included in the minutes, any matter which,in the opinion of the Chairman of the meeting –

i. is or could reasonably be regarded as defamatory of any Person; or

ii. is irrelevant or immaterial to the proceedings; or
iii. is detrimental to the interests of the Company.

The Chairman shall exercise and absolute discretion in regard to the inclusion or non-inclusion of any matters in the minutes on the grounds specified in this clause.

PRESUMPTIONS TO BE DRAWN WHERE MINUTES DULY DRAWN AND SIGNED

255. Where minutes of the proceedings of any general meeting of the Company or of any meeting of its Board of Directors of a Committee of the Board have been kept in accordance with the provisions of Section 118 of the act then, until the contrary is proved, the meting shall be deemed to have been duly called and held, and all proceedings thereat to have duly taken place and in particular all appointments of Directors of Liquidators made at the meeting shall be deemed to be valid and the minutes shall be evidence of the proceedings recorded therein.

DIVIDENDS

256.

a. No Dividend shall be declared or paid by a Company for any financial year except –

a) out of the profits of the Company for that year arrived at after providing for depreciation or out of the profits of the Company for any previous financial year or years arrived at after providing for depreciation in accordance with the provisions of that sub-section and remaining undistributed, or out of both; or
b) out of money provided by the Central Government or a State Government for the payment of Dividend by the Company in pursuance of a guarantee given by that Government: Provided that a Company may, before the declaration of any Dividend in any financial year, transfer such percentage of its profits for that financial year as it may consider appropriate to the reserves of the Company:

Provided further that where, owing to inadequacy or absence of profits in any Financial Year, any Company proposes to declare Dividend out of the accumulated profits earned by it in previous years and transferred by the Company to the reserves, such declaration of Dividend shall not be made except in accordance with such rules as may be determined by central government in this behalf:

Provided also that no Dividend shall be declared or paid by a Company from its reservesother than free reserves.

b. The depreciation shall be provided in accordance with the provisions of Schedule II of the act.

c. The Board of Directors of a Company may declare interim Dividend during any financial year out of the surplus in the profit and loss account and out of profits of the financial year in which such interim Dividend is sought to be declared:

Provided that in case the Company has incurred loss during the current financial year up to the end of the quarter immediately preceding the date of declaration of interim Dividend, such interim Dividend shall not be declared at a rate higher than the average Dividends declared by the Company during the immediately preceding three financial years.

d. The amount of the Dividend, including interim Dividend, shall be deposited in a scheduled bank in aseparate account within five days from the date of declaration of such Dividend.

e. No Dividend shall be paid by a Company in respect of any Share therein except to the registered Shareholder of such Share or to his order or to his banker and shall not be payable except in cash:

Provided that nothing in this sub-section shall be deemed to prohibit the Capitalization of profits or reserves of a Company for the purpose of issuing fully paid-up bonus Shares or paying up any amount for the time being unpaid on any Shares held by the members of the Company:

Provided further that any Dividend payable in cash may be paid by cheque or warrantor in any electronic mode to the Shareholder entitled to the payment of the Dividend.

f. A Company which fails to comply with the provisions of sections 73 and 74 shall not, so long as such failure continues, declare any Dividend on its equity Shares.

DIVIDEND TO JOINT HOLDERS

257. Any one of several Persons who are registered as joint holders of any Shares may give effectual receipts for all Dividends or bonus and payments on account of Dividends in respect of such Shares.

258. 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.

259. No amount paid or credited as paid on a Share in advance of calls shall be treated as paid up on the Share.

APPORTIONMENT OF DIVIDENDS

260. All Dividends shall be apportioned and paid proportionate 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.

DECLARATION OF DIVIDENDS

261. The Company in General Meeting may, subject to the provisions of Section 123 of the Act, declared a Dividend to be paid to the members according to their right and interests in the profits and may fix the time for payment.

RESTRICTION ON AMOUNT OF DIVIDEND

262. No larger Dividend shall be declared than is recommended by the Board, but the Company in General Meeting may declare a smaller Dividend.

DIVIDEND OUT OF PROFITS ONLY AND NOT TO CARRY INTEREST

263.

a. No Dividend shall be payable except out of the profits of the Company arrived at as stated in Section 123 of the Act.

b. The declaration of the Board as to the amount of the net profits of the Company shall be conclusive.

INTERIM DIVIDENDS

264. The Board of Directors may from time to time pay the members such interim Dividends as appears to it to be justified by the profits of the Company in accordance with Section 123 of the Act.

DEBTS MAY BE DEDUCTED

265. The Board may retain any Dividends payable on Shares on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which lien exists.

DIVIDEND AND CALL TOGETHER

266. Any General Meeting declaring an Dividend may make a call on the members of such amount as the meeting fixes but so that the call on each members shall not exceed the Dividend payable on him and so that the call may be made payable at the same time as the Dividend and Dividend may; if so arranged between the Company and the member, be set off against the call.

EFFECT OF TRANSFER

267. Right to Dividend, right Shares and bonus Shares shall be held in abeyance pending registration of transfer of Shares in conformity with the provision of Section 126 of the Act.

RETENTION IN CERTAIN CASES

268. The Board may retain the Dividends payable upon Share in respect of which any Person is under Articles entitled to become a member of which any Person under that Article is entitled to transfer until such Person shall become a member in respect of such Shares or shall duly transfer the same.

NO MEMBER TO RECEIVE INTEREST OR DIVIDEND WHILST INDEBTED TO THE COMPANY ANDCOMPANY'S RIGHT TO REIMBURSEMENT THERE OUT

269. No member shall be entitled to receive payment of an interest or Dividend in respect of his own Share or Shares whilst any money may be due or owing from him to the Company in respect of such Share or Shares otherwise howsoever either alone or jointly with any other Person or Persons and the Board may deduct from the interest or Dividend payable to any Shareholder all sums or money so due from him to the Company.

PAYMENT BY POST

270. Any Dividend payable in cash may be paid by cheque or warrant sent through the post directly to the registered address of the Shareholder entitled to the payment of the Dividend or in the case of joint Shareholders to the registered address of that one whose name stands first on the Register of Members in respect of the joint Shareholding or to such Persons and to such address as the Shareholders of the joint Shareholders may in writing direct and every cheque or warrant so send shall be made payable to the order of the Person to whom it is sent and the Company shall not be responsible or liable for any cheque or warrant lost in transit or for any Dividend lost to the member or Person entitled thereto by the forged endorsement of any cheque or warrant of the fraudulent recovery thereof by any other means. The Company may, if it thinks fit, call upon theShareholders when applying for Dividends or bonus to produce their Share certificates at the Office or other place where the payment of Dividend is to be made.

DIVIDEND TO BE PAID WITHIN THIRTY DAYS

271. The Company shall pay Dividend or send the warrant in respect thereof to the Shareholder entitled to the payment of the Dividend within Thirty days from the date of the declaration of the Dividend unless:

a. the Dividend could not be paid by reason of the operation of any Law or

b. a Shareholder has given directions to the Company regarding the payment of Dividend and these directions can not be complied with or

c. there is dispute, regarding the right to receive the Dividend or

d. the Dividend has been Lawfully adjusted by the Company against any sum due to it from the Shareholder or

e. for any other reason, the failure to pay the Dividend or to post the warrant within the period aforesaid was not due to any default on the part of the Company.

UNPAID OR UNCLAIMED DIVIDEND

272.

a. Where a Dividend has been declared by a Company but has not been paid or claimed within thirty days from the date of the declaration to any Shareholder entitled to the payment of the Dividend, the Company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of Dividend which remains unpaid or unclaimed to a special account to be opened by the Company in that behalf in any scheduled bank to be called the Unpaid Dividend Account.

b. The Company shall, within a period of ninety days of making any transfer of an amount under sub-section (1) to the Unpaid Dividend Account, prepare a statement containing the names, their last known addresses and the unpaid Dividend to be paid to each Person and place it on the website of the Company, if any, and also on any other website approved by the Central Government for this purpose, in such form, manner and other particulars as may be determined by central government.

c. If any default is made in transferring the total amount referred to in sub-section (1)or any part thereof to the Unpaid Dividend Account of the Company, it shall pay, from the date of such default, interest on so much of the amount as has not been transferred to the said account, at the rate of twelve per cent. per annum and the interest accruing on such amount shall endure to the benefit of the members of the Company in proportion to the amount remaining unpaid to them.

d. Any Person claiming to be entitled to any money transferred under sub-section (1)to the Unpaid Dividend Account of the Company may apply to the Company for payment of the money claimed.

e. Any money transferred to the Unpaid Dividend Account of a Company in pursuance of this sectionwhich remains unpaid or unclaimed for a period of seven years from the date of such transfer shallbe transferred by the Company along with interest accrued, if any, thereon to the Fund established under sub-section (*1*) of section 125 and the Company shall send a statement in the prescribed form of the details of such transfer to the authority which administers the said Fund and that authority shall issue a receipt to the Company as evidence of such transfer.

g. All Shares in respect of which unpaid or unclaimed Dividend has been transferred under sub-section (*5*) shall also be transferred by the Company in the name of Investor Education and Protection Fund along with a statement containing such details as may be determined by central government and that there shall be no forfeiture of unclaimed Dividends before the claim becomes barred by Law:

Provided that any claimant of Shares transferred above shall be entitled to claim the transfer of Shares from Investor Education and Protection Fund in accordance with such procedure and on submission of such documents as may be determined by central government.

CAPITALIZATION OF RESERVES

273.

a. Any General Meeting may, upon the recommendation of the Board resolve that any moneys, investments or other assets forming part of the undistributed profits of the Company standing to the credit of any of the profit and loss account or any Capital redemption reserve fund or in hands of the Company and available for Dividend or representing premium received on the issue of Shares and standing to the credit of the Share premium account be Capitalized and distributed amongst such of the Shareholders as would be entitled to receive the same if distributed by way of Dividend and in the same proportions on the footing that they become entitled thereto as Capital and that all or any part of such Capitalized fund shall not be paid in cash but shall be applied subject to the provisions contained in clause (b) hereof on behalf of such Shareholders in full or towards:

b. Paying either at par or at such premium as the resolution may provide any unissued Shares or debentures or debenture-stock of the Company which shall be allotted, distributed and credited as fully paid up to and amongst such members in the proportions aforesaid; or

c. Paying up any amounts for the time being remaining unpaid on any Shares or debentures or debenture-stock held by such members respectively; or

d. Paying up partly in the way specified in sub-clause (1) and partly in that specified in sub-clause (2) and that such distribution or payment shall be accepted by such Shareholders in full satisfaction of their interest in the said Capitalized sum.

274.

a. Any moneys, investments or other assets representing premium received on the issue of Shares and standing to the credit of Share premium account; and

b. If the Company shall have redeemed any redeemable preference Shares, all or any part of any Capital redemption fund arising from the redemption of such Shares may, by resolution of the Company be applied only in paying up unissued Shares of the Company to be issued to members of the Company as fully paid bonus Shares to be issued to such members of the Company as the General Meeting may resolve upto an amount equal to the nominal amount of the Shares so issued.

275. Any General Meeting may resolve that any surplus moneys arising from the realization of any Capital assets of the Company or any investments representing the same or any other undistributed profits of the Company not subject to charge for income-tax be distributed amongst the members on the footing that

they receive the same as Capital.

276. For the purpose of giving effect to any such resolution, the Board may settle any difficulty which may arise in regard to the distribution of payment as aforesaid as it thinks expedient and in particular it may issue fractional certificates and may fix the value for distribution of any specific assets and may determine that cash payments be made to any members on the footing of the value so fixed and may vest any such cash, Share, debentures, debenture-stock, bonds or other obligation in trustees upon such trust for the Persons entitled thereto as may seem expedient to the Board and generally may make such arrangement for acceptance, allotment and sale of such Shares, debentures, debenture-stock, bonds or other obligations and fractional certificates or otherwise as it may think fit.

277. If and whenever any Share becomes held by any member in fraction, the Board may subject to the provisions of the Act and these Articles and to the directions of the Company in General Meeting, if any, sell the Shares which members hold in fractions for the best price reasonably obtainable and shall pay and distribute to and amongst the members entitled to such Shares in due proportion the net proceeds of the sale thereof, for the purpose of giving effect to any such sale, the Board may authorize any Person to transfer the Shares sold to the purchaser thereof, comprised in any such transfer and he 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 of invalidity in the proceedings with reference to the sale.

278. Where required; a proper contract shall be delivered to the Registrar for registration in accordance with Section 39 of the Companies Act 2013 and the Board may appoint any Person to sign such contract on behalf of the Persons entitled to the Dividend or Capitalized fund and such appointment shall be effective.

FRACTIONAL CERTIFICATES

279.

a. Whenever such a resolution as aforesaid shall have been passed, the Board shall;

   i. make all appropriations and applications of the undivided profits resolved to be Capitalized thereby and all allotments and issues of fully paid Shares and

   ii. Generally do all acts and things required to give effect thereto.

b. The Board shall have full power:

   i. to make such provision by the issue of fractional cash certificate or by payment in cash or otherwise as it thinks fit, in the case of Shares becoming distributable in fractions, also

   ii. to authorize any Person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further Shares to which they may be entitled upon such Capitalization or (as the case may require) for the payment by the Company on their behalf by the application thereof of the respective proportions of the profits resolved to be Capitalised of the amounts remaining unpaid on their existing Shares.

c. Any agreement made under such authority shall be effective and binding on all such Members.

d. that for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any question or difficulties that may arise in regard to any issue including distribution of new Shares and fractional certificates as they think fit.

DIVIDEND IN CASH

280. No Dividends shall be payable except in cash, provided that nothing in this Article shall be deemed to prohibit the Capitalization of the profits or reserves of the Company for the purpose of issuing fully paid up bonus Shares or paying up any amount for the time being unpaid on any Shares held by Members of the Company.

281. The Board shall give effect to the resolution passed by the Company in pursuance of all the above Articles.

BOOKS OF ACCOUNTS

BOOKS OF ACCOUNTS TO BE KEPT

282. The Company shall cause to be kept proper books of account with respect to:

a. all sums of money received and expended by a Company and matters in relation to which the receipts and expenditure take place;

b. all sales and purchases of goods and services by the Company;

c. the assets and liabilities of the Company; and

d. the items of cost as may be determined by central government under section 148 in the case of a Company which belongs to any class of companies specified under that section;

BOOKS WHERE TO BE KEPT AND INSPECTION

283.

(a) Every Company shall prepare and keep at its Office books of account and other relevant books and papers and financial statement for every Financial Year which give a true and fair view of the state of the affairs of the Company, including that of its branch Office or Offices, if any, and explain the transactions effected both at the Office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting.

All or any of the books of account aforesaid and other relevant papers may be kept at such other place in India as the Board of Directors may decide and where such a decision is taken, the Company shall, within seven days thereof, file with the Registrar a notice in writing giving the full address of that other place. The Company may keep such books of account or other relevant papers in electronic mode in such manner as may be determined by central government.

(b) Where a Company has a branch Office in India or outside India, it shall be deemed to have complied with the provisions of sub-clause (1), if proper books of account relating to the transactions effected at the branch Office are kept at that Office and proper summarized returns periodically are sent by the branch Office to the Company at its registered Office or the other place referred to in sub-clause (1).

(c) The books of account of every Company relating to a period of not less than eight financial years immediately preceding a financial year, or where the Company had been in existence for a period less than eight years, in respect of all the preceding years together with the vouchers relevant to any entry in such books of account shall be kept in good order.

(d) The Company may keep such books of accounts or other relevant papers in electronic mode in such manner as may be prescribed.

INSPECTION BY MEMBERS

284. Board of Directors shall, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations accounts the and books and the documents of the Company or any of them shall be open to the inspection of the members and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred statute or authorised by the Board of Directors or by a resolution of the Company in General Meeting.

TRANSFER BOOKS AND REGISTER OF MEMBERS WHEN CLOSED

285. The Board shall have power on giving not less than seven days' previous notice by advertisement in some newspaper circulating in the district in which the Office of the Company is situated, to close the Transfer books, the Register of Members or Register of debenture holders at such time or times and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty-five days in each year.

If the transfer books have not been closed at any time during a year, the Company shall at least once a year, close the books at the time of its Annual General Meeting. The minimum time gap between the two book closures and/or record dates would be atleast 30 (thirty) days.

STATEMENT OF ACCOUNTS TO BE LAID IN GENERAL MEETING

286. The Board of Directors shall from time to time, in accordance with Sections 129 and134 of the Act, cause to be prepared and to be laid before the Company in General Meeting, such Balance Sheets, Profits & Loss Accounts and reports as are required by these Sections.

FINANCIAL STATEMENT

287. Subject to the provisions of Section 129 of the Act, every Financial Statement of the Company shall be in the forms set out in Schedule II of the Act, or as near there to as circumstances admit. So long as the Company is a holding Company having a subsidiary the Company shall conform to Section 129 and other applicable provisions of the Act.

If in the opinion of the Board, any of the current assets of the Company have not a value on realization in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Board is of that option shall be stated.

AUTHENTICATION OF FINANCIAL STATEMENT

288. The Financial Statements shall be signed in accordance with the provisions of Section 134 of the said Act. The Financial Statement, shall be approved by the Board of Directors before they are submitted to the auditors for report thereon Profit and Loss Accounts to be Annexed and Auditors' Report to be attached to the Balance Sheet. The Profit and Loss Account shall be annexed to the Balance and the Auditors' Report including the Auditor's separate, special or supplementary report, if any, shall be attached thereon.

BOARD'S REPORT TO BE ATTACHED TO FINANCIAL STATEMENT

289. Every Financial Statement laid before the Company in General Meeting shall have attached to it a Report by the Board of Directors with respect to the State of the Company's affairs and such other matters as prescribed under Section 134 of the Act and the Rules made thereunder. The Report shall so far as it is material for the appreciation of the state of the Company's affairs by its members and will not in the Board's opinion be harmful to the business of the Company or of any of its subsidiaries deal with any changes which have occurred during the financial year in the nature of the Company of Company's business, or of the Company's subsidiaries or in the nature of the business in which the Company has an interest. The board shall also give the fullest information and explanation in its Report or in cases falling under the proviso to Section 129 of the Act in an addendum to that Report, on every reservation, qualification or adverse remark contained in the Auditor's Report. The Board's Report and addendum (if any) thereto shall be signed by its Chairman if he is authorized in that behalf by the Board; and where he is not so authorized shall be signed by such number of Directors as are required to sign the Financial Statements of the Company by virtue of sub-clauses (a) and (b) of Article 229.The Board shall have the right to charge any Person not being a Director with the duty of seeing that the provisions of sub-clauses (a) and (b) of this Article are complied with. Every Financial Statement of the Company when audited and approved and adopted by the members in the Annual General Meeting shall be conclusive except as regards in matters in respect of which modifications are made thereto as may from time to time be considered necessary by the Board of Directors and or considered proper by reason of any provisions of relevant applicable statutes and approved by the Shareholders at a subsequent general meeting.

RIGHT OF MEMBERS TO COPIES OF FINANCIAL STATEMENT AND AUDITOR'S REPORT

290. A copy of every Financial Statement and the auditor's report and every other document required by Law to be annexed or attached, as the case may be; to the balance sheet which is to be laid before the Company in General Meeting, shall be made available for inspection at the Office of the Company during the working hours for a period of 21 days before the date of the meeting. A statement containing the salient features of such documents in the prescribed form or copies of the documents aforesaid as may be permitted by Section 136 of the Act and as the Company may deem fit, will be sent to every member of the Company and to every Trustees for the holders of any debentures issued by the Company, not less than 21 days before the meeting as laid down in Section 136 of the Act. Provided that it shall not be necessary to send copies of the documents aforesaid to:

a. to a member or holder of the debenture of the Company who is not entitled to have the notice of general meeting of the Company sent to him and whose address the Company is unaware;
b. to more than one of the joint holder of any Shares or debentures some of whom are and some of whom are not entitled to have such notice sent to them, by those who are not so entitled.

A COPY OF THE FINANCIAL STATEMENT ETC. TO BE FILED WITH REGISTRAR

291. After the Financial Statements have been laid before the Company at the annual general Meeting, a copy of the Financial Statement duly signed as provided under Section 137 of the Act together with a copy of all documents which are required to be annexed there shall be filed with the Registrar so far as the same be applicable to the Company.

RIGHT OF MEMBER TO COPIES OF AUDITED FINANCIAL STATEMENT

292.

a. Without prejudice to the provisions of section 101, a copy of the financial statements, including consolidated financial statements, if any, auditor's report and every other document required by Law to be annexed or attached to the financial statements, which are to be laid before a Company in its general meeting, shall be sent to every member of the Company, to every trustee for the debenture-holder of any debentures issued by the Company, and to all Persons other than such member or trustee, being the Person so entitled, not less than twenty-one days before the date of the meeting.

The provisions of this clause shall be deemed to be complied with, if the copies of the documents are made available for inspection at its registered Office during working hours for a period of twenty-one days before the date of the meeting and a statement containing the salient features of such documents in the prescribed form or copies of the documents, as the Company may deem fit, is sent to every member of the Company and to every trustee for the holders of any debentures issued by the Company not less than twenty-one days before the date of the meeting unless the Shareholders ask for full financial statements.

The Central Government may prescribe the manner of circulation of financial statements of companies having such net worth and turnover as may be determined by central government and Company shall also place its financial statements including consolidated financial statements, if any, and all other documents required to be attached thereto, on its website, which is maintained by or on behalf of the Company.

Provided also that every subsidiary or subsidiaries shall –

i. place separate audited accounts in respect of each of its subsidiary on its website, if any;

ii. provide a copy of separate audited financial statements in respect of each of its subsidiary, to any Shareholder of the Company who asks for it.

b. A Company shall allow every member or trustee of the holder of any debentures issued by the Company to inspect the documents stated under sub-clause (1) at its Office during business hours.

ACCOUNTS TO BE AUDITED

293.

a. Once at least in every year they accounts of the Company shall be examined by one or more Auditors who shall report to the Shareholders as to whether the Balance Sheet reflects a true and fair view of the state of affairs of the Company as at that date and the Profit and Loss Account discloses a true and fair view of the profit and loss incurred by the Company during the year under review.

b. The appointment, remuneration, rights, powers & duties of the Company's Auditor shall be regulated in accordance with the provision of the Act.

APPOINTMENT OF AUDITORS

294.

a. Auditors shall be appointed and their qualifications, rights and duties regulated in accordance with Section 139 to 143, 145 and 146 of the Act and rules made thereunder.

b. The Company shall, at the first Annual General Meeting, appoint an individual or a firm as an auditor who shall hold Office from the conclusion of that meeting till the conclusion of its sixth Annual General Meeting and thereafter till the conclusion of every sixth meeting and the manner and procedure of selection of auditors by the members of the Company at such meeting shall be according to the provisions of the Act.

Provided that the Company shall place the matter relating to such appointment for ratification by members at every Annual General Meeting

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Provided further that before such appointment is made, the written consent of the auditor to such appointment, and a certificate from him or it that the appointment, if made, shall be in accordance with the conditions as may be determined by central government, shall be obtained from the auditor:

Provided also that the certificate shall also indicate whether the auditor satisfies the criteria provided in Section 141:

Provided also that the Company shall inform the auditor concerned of his or its appointment, and also file a notice of such appointment with the Registrar within fifteen days of the meeting in which the auditor is appointed.

c. At any Annual General Meeting a retiring Auditor by whatsoever authority appointed shall be reappointed unless:

i. he is not disqualified for re-appointment;

ii. he has not given the Company a notice in writing of his unwillingness to be re-appointed; and

iii. a special resolution has not been passed at that meeting appointing some other auditor or providing expressly that he shall not be re-appointed.

d. The Company shall not appoint or reappoint -

i. an individual as auditor for more than one term of five consecutive years; and
ii. an audit firm as auditor for more than two terms of five consecutive years:

Provided that—

- an individual auditor who has completed his term under clause (*a*) shall not be eligible for re-appointment as auditor in the same Company for five years from the completion of his term.

- an audit firm which has completed its term under clause (*b*), shall not be eligible for re-appointment as auditor in the same Company for five years from the completion of such term.

(5) Where at any Annual General Meeting, no auditor is appointed or re-appointed, the existing auditor shall continue to be the auditor of the Company.

POWER OF BOARD TO MODIFY FINAL ACCOUNTS

295. Every Balance Sheet and Profit and Loss Account of the Company when audited and adopted by the Company in General Meeting shall be conclusive.

DOCUMENTS AND NOTICE

SERVICES OF DOCUMENTS ON MEMBER BY COMPANY

296. Save as provided in this Act or the rules made thereunder for filing of documents with the Registrar in electronic mode, a document may be served on Registrar or any member by sending it to him by post or by registered post or by speed post or by courier or by delivering at his Office or address, or by such electronic or other mode as may be determined by central government:

Provided that a member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the Company in its Annual General Meeting.

SERVICE OF DOCUMENTS ON COMPANY

297. A document may be served on a Company or an Officer thereof by sending it to the Company or the Officer at the Office of the Company by registered post or by speed post or by courier service or by leaving it at its registered Office or by means of such electronic or other mode as may be determined by central government:

Provided that where Securities are held with a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic or other mode.

"Service of documents on the Company"

298. Where Securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or other mode in accordance with the Act and rules made thereunder.

AUTHENTICATION OF DOCUMENTS AND PROCEEDINGS

299. Save as otherwise expressly provided in the Act, the rules made thereunder and these Articles, a document or proceeding requiring authentication by a Company; or contracts made by or on behalf of a Company, may be signed by any key managerial Personnel or an Officer of the Company duly authorized by the Board in this behalf.

REGISTERS AND DOCUMENTS

REGISTERS AND DOCUMENTS TO BE MAINTAINED BY THE COMPANY

300. The Company shall keep and maintain registers, books and documents required by the Act or these Articles, including the following:

a. Register of investments made by the Company but not held in its own name, as required by Section 187(3) of the Act.

b. Register of mortgages and charges as required by Section85 of the Act.

c. Register and index of Member and debenture holders as required by Section 88 of the Act.

d. Register of contracts, with companies and firms in which Directors are interested as required by Section 189 of the Act.

e. Register of Directors and key managerial Personnel and their Shareholding under Section170 of the Act.

f. Register of loans, guarantee, security and acquisition made by the Company under Section 186 (9) of the Act.

g. Copies of annual returns prepared under Section 92 of the Act together with the copies of certificates and documents required to be annexed thereto.

MAINTENANCE AND INSPECTION OF DOCUMENTS IN ELECTRONIC FORM

301. Without prejudice to any other provisions of this Act, any document, record, register, minutes, etc.,—

a. required to be kept by a Company; or

b. allowed to be inspected or copies to be given to any Person by a Company under this Act,may be kept or inspected or copies given, as the case may be, in electronic form in suchform and manner as may be determined by the Central Government.

INDEMNITY

302. 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.

WINDING UP

DISTRIBUTION OF ASSETS

303.

a. If the Company shall be wound up, whether voluntarily or otherwise, the Liquidator may, with the sanction of a Special Resolution, divide amongst the contributories in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the liquidator, with the like sanction, shall think fit.

b. If thought expedient any such division may subject to the provisions of the Act be otherwise than in accordance with the legal rights of the contributions (except where unalterably fixed by the Memorandum of Association and in particular any class may be given preferential or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributories, shall be determined on any contributory who would be prejudicial thereby shall have a right to dissent and ancillary rights as if such determination were a Special Resolution passed pursuant to Section 319 of the Act.

c. In case any Shares to be divided as aforesaid involve a liability to calls or otherwise any Person entitled under such division to any of the said Shares may within ten days after the passing of the Special Resolution by notice in writing direct the Liquidator to sell his proportion and pay him the net proceeds and the Liquidator shall, if practicable act accordingly.

RIGHT OF SHAREHOLDERS IN CASE OF SALE

304. A Special Resolution sanctioning a sale to any other Company duly passed pursuant to provisions of the Companies Act, 2013may subject to the provisions of the Act in like manner as aforesaid determine that any Shares or other consideration receivable by the liquidator be distributed against the Members otherwise than in accordance with their existing rights and any such determination shall be binding upon all the Members subject to the rights of dissent and consequential rights conferred by the said sanction.

SECRECY CLAUSE

305. No member or other Person (not being a Director) shall be entitled to visit or inspect any property or premises or works of the Company without the permission of the Board or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Board, it would be inexpedient in the interest of the Company to disclose Secrecy undertaking.

306. Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee agents, Officer, servant, accountant or other Person employed in the business of the Company shall, when required, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company with the customers and the state of accounts with individual and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which my come to his knowledge in the discharge of his duties, except when required so to do by the Board or by any meeting of the Shareholders, if any or by a Court of Law the Person to whom matters relate and except so far as may be necessary in order to comply with any of the provision in these present contained.

KNOWLEDGE IMPLIED

307. Each member of the Company, present and future, is to be deemed to join the Company with full knowledge of all the contents of these presents.

***New set of Articles of Association adopted, vide resolution passed in Extra Ordinary General Meeting of members of the Company held on 31/10/2022.**

SECTION XIV – 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 this Draft 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 Draft Prospectus will be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected on working days between 10.00 a.m. to 5.00 p.m. at the Registered Office of our Company located at Door No 30-15-139/F/5,6 Ward No 27, Ram's Arcade, Opposite Visakha Medical Centre, Dabagardens, Visakhap*atnam 530020 *from date of filing the Draft Prospectus with RoC till the Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m*

Material Contracts

1) Memorandum of Understanding dated February 02, 2023 between our Company and the Lead Manager to the Issue.

2) Registrar Agreement dated March 01, 2023 between our Company and the Registrar to the Issue.

3) Underwriting Agreement dated February 02, 2023 between our Company and Underwriters- Lead Manager and Market Marker.

4) Market Making Agreement dated [•] between our Company, Lead Manager and Market Maker.

5) Tripartite agreement among the NSDL, our Company and the Registrar to the Issue dated December 05, 2022.

6) Tripartite agreement among the CDSL, our Company and the Registrar to the Issue dated January 19, 2023.

7) Escrow Agreement dated [•] signed between our Company, the Lead Manager, Banker(s) to the Issue/ Escrow Collection Bank(s) and the Registrar to the Issue.

Material Documents

1) Certified true copy of the Memorandum and Articles of Association of our Company, as amended from time to time including certificates of incorporation.

2) Certified true copy of resolution passed at the meeting of the Board of Directors of our Company dated January 16, 2023, authorizing the Fresh Issue of Equity Shares.

3) Certified true copy of special resolution of the shareholders passed at the Extra Ordinary General Meeting dated January 31, 2023, authorizing the Fresh Issue of Equity Shares.

4) Statement of Tax Benefits dated March 01, 2023 issued by M/s. Rao and Kumar, Chartered Accountants, Independent Peer Review Certified Auditor to the Company.

5) Peer Review Auditor`s Report dated March 01, 2023 issued by M/s. Rao and Kumar, Chartered Accountants, on the Restated Financial Statements of our Company y for the period ended on September 30, 2022 and for the financial years ending March 31, 2022, 2021 and 2020..

6) Copy of Audited Reports for Financial years 2019-2020, 2020-21 and 2021-22.

7) Consents of our Promoter, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, the Lead Manager, the Registrar to the Issue, the Statutory Auditors to the Company, Peer Reviewed Auditor, the Legal Advisor to the Issue, Legal Advisor to the Company, Banker(s) to the Company, Market Maker(s), Underwriter(s), and the Banker(s) to the Issue/ Escrow Collection Bank(s) to act in their respective capacities.

8) Certificate of Deployment dated March 1, 2023 issued by our Statutory Auditor, M/s. Rao and Kumar, Chartered Accountants.

9) Certificate of Key Performance Indicators (KPIs) dated March 1, 2023 issued by our Statutory Auditor, M/s. Rao and Kumar, Chartered Accountants.

10) Certificate of working capital requirement dated March 1, 2023 issued by our Statutory Auditor M/s Rao and Kumar, Chartered Accountants.

11) Coy of approval from NSE vide letter dated [●], to use the name of NSE in this offer document for listing of Equity Shares on Emerge Platform of NSE Ltd.

12) Due Diligence Certificate dated March 20, 2023 from the Lead Manager to NSE.

13) Due Diligence Certificate dated [•] from the Lead Manager to be submitted to SEBI.

Any of the contracts or documents mentioned in the Draft Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby declare that, all the relevant provisions Companies Act, 2013 and the rules, guidelines and regulations issued by the Government of India or the regulations/ guidelines issued by Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, 2013 (to the extent notified), the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/ guidelines issued, as the case may be. We further certify that all statements in this Draft Prospectus are true and correct.

SIGNATURE BY ALL THE DIRECTORS OF OUR COMPANY

Name of the Directors	**Signature**
Mr. Mohan Prasad Panday **Managing Director** **DIN No.: 06493918**	**Sd/-**
Mr.Bala Balaji Panday **Whole Time Director** **DIN No.: 06493903**	**Sd/-**
Mrs. Kiranmai Panday **Non-Executive Director** **DIN No.: 08034071**	**Sd/-**
Mr. Ananda Rao Ravada **Non-Executive Independent Director** **DIN No.: 07712945**	**Sd/-**
Ms. Kakshayani Sekharamantri **Non-Executive Independent Director** **DIN No. 09854612**	**Sd/-**

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Mr. Govinda Ganisetti	**Sd/-**

SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Chandra Sekhar Raghavapudi	**Sd/-**

PLACE: Vishakhapatnam
DATE: March 20, 2023