(Please Scan this QR Code to view the RHP)

DIGILOGIC SYSTEMS LIMITED

(Formerly known as "Digilogic Systems Private Limited")

CIN: U62099TG2011PLC077933

REGISTERED OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
#102, 1ST Floor, DSL Abacus Tech Park Uppal Kalsa Village, Uppal Mandal, Rangareddy, Telangana, India - 500039	Mr. Kameswara Rao Vempati Company Secretary and Compliance Officer.	**Email:** cs@digilogicsystems.com **Tel:** + 040 4547 4601	www.digilogicsystems.com

OUR PROMOTERS: MR. MADHUSUDHAN VARMA JETTY, MRS. RADHIKA VARMA JETTY, MR. JETTY SHASHANK VARMA AND MR. HITESH VARMA JETTY

DETAILS OF THE OFFER TO THE PUBLIC

TYPE	FRESH ISSUE SIZE	OFFER FOR SALE SIZE	TOTAL OFFER SIZE	ELIGIBILITY AND RESERVATION
Fresh Issue and Offer for Sale	Up to [●] Equity Shares of face value of ₹ 2/- each aggregating up to ₹ 6,967.58 Lakhs	Up to 10,89,600 Equity Shares of face value of ₹ 2/- each aggregating up to ₹ [●] Lakhs	Up to [●] Equity Shares of face value of ₹ 2/- each aggregating up to ₹ [●] Lakhs	The Offer is being made in terms of Regulation 229(1) and 253(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"). For further details, see section titled "***Other Regulatory and Statutory Disclosures –Eligibility for the Offer***" on page 316. For details in relation to share reservation among Qualified Institutional Buyers, Non-Institutional Investors and Individual Investors who bids for minimum application size, see section titled "***Offer Structure***" on page 342.

DETAILS OF OFFER FOR SALE, PROMOTER SELLING SHAREHOLDER AND WEIGHTED AVERAGE COST OF ACQUISTION.

NAME OF THE SELLING SHAREHOLDER	TYPE OF SELLING SHAREHOLDERS	NUMBER OF EQUITY SHARES OFFERED/ AMOUNT	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (IN ₹)#
Mr. Madhusudhan Varma Jetty	Promoter Selling Shareholder	Up to 10,89,600 Equity Shares of face value of ₹ 2/- each aggregating up to ₹ [●] Lakhs	1.03

#As certified by M/s. B Srinivasa Rao & Co., Chartered Accountants, Statutory and Peer Review Auditor by way of their certificate dated January 13, 2026.

DETAILS IN RELATION TO FLOOR PRICE, CAP PRICE AND MINIMUM BID LOT

THE FACE VALUE OF EQUITY SHARES IS ₹ 2 EACH. THE FLOOR PRICE IS ₹ 98 PER EQUITY SHARE WHICH IS 49 TIMES OF THE FACE VALUE AND THE CAP PRICE IS ₹ 104 PER EQUITY SHARE WHICH IS 52 TIMES OF THE FACE VALUE. THE MINIMUM BID LOT IS 1200 EQUITY SHARES AND IN MULTIPLES OF 1200 EQUITY SHARES THEREAFTER.

RISKS IN RELATION TO THE FIRST OFFER.

This being the first public offer of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 2/-. The Floor Price, Cap Price and Offer Price as determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under section titled "***Basis for Offer Price***" on page 122 in accordance with SEBI ICDR Regulations should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the Red Herring Prospectus. Specific attention of the investors is invited to the section titled "***Risk Factors***" beginning on page 38 of this Red Herring Prospectus.

OUR COMPANY'S AND PROMOTER SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILTY

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to the Company and the Offer, which is material in the context of the Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, the Promoter Selling Shareholder, accepts responsibility for and confirms that the statements made or confirmed by such Promoter Selling Shareholder in this Red Herring Prospectus to the extent of information specifically pertaining to it and/or the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. The Promoter Selling Shareholder assumes no responsibility for any other statement in this Red Herring Prospectus, including, inter alia, any of the statements made by or relating to our Company or our Company's business.

LISTING

The Equity Shares Offered through the Red Herring Prospectus are proposed to be listed on the SME Platform of BSE Limited ("**BSE SME**") in terms of the Chapter IX of the SEBI ICDR Regulations as amended from time to time. Our Company has received 'in-principle' approval from BSE Limited ("**BSE**") for the listing of the Equity Shares pursuant to letter dated January 08, 2026. For the purpose of this Offer, the Designated Stock Exchange shall be the BSE.

BOOK RUNNING LEAD MANAGER TO THE OFFER		
Name & Logo	**Contact Person**	**Email & Telephone**
INDORIENT FINANCIAL SERVICES LIMITED	**Amina Khan / Prashant Dhebar**	**E-mail:** compliance-ifsl@indorient.in **Tel:** +91-79772 12186
REGISTRAR TO THE OFFER		
Name & Logo	**Contact Person**	**Email & Telephone**
KFIN TECHNOLOGIES LIMITED	**M Murali Krishna**	**E-mail:** digilogic.ipo@kfintech.com **Tel:** +91 40 6716 2222

BID/OFFER PERIOD					
ANCHOR PORTION OFFER OPENS/CLOSES ON:	**MONDAY, JANUARY 19, 2026***	**BID/OFFER OPENS ON:**	**TUESDAY, JANUARY 20, 2026**	**BID/OFFER CLOSES ON:**	**THURSDAY, JANUARY 22, 2026**#**

* Our Company, in consultation with the BRLM, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.
** Our Company, in consultation with the BRLM, may consider closing the Bid/Offer Period for QIBs, one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.
# UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.

DIGILOGIC SYSTEMS LIMITED

CIN: U62099TG2011PLC077933

Our Company was originally formed as a partnership firm under the Indian Partnership Act, 1932 under the name and style of "M/s Digilogic Systems" pursuant to a deed of partnership dated May 08, 2007. Further, "Digilogic Systems" was subsequently converted from the partnership firm to a Private Limited Company under Part IX of the Companies Act, 1956 in the name of "Digilogic Systems Private Limited" and received a certificate of incorporation dated December 09, 2011, issued by the Registrar of Companies, Andhra Pradesh. Subsequently, our Company was converted into public limited company pursuant to special resolution passed by the shareholders at the EGM held on June 18, 2025, and consequently, the name of our Company was changed to "Digilogic Systems Limited" and a fresh certificate of incorporation consequent upon conversion from private company to public company was issued by Registrar of Companies, Central Processing Centre on July 01, 2025 bearing CIN U62099TG2011PLC077933. For further details, please refer to section titled "*History and Certain Other Corporate Matters*" beginning on pages 212 of this Red Herring Prospectus.

Registered Office: #102, 1ST Floor, DSL Abacus Tech Park Uppal Kalsa Village, Uppal Mandal, Rangareddy, Telangana, India - 500039
Contact Person: Mr. Kameswara Rao Vempati, Company Secretary and Compliance Officer
Tel: +040 4547 4601; **E-mail**: cs@digilogicsystems.com; **Website**: www.digilogicsystems.com

OUR PROMOTERS: MR. MADHUSUDHAN VARMA JETTY, MRS. RADHIKA VARMA JETTY, MR. JETTY SHASHANK VARMA AND MR. HITESH VARMA JETTY

THE OFFER

INITIAL PUBLIC OFFERING OF UPTO [●] EQUITY SHARES OF FACE VALUE OF ₹ 2/- EACH (THE "EQUITY SHARES") OF DIGILOGIC SYSTEMS LIMITED ("OUR COMPANY" OR "DSL" OR "THE ISSUER") AT PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE") FOR CASH, AGGREGATING UP TO ₹ [●] LAKHS (THE "OFFER") COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 2/- EACH AGGREGATING UP TO ₹ 6,967.58 LAKHS (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 10,89,600 EQUITY SHARES OF FACE VALUE OF ₹ 2/- EACH AGGREGATING UP TO ₹ [●] LAKHS (THE "OFFER FOR SALE") BY MR. MADHUSUDHAN VARMA JETTY (REFERRED TO AS THE "PROMOTER SELLING SHAREHOLDER").

THE OFFER INCLUDES 3,90,000 EQUITY SHARES OF FACE VALUE OF ₹ 2/- EACH, AT AN OFFER PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE OFFER (THE "MARKET MAKER RESERVATION PORTION"). THE OFFER LESS MARKET MAKER RESERVATION PORTION I.E. OFFER OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 2/- EACH, AT AN OFFER PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UPTO ₹ [●] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND NET OFFER WILL CONSTITUTE [●] % AND [●] % RESPECTIVELY OF THE POST- OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE PRICE BAND AND THE MINIMUM BID LOT DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN ALL EDITION OF "FINANCIAL EXPRESS" (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND ALL EDITION OF JANSATTA (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, AND TELUGU EDITION OF NETI TELUGUPATRIKA, A REGIONAL NEWSPAPER (TELUGU BEING THE REGIONAL LANGUAGE OF TELANGANA WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE SME PLATFORM OF BSE ("BSE SME") FOR THE PURPOSES OF UPLOADING ON THEIR WEBSITE, IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS.

THE FACE VALUE OF EQUITY SHARES IS ₹ 2/- EACH. THE FLOOR PRICE IS ₹ 98 PER EQUITY SHARE WHICH IS 49 TIMES OF THE FACE VALUE AND THE CAP PRICE IS ₹ 104 PER EQUITY SHARE WHICH IS 52 TIMES OF THE FACE VALUE. THE MINIMUM BID LOT IS 1200 EQUITY SHARES AND IN MULTIPLES OF 1200 EQUITY SHARES THEREAFTER.

In case of any revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company, for reasons to be recorded in writing extend the Bid/offer Period for a minimum of One Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchange by issuing a press release and also by indicating the change on the website of the BRLM and at the terminals of the Members of the Syndicate and by intimation to Designated Intermediaries and Sponsor Bank.

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**") read with Regulation 253 of the SEBI ICDR Regulations, as amended, wherein not more than 50% of the Net Offer shall be allocated on a proportionate basis to Qualified Institutional Buyers ("**QIBs**", the "**QIB Portion**"), provided that our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("**Anchor Investor Portion**"), of which 40% shall be reserved for allocation to specified investor categories, wherein 33.33% of such portion shall be reserved for domestic Mutual Funds and 6.67% shall be reserved for life insurance companies and pension funds, subject to valid Bids being received from domestic Mutual Funds, life insurance companies and pension funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders (out of which one third shall be reserved for applicants with an application size of more than two lots and upto such lots equivalent to not more ₹ 10 lakhs and two-thirds shall be reserved for applicants with application size of more than ₹ 10 lakhs) and not less than 35% of the Net Offer shall be available for allocation to Individual Investors who applies for minimum application size in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilize the Application Supported by Blocked Amount ("**ASBA**") process providing details of their respective ASBA accounts, and UPI ID in case of Individual Investors using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see section titled "***Offer Procedure***" beginning on page 347 of this Red Herring Prospectus.

ELIGIBLE INVESTORS

For details in relation to Eligible Investors, please refer to section titled "***Offer Procedure***" beginning on page 347 of this Red Herring Prospectus.

RISK IN RELATION TO THE FIRST OFFER

The face value of the Equity Shares is ₹ 2/- The Floor Price, Cap Price and Offer Price as determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under section titled "***Basis for Offer Price***" on page 122 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer including the risks involved. The Equity Shares issued in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Red Herring Prospectus. Specific attention of the investors is invited to the section titled "*Risk Factors*" beginning on page 38 of this Red Herring Prospectus.

OUR COMPANY'S AND PROMOTER SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to the Company and the Offer, which is material in the context of the Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, the Promoter Selling Shareholder, accepts responsibility for and confirms that the statements made or confirmed by such Promoter Selling Shareholder in this Red Herring Prospectus to the extent of information specifically pertaining to it and/or the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. The Promoter Selling Shareholder assumes no responsibility for any other statement in this Red Herring Prospectus, including, inter alia, any of the statements made by or relating to our Company or our Company's business.

LISTING

The Equity Shares Offered through this Red Herring Prospectus are proposed to be listed on the SME Platform of BSE Limited ("**BSE SME**") in terms of the Chapter IX of the SEBI ICDR Regulations as amended from time to time. Our Company has received 'in-principle' approvals from BSE for the listing of the Equity Shares pursuant to its letter dated January 08, 2026. For the purpose of this Offer, the Designated Stock Exchange shall be the BSE Limited. ("**BSE**").

BOOK RUNNING LEAD MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
INDORIENT FINANCIAL SERVICES LIMITED **Corporate Off. Add:** B/805, Rustomjee Central Park, Andheri Kurla Road, Chakala, Mumbai – 400093, Maharashtra, India. **Tel:** +91-79772 12186 **E-mail:** compliance-ifsl@indorient.in **Investor Grievance E-mail**: wecare@indorient.in **Website:** www.indorient.in **Contact Person:** Amina Khan / Prashant Dhebar **SEBI Registration No:** INM000012661 **CIN:** U67190DL1993PLC052085	**KFIN TECHNOLOGIES LIMITED** Selenium Tower B, Plot No. 31 and 32, Gachibowli, Financial District Nanakramguda, Serilingampally Hyderabad, Rangareddi-500032, Telangana, India. **Tel No.:** +91 40 6716 2222 **Fax No.:** +91 40 2343 1551 **E-mail:** digilogic.ipo@kfintech.com **Investor Grievance Email:** einward.ris@kfintech.com **Website:** www.kfintech.com **Contact Person:** M Murali Krishna **SEBI Registration No:** INR000000221

BID/ OFFER PERIOD					
ANCHOR PORTION OFFER OPENS/CLOSES ON:	**MONDAY, JANUARY 19, 2026***	**BID/OFFER OPENS ON:**	**TUESDAY, JANUARY 20, 2026**	**BID/OFFER CLOSES ON:**	**THURSDAY, JANUARY 22, 2026**#**

* Our Company, in consultation with the BRLM, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.
** Our Company, in consultation with the BRLM, may consider closing the Bid/Offer Period for QIBs, one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.
# UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented or re-enacted from time to time, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision. Further, the Offer related terms used but not defined in this Red Herring Prospectus shall have the meaning ascribed to such terms under the General Information Document. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

The words and expressions used in this Red Herring Prospectus but not defined herein shall have, to the extent applicable, the same meaning ascribed to such terms under the SEBI ICDR Regulations, the Companies Act, 2013, the SCRA, the Depositories Act and the rules and regulations made thereunder. Notwithstanding the foregoing, terms in *'Main Provisions of the Articles of Association'*, *'Statement of Possible Tax Benefits'*, *'Our Industry'*, *'Key Industry Regulations and Policies'*, *'Financial Information'*, *'Outstanding Litigations and Material Developments'*, will have the meaning ascribed to such terms in these respective sections Page 383, 129, 133, 201, 251 and 307.

Conventional or General Terms

Term	Description
Digilogic Systems Limited / DSL/ the Company / our Company/Issuer	Digilogic Systems Limited, a public limited company incorporated under the Companies Act, 1956 as a private limited and having its registered office at #102, 1st Floor, DSL Abacus Tech Park Uppal Kalsa Village, Uppal Mandal, Rangareddy, Telangana, India - 500039.
We/ us/ our	Unless the context otherwise indicates or implies, our Company as on the date of this Red Herring Prospectus.
You/ your	Prospective investors in this Offer.

Company Related Terms

Term	Description
AoA/ Articles/ Articles of Association	The Articles of Association of our Company, as amended, from time to time.
Audit Committee	The committee of our Board of Directors, constituted as our Company's Audit Committee in accordance with Section 177 of the Companies Act, 2013 and rules made thereunder *vide* Board resolution dated July 28, 2025 as disclosed under section titled *'Our Management'* beginning on page 218 of this Red Herring Prospectus.
Auditors / Statutory Auditors	The Statutory Auditors of our Company being "M/s. B Srinivasa Rao & Co.," (Chartered Accountants) (Firm Registration No. 008763S), having their office at Flat No. 316, B Block, 3rd Floor, Ameer Estates, Beside ICICI Bank, S.R. Nagar, Hyderabad-500038 unless otherwise provided by the context.
Banker(s) to the Offer	Collectively, the Escrow Collection Bank, the Refund Bank, the Public Offer Account Bank and the Sponsor Banks, as the case may be.
Banker to Our Company	Bankers to our Company in our case is "Axis Bank Limited" having their branch office at Axis Bank MWBC Hyderabad Branch, First Floor, G Pullareddy Building, No.6-3-879/b, Greenlands, Begumpet Road, Hyderabad- 500016, Telangana.
Board of Directors / the Board/ Our Board	The Board of Directors of our Company, including all duly constituted committees thereof, as disclosed under section titled *'Our Management'* beginning on page 218 of this Red Herring Prospectus.
Business Day of our Company	It shall mean any day (other than a Saturday or a Sunday and a public holiday) on which the SEBI, the stock exchanges or the commercial banks in Telangana, India, are open for business.
Chairman	The Chairman of Board of Directors of the Company being "Mr. Madhusudhan Varma Jetty", Managing Director.
Chief Financial Officer / CFO	Chief Financial Officer of our Company being "Mr. Sriharsha Vadakattu"
CIN	Corporate Identification Number issued by Ministry of Corporate Affairs viz., U62099TG2011PLC077933.

Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 (to the extent notified by MCA till date) and /or provisions of Companies Act, 1956 w.r.t. the sections which have not yet been replaced by the Companies Act, 2013 through any official notification.
Companies Act, 1956	Erstwhile Companies Act, 1956 along with the relevant rules made thereunder
Companies Act, 2013	Companies Act, 2013, along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder, as amended to the extent currently in force
Company Secretary and Compliance Officer/ CS / Company Secretary / Compliance Officer	Company Secretary and Compliance Officer of our Company being "Mr. Kameswara Rao Vempati" (Membership No. A60095)
Corporate Social Responsibility Committee /CSR Committee	The corporate social responsibility committee of our Board constituted in accordance with the Companies Act, 2013 vide Board Resolution dated July 28, 2025 described in section titled '*Our Management*' on page 218 of this Red Herring Prospectus.
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
DIN	Directors Identification Number
Director(s)/ our Director(s)	The Director(s) of our Company, unless otherwise specified
Equity Share(s)	The equity shares of our Company of a face value of ₹ 2/- each, fully paid-up, unless otherwise specified in the context thereof.
Equity Shareholder(s) / Shareholders	Persons/ entities holding the Equity Shares of our Company
Executive Director(s)	Executive Directors of our Company. For details, see section titled "*Our Management*" beginning on page 218 of this Red Herring Prospectus.
FIR	First Information Report
Group Companies	Such companies with whom there are related party transactions, during the period for which financial information is disclosed, as covered under the applicable Accounting Standards, and also other companies as considered material by our Board and as disclosed under section titled *'Our Group Companies'* beginning on page 248 of this Red Herring Prospectus.
Independent Director	A non-executive and Independent Director as defined under Section 2 (47) of the Companies Act, 2013 and as defined under Regulation 16(1)(b) the SEBI Listing Regulations, disclosed under section titled *'Our Management'* beginning on page 218 of this Red Herring Prospectus.
Indian GAAP	Generally Accepted Accounting Principles in India
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, including instructions and clarifications issued by SEBI from time to time.
Internal Complaints Committee / ICC committee	The ICC committee of our Board, reconstituted as our Company's Internal Complaints Committee vide Board Resolution dated August 21, 2025 as disclosed under section titled *'Our Management'* beginning on page 218 of this Red Herring Prospectus.
IPO Committee	The IPO committee of our Board of Directors constituted vide resolution passed by the Board on August 03, 2025 as disclosed under section titled '*Our Management*' beginning on page 218 of this Red Herring Prospectus
ISIN	International Securities Identification Number, in this case being "INE1OOT01028".
IT Act/ Income Tax Act	Income Tax Act, 1961, as amended, till date

Key Management Personnel / KMP(s)	Key Management Personnel of our Company in terms of Section 2 (51) of the Companies Act, 2013 and Regulation 2 (1) (bb) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Companies Act, 2013, as disclosed under section titled *'Our Management'* beginning on page 218 of this Red Herring Prospectus.
LLP	Limited Liability Partnership as incorporated under the Limited Liability Partnership Act, 2008.
Managing Director / MD	Managing Director of our Company, namely "Mr. Madhusudhan Varma Jetty".
Materiality Policy	The policy on identification of Group Companies, material creditors and material litigation, adopted by our Board on August 21, 2025 in accordance with the requirements of the SEBI ICDR Regulations, as amended from time to time.
Memorandum of Association / Memorandum/ MoA	Memorandum of Digilogic Systems Limited, as amended, from time to time
Nomination and Remuneration Committee	The committee of our Board, constituted as our Company's Nomination and Remuneration Committee in accordance with Section 178 of the Companies Act, 2013 and rules made thereunder vide Board Resolution dated July 28, 2025 as disclosed under section titled *'Our Management'* beginning on page 218 of this Red Herring Prospectus.
Non-Executive Director / Non-Executive Non-Independent Director	A Director not being an Executive Director or Independent Director
Peer Review Auditors	Unless the context otherwise provides, Independent Auditor having a valid peer review certificate in our case, being "M/s. B Srinivasa Rao & Co.," (Chartered Accountants) (Firm Registration No. 008763S), having their office at Flat No. 316, B Block, 3rd Floor, Ameer Estates, Beside ICICI Bank, S.R. Nagar, Hyderabad-500038 unless otherwise provided by the context.
Promoters	Promoters of our Company i.e. "Mr. Madhusudhan Varma Jetty", Mrs. Radhika Varma Jetty, Mr. Jetty Shashank Varma and Mr. Hitesh Varma Jetty, as disclosed under section titled in *'Our Promoter and Promoter Group'* beginning on page 243 of this Red Herring Prospectus.
Promoter Group	Individuals, companies and entities constituting the promoter group of our Company, pursuant to Regulation 2 (1) (pp) of the SEBI ICDR Regulations, as disclosed under section titled *'Our Promoter and Promoter Group'* beginning on page 243 of this Red Herring Prospectus.
Proposed New Facility	The Proposed New Facility to be set up at Plot No. 6/2, TGIIC Hardware Park Phase II, Rangareddy District, Hyderabad -500005, Telangana, India.
Our Registered Office / Registered Office	The registered office of our Company situated at #102, 1st Floor, DSL Abacus Tech Park Uppal Kalsa Village, Uppal Mandal, Rangareddy, Telangana, India – 500039.
Reserve Bank of India / RBI	Reserve Bank of India constituted under the Reserve Bank of India Act, 1934.
Restated Financial Statements / Restated Financial Information	The Restated Financial Information of our Company as at and for the six months period ended September 30, 2025 and as at and for the Financial Years ended on March 31, 2025, March 31, 2024 and March 31, 2023 prepared in accordance with Indian GAAP read with Section 133 of the Companies Act, 2013 and restated in accordance with the SEBI ICDR Regulations) which comprises of the Restated Statement of Assets and Liabilities as at six months period ended September 30, 2025 and as at the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023, Restated Statement of Profit and Loss for the six months period ended September 30, 2025 and for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023, and the Restated Cash Flow Statement as at and for the six months period ended September 30, 2025 and for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023, together with the notes, significant accounting policies and notes to accounts thereto and the examination report thereon.
RoC / Registrar of Companies	Registrar of Companies, Telangana, Hyderabad situated at Registrar of Companies, 2nd Floor, Corporate Bhawan, GSI Post, Nagole, Bandlaguda, Hyderabad-500068, Telangana.
SEBI	Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended, from time to time
SEBI ICDR Regulations	SEBI (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
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligation and Disclosure

	Requirements) Regulations, 2015, as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended, from time to time
Stakeholders' Relationship Committee	The committee of our Board, constituted as our Company's Stakeholders' Relationship Committee in accordance with Section 178 of the Companies Act, 2013 and rules made thereunder vide Board Resolution dated July 28, 2025, as disclosed under section titled *'Our Management'* beginning on page 218 of this Red Herring Prospectus
Senior Management Personnel or SMP	Senior management personnel or SMP of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations as described in the section titled "*Our Management*" beginning on page 218 of this Red Herring Prospectus
Stock Exchange	Unless the context requires otherwise, refers to, BSE Limited
Whole-time Director(s)	Whole-time Director(s) as specified in section 2(94) of the Companies Act,2013

Offer Related Terms

Term	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by SEBI in this behalf.
Acknowledgement Slip	The slip or documents issued by the Designated Intermediary to an applicant as proof of registration of the Application.
Allotment/Allot/Allotted	Unless the context otherwise requires, means the allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the Offered Shares pursuant to the Offer for Sale, in each case to the successful Applicants.
Allocation/ Allocation of Equity Shares	The Allocation of Equity Shares of our Company pursuant to Fresh Issue of Equity Shares and Offer of Sale to the successful Applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee (s)	A successful applicant to whom the Equity Shares are allotted.
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and this Red Herring Prospectus and who has Bid for an amount of at least ₹ 200 lakhs.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of this Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Manager during the Anchor Investor Bid/ Offer Period.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of this Red Herring Prospectus and Prospectus
Anchor Investor Bid/ Offer Period	One Working Day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed.
Anchor Investor Offer Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of this Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company, in consultation with the Book Running Lead Manager.
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the Book Running Lead Manager, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. 40% of the portion shall be reserved for allocation to specified investor categories, wherein 33.33% of such portion shall be reserved for domestic Mutual Funds and 6.67% shall be reserved for life insurance companies and pension funds, subject to valid Bids being received from domestic Mutual Funds, life insurance companies and pension funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations..
Applicant/ Investor	Any prospective investor who makes an application pursuant to the terms of this Red Herring Prospectus and the Application Form.

Application Amount	The amount at which the Applicant makes an application for the Equity Shares of our Company in terms of Red Herring Prospectus.
Application Form	The form, whether physical or electronic, used by an Applicant to make an application, which will be considered as the application for Allotment for purposes of this Red Herring Prospectus.
Application Supported by Block Amount (ASBA)	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid and authorizing an SCSB to block the Bid Amount in the ASBA Account and will include amounts blocked by the SCSB upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism.
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidder.
ASBA Specified Location(s)	Collection centres where the SCSBs shall accept application form, a list of which is available on the website of SEBI (https://www.sebi.gov.in/) and updated from time to time.
ASBA Bidder	Any prospective investor(s) / Bidder (s) in this Offer who apply(ies) through the ASBA pprocess except Anchor Investor.
ASBA Form/ Bid cum Application Form	An Application form (with or without UPI ID, as applicable), whether physical or electronic, used by Bidders which will be considered as the application for Allotment in terms of this Red Herring Prospectus or the Prospectus.
Bankers to the Offer / Sponsor Bank	Banks which are clearing members and registered with SEBI as Bankers to the Offer and with whom the Public Offer Account has been opened, in this case being Axis Bank Limited.
Banker to the Offer Agreement	Agreement dated January 09, 2026 entered into amongst the Company, Book Running Lead Manager, the Registrar, Sponsor Bank and the Banker to the Offer.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful applicants under the offer and which is described in the section titled ***"Offer Procedure"*** beginning on page 347 of this Red Herring Prospectus.
Bid	An indication to make an offer during the Bid/ Offer Period by a Bidder (other than an Anchor Investor) pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Offer Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of this Red Herring Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and in the case of Individual Bidders Bidding at Cut Off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Individual Bidder and mentioned in the Bid cum Application Form and payable by the Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Offer.
Bid Lot	1,200 equity shares and in multiples of 1,200 equity shares thereafter
Bid/ Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Syndicate, the Designated Branches and the Registered Brokers shall not accept the Bids, being Thursday, January 22, 2026 which shall be notified in in all editions of the English national newspaper Financial Express, all editions of Hindi national newspaper Jansatta and Telugu Edition of Regional newspaper Neti Telugupatrika where the registered office of the Company is situated, each with wide circulation, and in case of any revision, the extended Bid/ Offer Closing Date also to be notified on the website and terminals of the Syndicate, SCSB's and Sponsor Bank, as required under the SEBI ICDR Regulations.
Bid/ Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, being Tuesday, January 20, 2026 which shall be notified in all editions of the English national newspaper Financial Express, all editions of Hindi national newspaper Jansatta and Telugu Edition of Regional newspaper Neti Telugupatrika where the registered office of the Company is situated, each with wide circulation, and in case of any revision, the extended Bid/ Offer Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations.
Bid/ Offer Period	Except in relation to Bid by Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and in terms of this Red Herring Prospectus. Provided that the

	Bidding/ Offer Period shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investor.
Bidder/ Applicant	Any prospective investor who makes a bid pursuant to the terms of this Red Herring Prospectus and the Bid-Cum-Application Form and unless otherwise stated or implied, which includes an ASBA Bidder and an Anchor Investor.
Bidding	The process of making a Bid.
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made.
BRLM / Book Running Lead Manager	Book Running Lead Manager to the Offer in this case being Indorient Financial Services Limited, SEBI Registered Category I Merchant Banker.
Broker Centres	Broker centres notified by the Stock Exchange, where the investors 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 websites of the Stock Exchange.
Business Day	Monday to Friday (except public holidays).
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Cap Price	The higher end of the price band above which the Offer Price will not be finalized and above which no Bids (or a revision thereof) will be accepted. The Cap Price shall not be more than 120% of the Floor Price.
Client Id	Client Identification Number maintained with one of the Depositories in relation to Demat account.
Collecting Depository Participants or CDPs	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. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Collection Centres	Centres at which the Designated intermediaries shall accept the ASBA Forms, i.e. Designated SCSB Branches for SCSBs, ASBA Specified Locations for syndicates, Broker Centres for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.
COW	The Code on Wages, 2019
Cut Off Price	The Offer Price, which shall be any price within the Price band as finalized by our Company in consultation with the BRLM. Only Individual Investors are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investor) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price.
Demographic Details	The demographic details of the applicants such as their Address, PAN, name of the applicants father/husband, investor status, Occupation and Bank Account details.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Designated CDP Locations	Such locations of the CDPs where Applicant 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 i.e. www.bseindia.com
Designated Date	On the Designated Date, the amounts blocked by SCSBs are transferred from the ASBA Accounts to the Public Offer Account and/ or unblocked in terms of the Red Herring Prospectus
Designated Intermediaries	An SCSB's with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock Broker registered with recognized Stock Exchange, a Depositary Participant, a registrar to the offer and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
Designated RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. www.bseindia.com
Designated Stock Exchange	SME Platform of BSE Limited ("**BSE SME**")
DP ID	Depository's Participant's Identity Number
DP/ Depository Participant	A depository participant as defined under the Depositories Act, 1996.
Draft Red Herring Prospectus/ DRHP	Draft Red Herring Prospectus dated September 17, 2025 filed with BSE SME.
Eligible NRI	A Non-Resident Indian in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom this Red Herring Prospectus will constitute an invitation to subscribe for the Equity Shares.

Electronic Transfer of Funds	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an issue or invitation under the Offer and in relation to whom the Prospectus constitutes an invitation to purchase the Equity shares issued thereby and who have opened Demat accounts with SEBI registered qualified depository participants.
Escrow Account(s)	The account(s) opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through NACH/direct credit/ NEFT/ RTGS in respect of the Bid Amount when submitting a Bid.
FII	Foreign Institutional Investor as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First Bidder/ Applicant/ Bidders	Bidder(s) whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted
FVCI / Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2014.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1) (lll) of the SEBI ICDR Regulations
"Fresh Issue" or "Issue"	The issue of Up to [●] Equity Shares of face value of ₹ 2/- each aggregating up to ₹ 6,967.58 Lakhs by our Company.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
General Corporate Purposes	Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the offer document. Provided that any offer related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the offer document.
General Information Document (GID)	The General Information Document for investing in public issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 notified by the SEBI and (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and the UPI circular as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchange and the BRLM.
Individual Investors who applies for minimum application size or "IIs" or Individual Investors or Individual Bidders or "IBs"	Individual Bidders, submitting Bids, who applies for minimum application size for two lots. Provided that the minimum application size shall be above ₹ 2,00,000/- (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).
Individual Investors Portion	The portion of the Offer being not less than 35% of the Net Offer, consisting of [●] Equity Shares, available for allocation to Individual Bidders.
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the Stock Exchange.
Lot Size	1,200 equity shares and in multiples of 1,200 equity shares thereafter.
Mandate Request	Mandate Request means a request initiated on the Individual Investor by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
Market Maker	Member Brokers of BSE who are specifically registered as Market Maker with the SME Platform of BSE. In our case, Pace Stock Broking Services Private Limited is the sole Market Maker.

<table>
<tr><td>Market Making Agreement</td><td>The Market Making Agreement dated January 12, 2026 between our Company and Market Maker i.e. Pace Stock Broking Services Private Limited.</td></tr>
<tr><td>Market Maker Reservation Portion</td><td>The reserved portion of 3,90,000 Equity Shares of ₹ 2/- each at an Offer price of ₹ [●] each is aggregating to₹ [●] Lakhs to be subscribed by Market Maker in this Offer.</td></tr>
<tr><td>Monitoring Agency</td><td>Brickwork Ratings India Private Limited</td></tr>
<tr><td>Monitoring Agency Agreement</td><td>The agreement dated August 28, 2025, entered in to between our Company and the Monitoring Agency.</td></tr>
<tr><td>Mutual Funds</td><td>A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.</td></tr>
<tr><td>Mutual Fund Portion</td><td>5% of the Net QIB Portion, or [●] Equity Shares, which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price.</td></tr>
<tr><td>Net Offer</td><td>The Offer (excluding the Market Maker Reservation Portion) of upto [●] equity Shares of ₹ 2/- each at a price of ₹ [●] per Equity Share (the "Offer Price"), including a share premium of ₹ [●] per equity share aggregating to ₹ [●] Lakhs.</td></tr>
<tr><td>Net Proceeds</td><td>The Offer Proceeds received from the Offer excluding Offer related expenses. For further information on the use of Offer Proceeds and Offer expenses, please refer to the section titled "Objects of the Offer" beginning on page 98 of this Red Herring Prospectus.</td></tr>
<tr><td>Net QIB Portion</td><td>The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors.</td></tr>
<tr><td>Non- Resident</td><td>A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs.</td></tr>
<tr><td>Non-Institutional Investors / NIIs / Non-Institutional Bidders / NIBs</td><td>All Bidders that are not QIBs, Individual Bidders and who have Bid for Equity Shares, for application size of more than two lots (but not including NRIs other than Eligible NRIs).</td></tr>
<tr><td>Non-Institutional Portion</td><td>The portion of the Offer being not less than 15% of the Offer, consisting of [●] Equity Shares. All Bidders, including FPIs which are individuals, corporate bodies and family offices, that are not QIBs or Individual Investors and to whom allocation shall be made in the following manner:
(a) one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs; (b) two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹10 lakhs.
Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of Non-Institutional Investors.</td></tr>
<tr><td>Offer/Public Offer/ Offer Size / Initial Public Offer/ IPO</td><td>
<table>
<tr><td colspan="2">Initial Public Offer (A+B)</td><td>Up to [●] Equity Shares aggregating up to ₹ [●] Lakhs.</td></tr>
<tr><td>A.</td><td>Fresh Issue</td><td>Up to [●] Equity Shares of the face value of ₹ 2/- each aggregating up to ₹ 6,967.58 Lakhs.</td></tr>
<tr><td>B.</td><td colspan="2">Offer for Sale by Promoter Selling Shareholder</td></tr>
<tr><td>Mr. Madhusudhan Varma Jetty</td><td>Promoter Selling Shareholder</td><td>Up to 10,89,600 Equity Shares of the face value of ₹ 2/- each aggregating up to ₹ [●] Lakhs.</td></tr>
</table>
</td></tr>
<tr><td>Offer Agreement</td><td>The Offer Agreement dated September 15, 2025, between our Company, Promoter Selling Shareholder and Book Running Lead Manager, Indorient Financial Services Limited.</td></tr>
<tr><td>Offer for Sale</td><td>The offer for sale of up to 10,89,600 Offered Shares aggregating up to ₹ [●] Lakhs by the Promoter Selling Shareholder, in the Offer. For further details, please refer to the section titled "The Offer" beginning on page 98 of this Red Herring Prospectus.</td></tr>
<tr><td>Offered Shares</td><td>Up to 10,89,600 Equity Shares of face value of ₹ 2/- each aggregating up to ₹ [●] Lakhs being offered for sale by the Promoter Selling Shareholder in the Offer.</td></tr>
<tr><td>Offer Price</td><td>The final price at which Equity Shares will be Allotted to successful ASBA Bidders which will be decided by our Company, in consultation with the BRLM, on the Pricing Date, in accordance with the Book-Building Process and in terms of the Red Herring Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price, which will be decided by our Company, in consultation with the BRLM, on the Pricing Date, in accordance with the Book-Building Process and in terms of the Red Herring Prospectus.</td></tr>
</table>

Offer Proceeds	Proceeds to be raised by our Company through this Offer, for further details please refer section titled "*Objects of the Offer*" beginning on page 98 of this Red Herring Prospectus.
Overseas Corporate Body/ OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
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.
Price Band	Price Band of a minimum price (Floor Price) of ₹ 98 per Equity Share and the maximum price (Cap Price) of ₹ 104 per Equity Share and includes revisions thereof. The Price Band has been decided by our Company in consultation with the BRLM.
Pricing Date	The date on which our Company in consultation with the BRLM, will finalize the Offer Price.
Promoter Selling Shareholder	Mr. Madhusudhan Varma Jetty
Prospectus	The Prospectus, to be filed with the RoC in accordance with the provisions of Section 26 of the Companies Act, 2013, containing, inter alia, the Offer Price will be determined before filing the Prospectus with RoC.
Public Offer Account	Account opened with the Bankers to the Offer to receive monies from the SCSBs from the bank account of the Applicant, on the Designated Date.
QIB Category/ QIB Portion	The portion of the Net Offer (including the Anchor Investor Portion) being not more than 50% of the Net Offer, consisting of [●] Equity Shares aggregating to ₹ [●] lakhs which shall be Allotted to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the BRLM), subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price (for Anchor Investors).
Qualified Institutional Buyers/QIBs/ QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Red Herring Prospectus / RHP	This Red Herring Prospectus dated January 13, 2026 is issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be Offered and the size of the Offer, including any addenda or corrigenda thereto.
Refund Bank/ Refund Banker	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Offer at which the Refund Account has been opened, in this case being Axis Bank Limited.
Registered Broker	The stockbrokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids.
Registrar/ Registrar to the Offer/ RTA	Registrar to the Offer being "Kfin Technologies Limited".
Registrar to the Offer Agreement	The agreement dated September 12, 2025 entered in to between our Company, the Promoter Selling Shareholder and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer.
Regulation S	Regulation S under the U.S. Securities Act of 1933, as amended from time to time.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their applications or any previous Revision Form(s).
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 DATED November 10, 2015 issued by SEBI.
SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the Applicant and a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time

Securities laws	Means the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board.
Self-Certified Syndicate Bank(s) / SCSB(s)	Shall mean a Banker to the Offer registered under Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on 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.
Share Escrow Agent	The share escrow agent namely KFIN Technologies Limited has been appointed pursuant to the Share Escrow Agreement, dated January 09, 2026.
Share Escrow Agreement	The agreement has been entered between our Company, the Promoter Selling Shareholder and the Share Escrow Agent on January 09, 2026 in connection with the transfer of the Offered Shares by the Promoter Selling Shareholder and credit of such Equity Shares to the demat account of the Allottees in accordance with the Basis of Allotment.
Specified Locations	Bidding centres where the Syndicate shall accept ASBA Forms from Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time
SME Exchange	SME Platform of the BSE i.e. BSE SME.
Specified Securities	Equity shares offered through this Red Herring Prospectus.
Sponsor Bank	Sponsor Bank means a Banker to the Offer registered with SEBI, which is appointed by the Issuer to act as a conduit between the Stock Exchange and NPCI (National Payments Corporation of India) in order to push the mandate, collect requests and / or payment instructions of the Individual Investors into the UPI.
Sub Syndicate Member	A SEBI Registered member of BSE appointed by the BRLM and/ or syndicate member to act as a Sub Syndicate Member in the Offer.
Supplemental Underwriting Agreement	The Supplemental Agreement dated December 12, 2025 entered between the Underwriter, BRLM, Promoter Selling Shareholder and our Company.
Syndicate	Includes the BRLM, and Sub Syndicate Members.
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Transaction Registration Slip/TRS	The slip or document issued by the member of the Syndicate or SCSB (only on demand) as the case may be, to the Applicant as proof of registration of the Application.
U.S. Securities Act	U.S. Securities Act of 1933, as amended.
US Fed	The Federal Reserve System is the central bank of the United States
Underwriter	Indorient Financial Services Limited
Underwriting Agreement	The Agreement dated September 15, 2025 entered between the Underwriter, BRLM, Promoter Selling Shareholder and our Company.
UPI	UPI is an instant payment system developed by the NCPI, it enables merging several banking features, seamless fund routing & merchant payment into one hood. UPI allow instant transfer of money between any two bank accounts using a payment address which uniquely identifies a person's bank account.
UPI Bidders	Collectively, individual investors applying as Individual Investors in the Individual Investors Portion, individuals applying as Non-Institutional Investors with a Bid Amount of up to ₹ 5,00,000 in the Non-Institutional Portion, and Bidding under the UPI Mechanism. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual investors applying in public issues where the application amount is up to ₹ 5,00,000 shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
UPI Circulars	SEBI circular no. CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular

	no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 SEBI Circular No: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022, SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, SEBI RTA Master Circular (to the extent it pertains to UPI)and any subsequent circulars or notifications issued by SEBI in this regard, along with the circulars issued by the Stock Exchange in this regard, including the circular issued by the BSE having reference number 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or Stock Exchange in this regard.
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI application, by way of a SMS directing the UPI Bidder to such UPI application) to the UPI Bidder initiated by the Sponsor Bank(s) to authorize blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment.
UPI Mechanism	The mechanism that was used by an Individual Investor to make a Bid in the Offer in accordance with the UPI Circulars on Streamlining of Public Issues
Venture Capital Fund/ VCF	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
Wilful Defaulter(s)	Wilful defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations.
Working Day	In accordance with Regulation 2(1) (mmm) of SEBI ICDR Regulations, working days means, all days on which commercial banks in Mumbai are open for business. However, in respect of– (a) announcement of Price Band; and (b) Bid/Offer period, working days shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; (c) the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchange, working day shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per circulars issued by SEBI.

Technical and Industry Related Terms

Term	Description
A&D	Aerospace & Defence
AQA	Automated Quality Assurance – Could refer to a system/tool for testing quality parameters automatically.
ATP	Acceptance Test Procedure – A set of tests to verify that a system meets required specifications.
ADITI	Acing Development of Innovative Technologies with iDEX
ATS	Avionic Test Systems
AI	Artificial Intelligence
AMCA	Advance Medium Combat Aircraft
ATAGS	Advanced Towed Artillery Guns
ATE	Automated Test Equipment
AMSL	Apollo Micro Systems Ltd
ARINC429	Aeronautical Radio INC 429 – A data transfer standard used in avionics, relevant to aerospace systems.
Bn	Billion
BTS	Built-to-Specs
BTP	Built-to-Print
CAATSA	Countering America's Adversaries Through Sanctions Act

CACPL	Chakradhara Aerospace and Cargo Private Limited
CEMILAC	Centre for Military Airworthiness & Certification – Regulatory body under DRDO, India.
CAGR	Compound Annual Growth Rate
CEW	Combat Engineering Work
CTC	Combat Training Centre
COTS	Commercial Off-the-Shelf
CPI	Consumer Price Index
D1	Demonstration 1
DTIS	Defence Testing & Integration System – Could refer to internal terminology used for integrated test systems.
DAP	Defence Acquisition Procedure
DC-DC Converters	Direct Current to Direct Current Converters
Def-Tech	Defence Technology
DIAT	Defence Institute of Advanced Technology
DOORS	Dynamic Object-Oriented Requirements System
DP-CHRONO - Data Patterns	Chronological Workbench
DPIIT	Department for Promotion of Industry and Internal Trade
DPSUs	Defence Public Sector Undertakings
DRDO	Defence Research and Development Organisation
DRHP	Draft Red Herring Prospectus
DSP	Digital Signal Processing
DDC	Data Device Corporation – A manufacturer of MIL-STD-1553, ARINC interfaces, possibly a component supplier.
DDPMAS	Defence Design, Development, Production and Military Airworthiness Standards
EU	End User – Refers to the customer or final operator of the system.
EW	Electronic Warfare – A core application area for Digilogic simulators and systems.
ESS	Environmental Stress Screening
ECM	Electronic Counter Measure
EIMT	Electronic Instrumentation and Measurement Technology
ELTX	Electronics – Abbreviation commonly used in defence projects/documents for electronics/electronic systems.
EO/IR	Electro-Optical / Infrared senso
FCS	Fire Control System
FDI	Foreign Direct Investment
FPGA	Field Programmable Gate Array
FY	Fiscal Year
GCC	GNU Compiler Collection
GDP	Gross Domestic Product
GOI	Government of India
HDR	High Dynamic Range
HIL	Hardware- in-Loop
HILS	In-Loop Simulation
HQ	Head Quarter
I9S	Intelligent 9 Sensor/System
IADCS	Integrated Air Defence Combat Simulator
IAI	Israel Aerospace Industries
IB	Investment Bank
IDE	Integrated Development Environment
iDEX	Innovation for Defence Excellence
IF	Intermediate Frequency
IIDM	Indigenously Designed, Developed and Manufactured
IMF	International Monetary Fund
IDDM	Indigenous Design, Development and Manufacturing – A Government of India initiative aligned with “Make in India”.
ICT	In-Circuit Testers
IFA	Independent Functional Audit – Review mechanism in defence/aerospace for checking conformance.
IFF	Identify Friend or Foe Solutions
INR	Indian Rupees
IMTAR	Indian Military Technical Airworthiness Requirements
IoT	Internet of Things

IP	Intellectual Property
ISRO	Indian Space Research Organisation
ITAR	International Traffic in Arms Regulations
IV&V	Independent Verification & Validation
JTAG	Joint Test Action Group – An interface standard for testing printed circuit boards.
LCA	Light Combat Aircraft
LIDAR	Light Detection and Ranging
LRU	Line Replaceable Unit
M&A	Mergers and Acquisitions
MATLAB	Matrix Laboratory
MHz	Megahertz
MINI-MIU	Miniature Missile Interface Unit
MISE	Mission Integration and System Engineering
Mk2	Mark 2
Mn	Million
MoD	Ministry of Defence
MoSPI	Ministry of Statistics Programme Implementation
MoU	Memorandum of Understanding
MRO	Maintenance, Repair, and Overhaul
MSMEs	Micro, Small, and Medium Enterprise
NavIC	Navigation with Indian Constellation
OEMs	Original Equipment Manufactures
PCB	Printed Circuit Board
PCBA	Printed Circuit Board Assembly
PLI	Production Linked Incentive
PSLV	Polar Satellite Launch Vehicle
PSU	Public Sector Undertaking
Q1	Quarter 1
QA	Quality Assurance
QTP	Qualification Test Procedure – A formal process to verify a system's readiness for deployment.
R&D	Research and Development
R&M	Repair and Maintenance
RASPL	Rafael Advanced Systems Private Limited
RBI	Reserve Bank of India
RF	Radio Frequency
RCS	Radar Cross Section – Important in radar and EW simulations.
ROCE	Return on Capital Employed
ROI	Return on Investment
RoW	Rest of the World
RTOS	Real-Time Operation System
SatOS	Satellite Operation System
SWaP	Size, Weight, and Power
SDUHS	Software Defined Universal Homing Systems
SIPRI	Stockholm International Peace Research Institute
SpaDeX	Space Docking Experience
SOM	Serviceable Obtainable Market
SAM	Serviceable addressable market
SPU	Signal Processing Unit
T&M	Test & Measurement
TAM	Target addressable market
TDF	Technology Development Fund
TMS	Test, Measurement, and Simulation
Tn	Trillion
TR module	Transmit-Receive Modules
TTC	Telemetry, Tracking, and Command
UAVs	Unmanned Aerial Vehicles
US	United State
USD	United States Dollar
URCWS	Ultralight Remote-Controlled Weapon Station
VMCSDS	Vehicle Mounted Counter Swarm Drone System
VSPU	Video Signal Processor Unit

VTOL	Vertical Takeoff and Landing
Y-o-Y	Year on Year

Key Performance Indicators

Terms	Description
EBITDA	Earnings before Interest, Tax Depreciation and Amortisation
PAT	Profit after Tax gives the overall profitability of business
ROCE	Return on Capital Employed
ROE	Return on Equity
RoNW	Return on Net Worth

Conventional Terms and General Terms

Term	Description
AIF(s)	Alternative Investment Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended
Banking Regulation Act	Banking Regulation Act, 1949
BSE	BSE Limited
CA	Chartered Accountant
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the AIF Regulations
Category I FPIs	FPIs who are registered as "Category I Foreign Portfolio Investors" under the FPI Regulations
Category II AIF	AIFs who are registered as "Category II Alternative Investment Funds" under the AIF Regulations
Category II FPIs	FPIs who are registered as "Category II Foreign Portfolio Investors" under the FPI Regulations
Category III AIF	AIFs who are registered as "Category III Alternative Investment Funds" under the AIF Regulations
CGST	Central GST
CS	Company Secretary
Competition Act	Competition Act, 2002
Consolidated FDI Policy	Consolidation FDI Policy Circular of 2020 dated October 15, 2020, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
COVID-19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CST Act	Central Sales Tax
DP ID	Depository Participant's identity number
DP / Depository Participant	A depository participant as defined under the Depositories Act
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry (formerly Department of Industrial Policy and Promotion), GoI
EPF	Employee Provident Fund
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Non-Debt Instruments Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019 issued by the Ministry of Finance, GoI.
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
Fiscal Year/ Financial Year / F.Y.	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FPIs	FPIs registered as "foreign portfolio investors" under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended
Gazette	Gazette of India

IND AS Rules	Indian Accounting Standards, Rules 2015
ICAI	Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFSC Code	Indian Financial System Code
IGST	Integrated Goods and Services Tax
IGST Act	Integrated Goods and Services Tax Act, 2017
India	Republic of India
IND AS	Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, as notified under the Companies (Indian Accounting Standard) Rules, 2015
Indian GAAP	Generally Accepted Accounting Principles in India notified under Section 133 of the Companies Act 2013 and read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016
ISIN	International Securities Identification Number
ISO	International Organization for Standardization
IST	Indian Standard Time
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
Merchant Banker Regulations	SEBI (Merchant Bankers) Regulations, 1992
Mutual Funds Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
NSE	National Stock Exchange of India Limited
NOC	No objection certificate
PAN	Permanent Account Number
R&D	Research and Development
RBI Act	Reserve Bank of India Act, 1934
RTA Regulations	Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agent) Regulations, 1993
SEBI SBEBSE Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SCRA	Securities Contract (Regulation) Act, 1956, as amended, from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended, from time to time
State Government	The government of a state in India
SGST	State Goods and Services Tax
SGST Act	State Goods and Services Tax Act, 2017
SS	Secretarial Standards as issued by Institute of Company Secretaries of India
Sub-account	Sub-accounts registered with SEBI under the FII Regulations other than sub-accounts which are foreign corporate or foreign individuals
TAN	Tax deduction and collection account number
TDS	Tax Deducted at Source
UGST	Union Territory Goods and Services Tax
UGST Act	Union Territory Goods and Services Tax Act, 2017
VCFs	Venture Capital Funds as defined in and registered with SEBI under the VCF Regulations

Abbreviations

Terms	Descriptions
₹ or Rupees or Rs. or INR	Rupees, the official currency of the Republic of India
A/c	Account
AGM	Annual General Meeting
AS/Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India
A.Y.	Assessment year
CARO	Companies (Auditor's Report) Order, 2020
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
Cr PC	Criminal Procedure Code, 1973, as amended
CSR	Corporate Social Responsibility
C.Y.	Calendar Year
DDT	Dividend Distribution Tax
DIN	Director Identification Number

ECS	Electronic Clearing System
EBITDA	Earnings before Interest, Tax Depreciation and Amortisation
EGM	Extraordinary General Meeting of the Shareholders of the Company
EPF Act	Employees Provident Fund and Miscellaneous Provisions Act, 1952
EPS	Earnings Per Share
FDI	Foreign Direct Investment
GAAR	General Anti Avoidance Rules
GBP	Great Britain Pound
GoI/Government	Government of India
GST	Goods & Service Tax
HNI	High Net Worth Individual
HUF	Hindu Undivided Family
IFRS	International Financial Reporting Standards
IT Rules	The Income Tax Rules, 1962, as amended
ISACA	Information Systems Audit and Control Association
MoU	Memorandum of Understanding
N.A.	Not Applicable
NACH	National Automated Clearing House
NAV/ Net Asset Value	Net asset value being paid up Equity Share capital plus free reserves (excluding reserves created out of revaluation) less deferred expenditure not written off (including miscellaneous expenses not written off) and debit balance of profit and loss account, divided by number of issued Equity Shares
NECS	National Electronic Clearing Services
NoC	No Objection Certificate
No.	Number
NSDL	National Securities Depository Limited
NTA	Net Tangible Assets
p.a.	Per annum
PAT	Profit After Tax.
PBT	Profit Before Tax.
P/E	Price per Earnings
Pvt.	Private.
RoE	Return on Equity
RoNW	Return on Net Worth.
SCN	Show Cause Notice.
STT	Securities Transaction Tax
US/United States	United States.
USD/ US$/ $	United States Dollar, the official currency of the Unites States of America
w.e.f.	With effect from
YoY	Year on Year.

The words and expressions used but not defined in this Red Herring Prospectus will have the same meaning as assigned to such terms under the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the SCRA, the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, the terms defined –

a) In the section titled '*Risk Factors*' beginning on page 38 of this Red Herring Prospectus, shall have the meaning given to such terms in that section;

b) In the section titled *'Statement of Possible Tax Benefits'* beginning on page 129 of this Red Herring Prospectus, shall have the meaning given to such terms in that section;

c) In the section titled *'Our Industry'* beginning on page 133 of this Red Herring Prospectus, shall have the meaning given to such terms in that section;

d) In the section titled *'Key Industry Regulations and Policies'* beginning on page 201 of this Red Herring Prospectus, shall have the meaning given to such terms in that section;

e) In the section titled *'Financial Information'* beginning on page 251 of this Red Herring Prospectus, shall have the meaning given to such terms in that section;

f) In the section titled *'Management's Discussion and Analysis of Financial Condition and Results of Operations'* beginning on page 288 of this Red Herring Prospectus, shall have the meaning given to such terms in that section; and

g) In the section titled *'Outstanding Litigations and Material Developments'* beginning on page 307 of this Red Herring Prospectus, shall have the meaning given to such terms in that section;

h) In the section titled *'Main Provisions of the Articles of Association'* beginning on page 383 of this Red Herring Prospectus, shall have the meaning given to such terms in that section;

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

In this Red Herring Prospectus, the terms "we", "us", "our", the "Company", "our Company", "Digilogic Systems Limited" and "DSL", unless the context otherwise indicates or implies, refers to Digilogic Systems Limited.

CERTAIN CONVENTIONS

All references in this Red Herring Prospectus to "India" are to the Republic of India and its territories and possessions and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the 'State Government' are to the Government of India, central or state, as applicable.

PAGE NUMBERS

Unless indicated otherwise, all references to page numbers in this Red Herring Prospectus are to page numbers of Draft Red Herring Prospectus

FINANCIAL DATA

Unless stated otherwise, the financial data included in this Red Herring Prospectus are extracted from the Restated Financial Statements of our Company, prepared in accordance with the applicable provisions of the Companies Act, 2013 Indian GAAP and restated in accordance with SEBI ICDR Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled '*Financial Information*' beginning on page 251 of this Red Herring Prospectus. Our Restated Financial Statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act, 2013, and have been restated in accordance with the SEBI ICDR Regulations and Guidance Note on "Reports in Company Prospectus (Revised 2019) issued by ICAI as amended from time to time.

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 months period ended March 31st of that year. In this Red Herring 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 Red Herring Prospectus in relation to our Company and industry. 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 Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices/ Indian GAAP, the Companies Act, 2013 and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited.

All figures in decimals (including percentages) have been rounded off up to second decimals and all percentage figures have been rounded off to two decimal places. In certain instances, discrepancies in any table between the sums of the amounts listed in the table and totals are due to rounding off. However, where any figures may have been sourced from third-party industry sources, such figures may be rounded-off to such number of decimal points as provided in such respective sources. In this Red Herring Prospectus, (i) the sum or percentage change of certain numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Any such discrepancies are due to rounding off.

Any percentage amounts, as set forth in the section titled *'Risk Factors'*, sections titled *'Our Business'* and *'Management's Discussion and Analysis of Financial Condition and Results of Operations'* beginning on page 38, page 178 and page 288 of this Red Herring Prospectus, respectively, and elsewhere in this Red Herring Prospectus, unless otherwise indicated, have been calculated on the basis of our audited financial statements prepared in accordance with Indian GAAP and the Companies Act, 2013 and restated in accordance with the SEBI ICDR Regulations.

CURRENCY AND UNITS OF PRESENTATION

In Red Herring 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 and Ecuador.

All references to the word "Lakh/ Lakhs or Lac" means "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".

Our Company has presented certain numerical information in this Red Herring Prospectus in "Lakhs" units. One lakh represents 1,00,000. In this Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed therein are due to rounding-off. Certain figures contained in this Red Herring Prospectus, including financial information, have been subject to rounding adjustments. All figures in decimals have been rounded off to the two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given, and (ii) the sum of the figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, figures sourced from third party industry sources may be expressed in denominations other than Lakhs or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

Unless the context otherwise indicates, any percentage amounts, as set forth in section titled "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 38, 178 and 288, respectively, and elsewhere in this Red Herring Prospectus have been calculated on the basis of amounts derived from the Restated Financial Information.

Exchange Rates

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

The table below sets forth, for the dates indicated, information with respect to the exchange rate between the Rupee and the respective foreign currencies.

Currency	Exchange Rate as on			
	September 30, 2025	**March 31, 2025**	**March 31, 2024**	**March 31, 2023**
	(in ₹)			
1 USD[(1)]	88.79	85.58**	83.37*	82.22

[(1)] *Source: www.fbil.org.in*

Note : *Exchange rate is rounded off to decimal places*

*** Since March 31, 2025 was a public holiday on account of Ramzan Id, March 30, 2025 was a Sunday and March 29, 2025 was a Saturday, the exchange rate was considered as on March 28, 2025.*

**Since March 31, 2024 was a Sunday, March 30, 2024 was a Saturday and March 29, 2024 was a public holiday on account of Good Friday, the exchange rate was considered as on March 28, 2024.*

TIME

All references to time in this Red Herring Prospectus are to Indian Standard Time.

INDUSTRY AND MARKET DATA

Unless stated otherwise, industry related information and market data contained in this Red Herring Prospectus, including in "*Risk Factors*", "*Our Industry*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 38, 133, 218, and 288, respectively, have been obtained or derived from the report titled **"India Critical Test, Measurement, & Simulation Technologies Market Outlook to 2030F"** dated September 02, 2025 that has been prepared by Ken Research Private Limited ("**Ken Research**" and the report prepared by Ken Research be referred to as "**Ken Research Report**") which has been prepared exclusively for the purpose of understanding the industry in connection with the Offer and commissioned by our Company. Ken Research does not have direct/ indirect interest or relationship with our Company, Promoter, Directors, KMPs or SMPs of our Company except to the extent of issuing the Ken Research Report. For risks in relation to the Ken Research Report, see "*Risk Factor – Third party industry and statistical information in this Red Herring Prospectus may be incomplete or unreliable."* on page 133 of this Red Herring Prospectus. The Ken Research Report is available on the website of our Company at www.digilogicsystems.com, from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date.

In accordance with the SEBI ICDR Regulations the section titled "*Basis for Offer Price*" on page 122 of this Red Herring Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.

No part of this manual or any material appearing may be reproduced, stored in or transmitted on any other Web site without written permission of Ken Research and any payments of a specified fee. Requests to republish any material may be sent to us.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India including United States, may not be offered or sold, and Bids may not be made, by persons in any such jurisdiction except in compliance with the applicable laws of such jurisdiction.

FORWARD-LOOKING STATEMENTS

This Red Herring Prospectus contains certain "forward-looking statements". All statements contained in this Red Herring 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 Red Herring 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:

a) *We intend to utilize a portion of the Net proceeds for setting up the Proposed New Facility at Plot No. 6/2, TGIIC Hardware Park Phase II, Rangareddy District, Hyderabad 500005 - ("Proposed New Facility"). We are yet to place orders for the plant, machinery and equipment and apply for requisite government approvals for the Proposed New Facility. If we are unable to commission our Proposed New Facility without time and cost overruns or unable to adhere to the schedule of implementation, it may adversely affect our business, results of operations and financial conditions.*

b) *There can be no assurance that the Objects of the Offer will be achieved within the time frame anticipated or at all, or that the deployment of the Net Proceeds in the manner intended by us will result in any increase in the value of your investment.*

c) *There have been certain inadvertent inconsistencies in some of our historical corporate filings, which may result in penalties or fines being imposed by the competent regulatory authority.*

d) *Our Company has experienced negative cash flow in the past and may continue to do so in the future, which could have a material adverse effect on our business.*

e) *There were delays in filing of certain regulatory returns with the relevant authorities in relation to Employees' Provident Fund (EPF), Employees' State Insurance Corporation (ESIC), Goods and Services Tax (GST), Tax Deducted at Source (TDS), and Profession Tax.*

f) *Our business is dependent on the sale of our products and services to our key customers. Our top three customers accounted for 84.47%, 54.58%, 65.22% and 70.92% of our revenue from operations for six months ended September 30, 2025 and in Fiscal 2025, 2024 and 2023 respectively. The loss of one or more such customers or a reduction in their demand for our products could adversely affect our business, results of operations, financial condition and cash flows.*

g) *We are dependent on the performance of the Critical Test, Measurement, and Simulation Technologies Market. Any adverse changes in the conditions affecting the Critical Test, Measurement, and Simulation Technologies Market can adversely impact our business, financial condition, results of operations, cash flows and prospects.*

h) *Cyber-attacks or other security breaches could have a material adverse effect on our business, results of operation or financial condition.*

i) *Our Proposed New Facility will be set up on the plot that was purchased from TGIIC through a registered agreement for sale dated September 03, 2025, and we will have to comply with the terms and conditions/covenants laid down in the said agreement for sale with TGIIC. In case of non-compliance with the terms and conditions of the same, it may affect our business operations.*

j) *Our present facility and Proposed New Facility are situated at Hyderabad, in the state of Telangana, resulting in concentration in a single region. Any slowdown or shutdown or any interruption for a significant period of time at*

our present facility and Proposed New Facility for a significant period of time, may in turn adversely affect our business, financial condition and results of operations.

For further discussion of factors that could cause the actual results to differ from the expectations, please refer sections titled *'Risk Factors'*, *'Our Business'* and *'Management's Discussion and Analysis of Financial Condition and Results of Operations'* beginning on page 38, 178 and 288, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual 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 Red Herring 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 Promoter, our Directors, the Book Running Lead Manager nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the requirements of SEBI, our Company (in respect of statements/ disclosures made by them in this Red Herring Prospectus) shall ensure that investors in India are informed of material developments from the date of the Red Herring Prospectus until the date of Allotment. The Promoter Selling Shareholder will ensure that investors in India are informed of material developments in relation to the statements relating to and undertakings confirmed or undertaken by the Promoter Selling Shareholder and its portion of the Offered Shares in this Red Herring Prospectus, from the date thereof, until the receipt of final listing and trading approvals from the Stock Exchange.

SECTION II: SUMMARY OF THE RED HERRING PROSPECTUS

This section is a general summary of certain disclosures included in this Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Red Herring Prospectus or the Prospectus when filed, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Red Herring Prospectus, including the sections titled "Risk Factors", "The Offer", "Capital Structure", "Objects of the Offer", "Our Industry", "Our Business", "Outstanding Litigations and Material Developments", "Offer Procedure", and "Main Provisions Of Articles Of Association" beginning on pages 38, 64 , 83, 98, 133, 178, 307, 347 and 383 respectively of this Red Herring Prospectus.

A. OVERVIEW OF BUSINESS

We are a technology-led company engaged in the design, development, integration, manufacturing, supply and support of Automated Test Equipment (ATE) systems, radar and Electronic Warfare environmental simulators, application software, and embedded signal processing solutions for the defence and aerospace engineering sector.

For further details please refer the section titled 'Our Business' beginning on page 178 of this Red Herring Prospectus.

B. OVERVIEW OF INDUSTRY

India's critical test, measurement, and simulation technologies (TMS) market forms a part of strategic electronics market. The TMS market reached INR 4,799 crore in FY'25P, witnessing a CAGR of ~13% during FY'19-FY'25P. This steady growth trajectory reflects surging investments in indigenous defence capabilities and R&D, and ISRO's escalating slate of space missions. Government initiatives such as **Make in India** and **Atmanirbhar Bharat** have been pivotal in boosting local manufacturing and technological development in critical testing and simulation domains, by prioritizing domestic production and innovation in defence technology.

For further details please refer the section titled 'Our Industry' beginning on page 133 of this Red Herring Prospectus.

C. OUR PROMOTER

As on date of this Red Herring Prospectus, Mr. Madhusudhan Varma Jetty, Mrs. Radhika Varma Jetty, Mr. Jetty Shashank Varma and Mr. Hitesh Varma Jetty are the Promoters of our Company.

For further details please refer the section titled 'Our Promoter and Promoter Group' beginning on page 243 of this Red Herring Prospectus.

D. DETAILS OF THE OFFER

Offer Size:

Offer of Equity Shares[1]	Up to [●] Equity Shares of face value of ₹ 2/- each, aggregating up to ₹ [●] lakhs
comprising:	
Fresh Issue	Up to [●] Equity Shares of face value of ₹ 2/- each, aggregating up to ₹ 6,967.58 lakhs
Offer for Sale[2]	Up to 10,89,600 Equity Shares of face value of ₹ 2/- each, aggregating up to ₹ [●] lakhs by the Promoter Selling Shareholder
which includes :	
Market Maker Reservation Portion	Up to 3,90,000 Equity Shares of face value of ₹ 2/- each, aggregating up to ₹ [●] lakhs
Net Offer	Up to [●] Equity Shares of face value of ₹ 2/- each, aggregating up to ₹ [●] lakhs

Notes:

(1) The Offer has been authorized by a resolution of our Board dated August 03, 2025 and by our Shareholders pursuant to a special resolution passed on August 18, 2025.

(2) Our Board has taken on record the consent for Offer for Sale of the Promoter Selling Shareholder pursuant to its resolution passed in its meeting held on August 21, 2025. The Promoter Selling Shareholder has confirmed that the Offered Shares have been held by them for a period of at least one year prior to the filing of this Red Herring Prospectus and are accordingly eligible for being offered for sale in the Offer in compliance with the SEBI ICDR Regulations. The Promoter Selling Shareholder has authorized the inclusion of the Offered Shares in the Offer for Sale. For details of authorizations received for the Offer for Sale, see section titled "Other Regulatory and Statutory Disclosures" beginning on page 316.

The Offer and Net Offer shall constitute [●] % and [●] % of the post-offer paid-up Equity Share capital of our Company, respectively.

For further details, please see section titled "*The Offer*" and "*Capital Structure*" on page 64 and 83 respectively.

Price Band

The Floor Price is ₹ 98/- per Equity Share which is 49 times of the Face Value and the Cap Price is ₹ 104 per Equity Share which is 52 times of the Face Value.

E. OBJECT OF THE OFFER

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

(₹ in Lakhs)

Sr No	Particulars	Estimated Amount
1.	Capital expenditure towards setting up a Proposed New Facility	5,173.78
2.	Pre-payment/ re-payment, in part or full, of certain outstanding borrowings availed by our Company	800.00
3.	General Corporate Purposes[(1)]	[●]
	Total (Net Proceeds)	**[●]**

[(1)] Subject to finalisation of the Basis of Allotment. The amount utilized for general corporate purpose shall not exceed 15% of the gross proceeds of the Offer or ₹1000.00 lakhs, whichever is lower.

For further details, see section titled "*Objects of the Offer*" on page 98

F. AGGREGATE PRE-OFFER AND POST OFFER SHAREHOLDING OF PROMOTER (INCLUDING THE PROMOTER SELLING SHAREHOLDER) AND PROMOTER GROUP

The aggregate pre-offer shareholding of our Promoter (including the Promoter Selling Shareholder) and Promoter Group as a percentage of the pre-offer paid-up Equity Share capital of our Company is set out below:

Sr. No.	Name of the Shareholder	Pre-Offer		Post-Offer	
		Number of Equity Shares held of face value of ₹ 2 each	% of the pre-Offer paid-up Equity Share Capital	Number of Equity Shares held of face value of ₹ 2 each	% of the Post-Offer paid-up Equity Share Capital
(A) Promoter					
1.	Mr. Madhusudhan Varma Jetty[#]	1,35,15,000	60.73	[●]	[●]
2.	Mrs. Radhika Varma Jetty	60,77,500	27.31	[●]	[●]
3.	Mr. Jetty Shashank Varma	50,000	0.23	[●]	[●]
4.	Mr. Hitesh Varma Jetty	50,000	0.23	[●]	[●]
	Total (A)	**1,96,92,500**	**88.50**	[●]	[●]
(B) Promoter Group					
	-	-	-	-	-
	Total (B)	-	-	-	-
	Total (A) + (B)	**1,96,92,500**	**88.50**	[●]	[●]

[#] Also, the Promoter Selling Shareholder

Shareholding of Promoter, members of our Promoter Group and additional top 10 Shareholders of the Company as at Allotment

The Shareholding of Promoter, members of our Promoter Group and additional top 10 Shareholders of the Company as at Allotment is set out below:

Sr. No	Pre-Offer shareholding as at the date of Advertisement**			Post-Offer shareholding as at Allotment (2)			
	Shareholders	Number of Equity Shares	Percentage of the pre- Offer shareholding(%)	At the lower end of the price band (₹ 98)		At the upper end of the price band (₹ 104)	
				Number of Equity Shares	Shareholding (in %)	Number of Equity Shares	Shareholding (in %)
Promoter							
1.	Mr. Madhusudhan Varma Jetty*	1,35,15,000	60.73	[●]	[●]	[●]	[●]
2.	Mrs. Radhika Varma Jetty	60,77,500	27.31	[●]	[●]	[●]	[●]
3.	Mr. Jetty Shashank Varma	50,000	0.23	[●]	[●]	[●]	[●]
4.	Mr. Hitesh Varma Jetty	50,000	0.23	[●]	[●]	[●]	[●]
Promoter Group (1)							
Nil							
Additional top 10 shareholders (other than promoter and promoter group)							
1.	Negen Undiscovered Value Fund	14,25,515	6.41	[●]	[●]	[●]	[●]
2.	Neil Madan Bahal	2,44,680	1.10	[●]	[●]	[●]	[●]
3.	Pathri Sai Krishna HUF	1,70,215	0.76	[●]	[●]	[●]	[●]
4.	Vinod Kumarreddychintakunt Venkata	1,57,500	0.71	[●]	[●]	[●]	[●]
5.	Negen Capital Services Private Limited	1,27,655	0.57	[●]	[●]	[●]	[●]
6.	Jagvir Singh Fauzdar	42,550	0.19	[●]	[●]	[●]	[●]
7.	Murali Parthasarathy	1,20,000	0.54	[●]	[●]	[●]	[●]
8.	Shailendra Swaroop Bhatnagar	42550	0.19	[●]	[●]	[●]	[●]
9.	M Srinivasulu Naidu	32,500	0.15	[●]	[●]	[●]	[●]
10.	Vemuganti Srikanth Reddy	32,500	0.15	[●]	[●]	[●]	[●]
Total		**23,95,665**	**10.77**	[●]	[●]	[●]	[●]

**Also, the Promoter Selling Shareholder*
***Based on beneficiary statement dated [●].*
Notes:
(1) There are no shareholders in the Promoter Group.
(2) Based on the Offer price of ₹[●] and subject to finalization of the basis of allotment.

For further details, see "*Capital Structure*" beginning on page 83.

G. SUMMARY OF FINANCIAL INFORMATION

Summary of selected financial information as set out under the SEBI ICDR Regulations as at for the six months period ended September 30, 2025 and for the Fiscals ended March 31, 2025, March 31, 2024, and March 31, 2023, as derived from our Restated Financial Information is as follows:

(₹ in lakhs except per share data)

Particulars	As at and for the six months period ended September 30, 2025	As at and for the year ended March 31		
		2025	2024	2023
Share Capital	445.05	445.05	200.00	200.00
Net Worth(1)	3,507.27	3,346.01	1,348.45	1,108.50
Revenue from Operation	1,817.73	7,205.98	5,155.93	5,596.23

Other Income	10.33	13.35	15.37	15.33
Profit After Tax	161.26	811.35	239.96	217.51
Earnings per share (basic and diluted) (Face Value of ₹ 2/- each) (in ₹)[(2)]				
(i) Basic	0.72	3.89	1.20	1.09
(ii) Diluted	0.72	3.89	1.20	1.09
Net asset value (NAV) per Equity Share (in ₹) [(3)]	15.76	15.04	13.48	11.08
Total borrowings[(4)]	2,203.92	1,334.14	810.86	1091.86

1) Net Worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets.

2) Basic & Diluted earnings per share (Rs) -Net profit after tax as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year.

3) Net assets value per share – Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year.

4) Total Borrowing – aggregate value of Long term borrowing and short term borrowings

For further details, see "*Restated Financial Statements*" on page 251

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

The Auditor report of Restated Financial Statements of our Company, for the six months ended September 30, 2025 and Financial Year ended on March 31 2025, 2024 and 2023 does not contain any qualification which have not been given effect to in Restated Financial Statements.

I. SUMMARY OF OUTSTANDING LITIGATIONS

Except as stated below, as on the date of this Red Herring Prospectus, there are no outstanding litigations against our Company, Directors, Promoter, Group Company and/or there are no outstanding litigations filed by our Company, Directors, Promoter, Group Company:

Nature of Proceedings	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoter	Material Civil Litigation as per Materiality Policy	Amount involved (₹. in lakhs)*
Company						
By the Company	Nil**	Nil	Nil	Nil	Nil	Nil**
Against the Company	Nil	Nil	Nil	Nil	Nil	Nil
Directors (other than promoter)						
By the Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	Nil	1***	Nil	Nil	Nil	1.27
Promoters						
By the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Key Managerial Personnel						
By Key Managerial Personnel	Nil	Nil	Nil	Nil	Nil	Nil
Against Key Managerial Personnel	Nil	Nil	Nil	Nil	Nil	Nil
Senior Management Personnel						
By Senior Management Personnel	Nil	Nil	Nil	Nil	Nil	Nil

Against Senior Management Personnel	Nil	Nil	Nil	Nil	Nil	Nil

**To the extent quantifiable.*
***Our Company has filed a FIR under Sections 316(2), 318(4), 319(2) of the Bharatiya Nagarik Suraksha Sanhita, 2023 ("BNSS"), and Sections 66C and 66D of the Information Technology Act, 2000 (as amended by the IT Amendment Act of 2008). A complaint has also been registered with the Cyber Crime Police Station, Hyderabad, requesting appropriate legal action against the individual who, by impersonating our vendor, fraudulently caused a financial loss of ₹ 45.17 lakhs. The matter is currently under investigation.*
**** One of the Independent Directors, Mr. Madadi Ugender Reddy has a Direct tax claims against him involving a total amount of Rs.1,27,059/- which include income tax demand amounting to Rs.1,03,300/- and accrued interest of Rs.23,759/- with respect to the AY 2023.*

The Company does not have any Subsidiary and Group Company.

For further details in relation to legal proceedings involving our Company, Promoter, Directors and Group Companies please refer section titled *'Outstanding Litigations and Material Developments'* on beginning page 307 of this Red Herring Prospectus.

J. RISK FACTORS

Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. Details of our top 10 risk factors are set forth below.

1. *We intend to utilize a portion of the Net proceeds for setting up the Proposed New Facility at Plot No. 6/2, TGIIC Hardware Park Phase II, Rangareddy District, Hyderabad 500005 - ("Proposed New Facility"). We are yet to place orders for the plant, machinery and equipment and apply for requisite government approvals for the Proposed New Facility. If we are unable to commission our Proposed New Facility without time and cost overruns or unable to adhere to the schedule of implementation, it may adversely affect our business, results of operations and financial conditions.*

2. *There can be no assurance that the Objects of the Offer will be achieved within the time frame anticipated or at all, or that the deployment of the Net Proceeds in the manner intended by us will result in any increase in the value of your investment.*

3. *There have been certain inadvertent inconsistencies in some of our historical corporate filings, which may result in penalties or fines being imposed by the competent regulatory authority.*

4. *Our Company has experienced negative cash flow in the past and may continue to do so in the future, which could have a material adverse effect on our business.*

5. *There were delays in filing of certain regulatory returns with the relevant authorities in relation to Employees' Provident Fund (EPF), Employees' State Insurance Corporation (ESIC), Goods and Services Tax (GST), Tax Deducted at Source (TDS), and Profession Tax.*

6. *Our business is dependent on the sale of our products and services to our key customers. Our top three customers accounted for 84.47%, 54.58%, 65.22% and 70.92% of our revenue from operations for six months ended September 30, 2025 and in Fiscal 2025, 2024 and 2023 respectively. The loss of one or more such customers or a reduction in their demand for our products could adversely affect our business, results of operations, financial condition and cash flows.*

7. *We are dependent on the performance of the Critical Test, Measurement, and Simulation Technologies Market. Any adverse changes in the conditions affecting the Critical Test, Measurement, and Simulation Technologies Market can adversely impact our business, financial condition, results of operations, cash flows and prospects.*

8. *Cyber-attacks or other security breaches could have a material adverse effect on our business, results of operation or financial condition.*

9. *Our Proposed New Facility will be set up on the plot that was purchased from TGIIC through a registered agreement for sale dated September 03, 2025, and we will have to comply with the terms and conditions/covenants laid down in the said agreement for sale with TGIIC. In case of non-compliance with the terms and conditions of the same, it may affect our business operations.*

10. *Our present facility and Proposed New Facility are situated at Hyderabad, in the state of Telangana, resulting in concentration in a single region. Any slowdown or shutdown or any interruption for a significant period of time at our present facility and Proposed New Facility for a significant period of time, may in turn adversely affect our business, financial condition and results of operations.*

Please refer the section titled *'Risk Factors'* beginning on page 38 of this Red Herring Prospectus.

K. SUMMARY OF CONTIGENT LIABILITIES AND CAPITAL COMMITMENTS

Details of the contingent liabilities of our Company as on September 30, 2025 derived from the Restated Financial Statement are set forth below:

Particulars	Amount (₹. In Lakh)
A. Contingent Liabilities	
Nil	**Nil**
Sub Total	**Nil**
B. Capital Commitments	
Estimated amount of contracts remaining to be executed on capital account and not provided for *(Refer Notes below)*	**78.56**
C. Total (A+B)	**78.56**

***Notes on Commitments**:*

1. *The company has entered into an agreement of sale with "M/s. NSL SEZ (Hyderabad) Pvt. Ltd." on 17.01.2024 to purchase a residential housing property No.A-3206, in Tower-A of "NSL East Luxoria" situated at Plot No.6, Sy. No.1(Part), situated at IDA, Uppal, Medchal-Malkajgiri District of Telangana for a total sale consideration of Rs.261.29 lakhs/- (including GST) against which, the company has paid advances to the seller to the extent of Rs.78.39 lakhs during the FY 2023-24; to the extent of Rs.84.93 lakhs during the FY 2024-25 and to the extent of Rs.19.41lakhs during the FY 2025-26 till 30.09.2025.*

For further details, please refer to Note 27 – "*contingent liabilities and commitments*" of the section titled "*Financial Information*" of the" on page 251 of this Red Herring Prospectus.

L. SUMMARY OF RELATED PARTY TRANSACTIONS

The summary detail of the related party transactions entered by our Company as per the Restated Financial Statements, is as follows:

List of Related parties

Names of the related parties with whom transactions were carried out for the six-month period ended September 30, 2025 and Fiscals 2025, 2024 and 2023, and description of relationship:

Related party disclosure	
Disclosures as required by the Accounting Standard 18 "Related Party Disclosures" are given below:	
List of Related Parties where transaction has taken place during the year:	
Names	**Category of related parties**
1) Madhusudhan Varma Jetty	Key Managerial Personnel
2) Radhika Varma Jetty	Key Managerial Personnel
3) Jetty Shashank Varma	Key Managerial Personnel
4) Hitesh Varma Jetty	Key Managerial Personnel
5) Kameswara Rao Vempati	Key Managerial Personnel
6) Sri Harsha Vadakattu	Key Managerial Personnel
7) Balasubramanyam Danturti	Independent Director w.e.f 25.07.2025
8) Sesha Rama Srinivasa Sastry Pullela	Independent Director w.e.f 25.07.2025
9) Madadi Ugender Reddy	Independent Director w.e.f 25.07.2025
a) Company which is a holding, subsidiary or an associate company of such company	
Nil	
b) Key managerial personnel	**Nature of Relationship**
1) Madhusudhan Varma Jetty	Promoter and Director
2) Radhika Varma Jetty	Promoter & Director

3) Jetty Shashank Varma	Promoter & Director
4) Hitesh Varma Jetty	Promoter & Director
5) Kameswara Rao Vempati	Company Secretary & compliance Officer
6) Sri Harsha Vadakattu	Chief Financial Officer
c) Company/LLP/Firm in which key managerial person are Directors and Partner	
Nil	
d) Firms in which the company exercises control	
Nil	

Transactions with related parties and the status of outstanding balance as on date are as follows:

Transactions during the period/year ended					(₹ In Lakhs)
Nature of Transactions	**Name of Party**	**September 30, 2025**	**March 31, 2025**	**March 31, 2024**	**31 March 2023**
Professional & Consultancy Charges	Madhusudhan Varma Jetty	32.00	96.00	94.20	29.60
Salary	Madhusudhan Varma Jetty	23.99	-	-	52.67
Gratuity	Madhusudhan Varma Jetty	-	-	-	32.87
Sales Commission	Madhusudhan Varma Jetty	-	-	44.62	84.17
Reimbursement of Expenses	Madhusudhan Varma Jetty	3.48	13.86	7.41	4.24
Interest costs	Madhusudhan Varma Jetty	-	3.92	3.73	2.28
Loan received during the period	Madhusudhan Varma Jetty	-	-	80.00	80.00
Loan repaid during the period	Madhusudhan Varma Jetty	-	80.00	80.00	-
Advance payment of Professional & Consultancy Charges made	Madhusudhan Varma Jetty	-	1.50	-	-
Advance Professional & Consultancy Charges recovered	Madhusudhan Varma Jetty	-	1.50	-	-
Salary Advance given	Madhusudhan Varma Jetty	0.50			
Salary	Radhika Varma Jetty	18.15	30.48	24.39	15.58
Rent	Radhika Varma Jetty	-	1.94	4.67	4.67
Salary Advance Given	Radhika Varma Jetty	0.50	0.50	-	-
Salary Advance Recovered	Radhika Varma Jetty	-	0.50	-	-
Salary and Bonus	Jetty Shashank Varma	32.72	129.91	47.73	25.70
Sales Commission	Jetty Shashank Varma	-	-	25.40	27.55
Reimbursement of Expenses	Jetty Shashank Varma	5.00		2.17	1.87
Salary advance given	Jetty Shashank Varma	3.45	-	4.00	1.10
Salary advance recovered	Jetty Shashank Varma	-	0.50	3.42	0.88

Salary and bonus	Hitesh Varma Jetty	21.37	26.91	18.79	6.84
Reimbursement of Expenses	Hitesh Varma Jetty	0.15	-	-	-
Salary Advance given	Hitesh Varma Jetty	3.45	-	-	-
Salary	Kameswara Rao Vempati	6.32	1.29	-	-
Salary	Sri Harsha Vadakattu	18.28	-	-	-
Sitting Fees	Balasubramanyam Danturti	1.10	-	-	-
Sitting Fees	Sesha Rama Srinivasa Sastry Pullela	0.85	-	-	-
Sitting Fees	Madadi Ugender Reddy	1.00	-	-	-

For further details in relation of the same, please refer the section titled '*Restated Financial Statements*' beginning on page 251 of this Red Herring Prospectus.

M. DETAILS OF FINANCING ARRANGEMENTS

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

N. WEIGHTED AVERAGE PRICE AT WHICH THE EQUITY SHARES ACQUIRED BY OUR PROMOTERS/ PROMOTER SELLING SHAREHOLDER IN THE LAST 1 (ONE) YEAR PRECEDING THE DATE OF THIS RED HERRING PROSPECTUS.

Name of the Promoter	No. of Equity Share of Face Value of ₹ 2/- each held as of date of this Red Herring Prospectus	No. of Equity Shares of Face Value of ₹ 2/- each acquired in the last one year*	Weighted average price per equity share in the last one year (in ₹)
Mr. Madhusudhan Varma Jetty#	1,35,15,000	-	-
Mrs. Radhika Varma Jetty	60,77,500	26,77,500	-
Mr. Jetty Shashank Varma	50,000	15,00,000	-
Mr. Hitesh Varma Jetty	50,000	14,25,000	-

Pursuant to the certificate dated January 13, 2026, issued by, M/s. B Srinivasa Rao & Co., Chartered Accountants

 # Also, the Promoter Selling Shareholder

**The Equity Shares acquired have been mentioned after the effect of split of shares i.e 1 (one) equity shares of face value of ₹ 10/- each of our Company were sub-divided into 5 (Five) equity shares of face value of ₹ 2/- vide Board resolution dated July 22, 2025 and shareholder resolution dated July 25, 2025.*

O. AVERAGE COST OF ACQUISITION OF SHARES OF OUR PROMOTERS AND PROMOTER SELLING SHAREHOLDER

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

Name of the Promoter/Promoter Selling Shareholder	No. of Equity Shares of Face value of ₹ 2/- each	Average cost of acquisition(1) (in ₹)
Mr. Madhusudhan Varma Jetty#	1,35,15,000	1.03
Mrs. Radhika Varma Jetty	60,77,500	0.56
Mr. Jetty Shashank Varma	50,000	-
Mr. Hitesh Varma Jetty	50,000	-
Total	**1,96,92,500**	

Pursuant to the certificate dated January 13, 2026, issued by, M/s. B Srinivasa Rao & Co., Chartered Accountants

(1) Computed based on the Equity Shares acquired/allotted/purchased (including acquisition pursuant to transfer). However, the Equity Shares disposed of have not been considered while computing number of Equity Shares held.)
[#] Also, the Promoter Selling Shareholder

P. WEIGHTED AVERAGE COST OF ACQUISITION OF ALL SHARES TRANSACTED IN THE 3 (THREE) YEARS, 18 (EIGHTEEN) MONTHS AND 1 (ONE) YEAR PRECEDING THE DATE OF THIS RED HERRING PROSPECTUS

The weighted average cost of acquisition of all shares transacted in the last eighteen months, one year and three years preceding the date of this Red Herring Prospectus is as follows:

Period	Weighted Average Cost of Acquisition (in ₹)	Cap Price is 'X' times the Weighted Average Cost of Acquisition	Floor Price is 'X' times the Weighted Average Cost of Acquisition	Range of acquisition price: Lowest Price - Highest Price (in ₹) (post impact of split)
Last 1 year	27.13	3.83	3.61	13.60 to 58.75
Last 3 years	48.05	2.16	2.04	13.60 to 58.75
Last 18 months	48.05	2.16	2.04	13.60 to 58.75

Pursuant to the certificate dated January 13, 2026, issued by, M/s. B Srinivasa Rao & Co., Chartered Accountants

Q. ACQUISITION OF EQUITY SHARES IN THE LAST THREE YEARS

The details of price at which equity shares were acquired by Promoter including Promoter Selling Shareholder and the members of the Promoter Group in the last three years preceding the date of this Red Herring Prospectus is set forth below:

Name of Shareholders	Nature of Acquisition	Date of Acquisition	Number of Equity Shares Acquired	Face Value (in ₹)	Acquisition Price Per Equity Share (in ₹)*
Promoter					
Mr. Madhusudhan Varma Jetty[#]	Allotment of equity shares pursuant to Bonus Issue	September 07, 2024	16,60,000	10	NA
Mrs. Radhika Varma Jetty	Allotment of equity shares pursuant to Bonus Issue	September 07, 2024	3,40,000	10	NA
Mr. Jetty Shashank Varma	Transfer from Madhusudhan Varma Jetty as Gift	March 29, 2025	3,00,000	10	Nil
Mr. Hitesh Varma Jetty	Transfer from Madhusudhan Varma Jetty as Gift	March 29, 2025	2,85,000	10	Nil
Mrs. Radhika Varma Jetty	Transfer from Jetty Shashank Varma as Gift	September 09, 2025	14,50,000	2	Nil
	Transfer from Hitesh Varma Jetty as Gift	September 09, 2025	12,27,500	2	Nil
Promoter Group (other than Promoter)**					
Nil					

**As certified by M/s. B Srinivasa Rao & Co., Chartered Accountants, by way of their certificate dated January 13, 2026.*
[#] Also, the Promoter Selling Shareholder
***There are no shareholders in the Promoter Group.*

R. DETAILS OF PRE-IPO PLACEMENT

Our Company had provided for the issuance of Equity Shares on a private placement basis through a pre-IPO placement for cash consideration for an aggregate amount not exceeding ₹ 1,400.00 lakhs in the Draft Red

Herring Prospectus. However, our Company has not undertaken and does not propose to undertake a pre-IPO placement.

S. EQUITY SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH IN LAST 1 (ONE) YEAR

Other than as disclosed in the section titled "*Capital Structure*" on page 83, our Company has not issued any Equity Shares for consideration other than cash in the 1 (one) year preceding the date of this Red Herring Prospectus.

T. SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST 1 (ONE) YEAR

Except as disclosed below, our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Red Herring Prospectus.

Pursuant to a resolution of our Board dated July 22, 2025 and shareholders' resolution dated July 25, 2025, 1 (one) equity shares of face value of ₹ 10/- each of our Company were sub-divided into 5 (Five) equity shares of face value of ₹ 2/- each. Consequently, the issued, subscribed and paid up share capital of our Company comprising 44,50,526 equity shares of face value of ₹10/- each was sub-divided into 2,22,52,630 equity shares of face value of ₹ 2/- each.

For further details, see section title "*Capital Structure*" on page 67

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

SEBI has pursuant to its letter dated May 15, 2025 bearing reference number SEBI/HO/CFD/RAC-DIL2/P/OW/2025/0000012264/1 in response to our exemption application dated April 16, 2025, under Regulation 300(1) of the SEBI ICDR Regulations rejected the exemption sought for not disclosing Mr. J Lokprakash Varma as Promoter Group of our Company under the Regulation 2(1)(pp) of SEBI ICDR Regulations, and directed us to include information and confirmations, as available in the public domain. For further details, refer section titled "Our Promoters and Promoter Group" on page 243 of this Red Herring Prospectus.

SECTION III: RISK FACTORS

An investment in Equity Shares involves a high degree of financial risk. You should carefully consider all information in this Red Herring Prospectus, including the risks described below, before making an investment in our Equity Shares.

The risk factors set forth below do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. Any of the following risks, as well as the other risks and uncertainties discussed in this Red Herring Prospectus, could have a material adverse effect on our business and could cause the trading price of our Equity Shares to decline and you may lose all or part of your investment. In addition, the risks set out in this Red Herring Prospectus are not exhaustive. Additional risks and uncertainties, whether known or unknown, may in the future have material adverse effect on our business, financial condition and results of operations, or which we currently deem immaterial, may arise or become material in the future. To obtain a complete understanding of our Company, prospective investors should read this section in conjunction with the sections titled "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 178 and 288 of this Red Herring Prospectus respectively as well as other financial and statistical information contained in this Red Herring Prospectus.

This Red Herring Prospectus also contains forward-looking statements that involve risks and uncertainties. Our results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including events described below and elsewhere in this Red Herring Prospectus. Unless otherwise stated, the financial information used in this section is derived from and should be read in conjunction with Restated Financial Statements of our Company prepared in accordance with the Companies Act, 2013 and restated in accordance with the ICDR Regulations, including the schedules, annexure and notes thereto.

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

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein. For capitalized terms used but not defined in this section, please refer to the section titled *'Definitions and Abbreviations'* as described on the beginning of page 6 of this Red Herring Prospectus

The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.

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

INTERNAL RISKS FACTORS:

1. ***We intend to utilize a portion of the Net proceeds for setting up the Proposed New Facility at Plot No. 6/2, TGIIC Hardware Park Phase II, Rangareddy District, Hyderabad 500005 - ("Proposed New Facility"). We are yet to place orders for the plant, machinery and equipment and apply for requisite government approvals for the Proposed New Facility. If we are unable to commission our Proposed New Facility without time and cost overruns or unable to adhere to the schedule of implementation, it may adversely affect our business, results of operations and financial conditions.***

We are a technology-led company engaged in the design, development, integration, manufacturing, supply and support of Automated Test Equipment (ATE) systems, radar and Electronic Warfare environmental simulators, application software, and embedded signal processing solutions for the defence and aerospace engineering sector. The present facility of our Company is situated at #102, 1st Floor, DSL Abacus Tech Park, Uppal, Hyderabad – 500039. Our Company is proposing to set up a new facility at Plot No. 6/2, TGIIC Hardware Park Phase II, Rangareddy District, Hyderabad – 500005, which will cater to our existing products and services and, in addition, will include an environmental test facility for electronic sub-systems. The Company has entered into an agreement for sale executed on September 03, 2025, with TGIIC Telangana Industrial Infrastructure Corporation Ltd (a Government of Telangana Undertaking), which was registered on September 09, 2025, for the purchase of land admeasuring 8,336.82 Sq. Mts.

We intend to utilize the Net Proceeds for setting up the Proposed New Facility. We have obtained a Capital Expenditure Report dated January 09, 2026, from Independent Chartered Engineer ("**Capital Expenditure Report**") which has estimated the total cost of the project to be ₹ 6,370.02 lakhs comprising of:

(i) Purchase of land admeasuring 8,336.82 sq. mts. for setting up the Proposed New Facility for manufacturing and environmental testing of Electronic Sub Systems and expansion of current verticals, amounting to ₹ 1,057.72 lakhs (including processing, registration fee and stamp duty), which has already been paid by the Company;
(ii) Development & construction for the Proposed New Facility amounting to ₹ 3,042.87 lakhs is proposed to be utilised from the Net Proceeds of the Fresh Issue and internal accruals.
(iii) Purchase of equipment, plant and machinery amounting to ₹ 2,269.43 lakhs is proposed to be utilised from the Net Proceeds of the Fresh Issue;

For setting up the Proposed New Facility, our Company has identified the items required for construction of facility building, equipment, plant and machinery and has received quotations from suppliers which are valid for a specific period of time. Our Company has also issued work order dated August 25, 2025, for the purpose of availing services of architect and also Company has issue work order for land development with JLC Infra dated September 13, 2025. However, we have not entered into any definitive agreement with any of the suppliers except as explicitly mentioned under the sections "*Construction of Building*" as provided in the section titled "*Objects of the Offer*" beginning at page 98 of this Red Herring Prospectus and there can be no assurance that the same suppliers will be engaged eventually for the respective works at the same costs. Any delay in access to Net Proceeds may eventually delay the process of placing the orders. The items for construction of facility building, plant and machinery and equipment would require us to consider factors including but not limited to pricing, delivery schedule etc. There may be a possibility of delay at the supplier's end in providing timely delivery of these machineries, equipment's and utilities, which in turn may delay the implementation of our expansion plan. Our Company, depending on various factors, will finalise the suppliers for the Proposed New Facility which may not be the same from whom the quotations were obtained. Further, the quotations relied upon by us in arriving at the total cost of machineries, equipment's and utilities are valid for a specific period of time and may lapse after the expiry of the specific period. Any time and cost overrun due to our failure to purchase plant and machinery within our budget could adversely impact our financial condition temporarily and also delay our growth prospects.

Our expansion plan may be subject to delays and other risks such as unforeseen engineering or technical problems, disputes with workers, force majeure events, unanticipated cost increases or changes in scope, etc. Additionally, we may face risks in commissioning the Proposed New Facility including but not limited to, delays in the civil constructions, problems with its facilities or for other reasons. However, the Company has applied for certain material approvals which are yet to be received (except for the *"**Permission from the Ground Water Department to dig borewell**", "**Factory Plan Approval**", "**Building Plan Approval**", "**Consent for Establishment**" and "**Environmental Clearance**"*), and certain other approvals required for the Proposed New Facility are yet to be applied for. Any delay in receipt or non-receipt of such approvals, licenses, registrations and permits could result in cost and time overrun or which could affect our planned expansion and operations.

While we may seek to minimize the risks from any unanticipated events, it cannot be assured that all potential delays could be mitigated and that we will be able to prevent any cost over-runs and any loss of profits resulting from such delays, shortfalls and disruptions. As a result, our business, financial condition, results of operations and prospects could be materially and adversely affected. For further details read section "*Objects of the Offer*" beginning on page 98 of the Red Herring Prospectus.

2. There can be no assurance that the Objects of the Offer will be achieved within the time frame anticipated or at all, or that the deployment of the Net Proceeds in the manner intended by us will result in any increase in the value of your investment.

Our Company intends to use approximately ₹ 5,173.78 lakhs of Net Proceeds for setting up the Proposed New Facility. Our Board will have flexibility in temporarily investing the Net Proceeds as well as its inter-se allocation across various heads under the setting up of the Proposed New Facility, as disclosed in the section titled "*Objects of the Offer*" on page 98 of this Red Herring Prospectus.

Further, the plans for deployment of the Net Proceeds are in accordance with our management's estimates and have not been appraised by any bank or any financial institution. Although we have obtained Capital Expenditure Report which highlights the estimated cost of the Proposed New Facility that will be utilised from the Net Proceeds, our Company may have to revise its management estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, and interest or exchange rate fluctuations and consequently its requirements may change.

In the event there is a shortfall in the Net Proceeds raised from the Fresh Issue, we may be unable to commission the Proposed New Facility. In case of shortfall in the proceeds of the Fresh Issue which are to be utilized for meeting the

objects of the Offer, the shortfall will be met by such means as are available to our Company at such future time and at the discretion of the management, including by way of cash available with us or from the term loan sanction by the Indian Bank, or by any other means permissible under law. We cannot assure that we will be able to arrange for adequate cash or will be able to procure further loans to meet the funding requirements. Any failure to meet the additional funding requirements will have a material adverse effect on the implementation of the stated object.

We may also be required to adhere to certain restrictive covenants as regards raising of finance for the facility from means other than those sanctioned under our present financing documents. Any failure or delay on our part to raise funds from the Fresh Issue or any shortfall in the Net Proceeds and subsequent inability of our Company to source alternate means of finance may delay the implementation of our object and could adversely affect our growth plans.

3. There have been certain inadvertent inconsistencies in some of our historical corporate filings, which may result in penalties or fines being imposed by the competent regulatory authority.

Our Company has certain inadvertent inconsistencies in its past corporate filings with the MCA, including:

a. The Company has inadvertently failed to disclose the following transfers of shares in Form 20B (Annual Return):

Date of Transfer	Name of Transferor	Name of Transferee	No. of shares transferred
March 22, 2012	Sundar Ganesh Mathurbootham	Mrs. Radhika Varma Jetty	100
	M Srinivasulu Naidu		100
	Ajit Pandab		100
	T Ranjit		100
	J Tejeswar		100
March 09, 2013	Madhusudhan Varma Jetty	Mrs. Radhika Varma Jetty	15,000
August 02, 2013	Madhusudhan Varma Jetty	Mr. Sundar Ganesh Mathurbootham	20,000

b. The Company has inadvertently made a few procedural lapses and inadequate disclosures in the e-Forms filed in relation to the further issue of shares, which were later rectified by the Company upon discovery, by filing the revised forms.

Financial Year	Name of the e-form and Date of filing the Form	Corrective steps taken by the Company
2024-2025	Form MGT-14 filed on October 08, 2024	Revised Form MGT-14 filed with all applicable disclosures on June 11, 2025
	Form MGT-14 filed on January 10, 2025	Revised Form MGT-14 filed with all applicable disclosures on June 11, 2025
	Form MGT-14 filed on February 14, 2025	Revised Form MGT-14 filed with all applicable disclosures on June 11, 2025

The certain forms were filed by the Company with delay upon payment of additional fee.

Further, our Company has filed a adjudication application including for the aforesaid matters with the appropriate authority via e-form GNL-1 on December 31, 2025. The matter is currently under consideration by the concerned authority, and the Company is cooperating fully in the adjudication process. The Company shall comply with the order(s), if any, passed by the Adjudicating Authority within the stipulated timelines and shall keep the Exchange duly informed of any material developments in this regard.

4. Our Company has experienced negative cash flow in the past and may continue to do so in the future, which could have a material adverse effect on our business.

Our Company has experienced negative net cash flow in operating and financing activities in the recent past, the details of which are provided below:

(₹ in lakhs)

Particulars	Restated Financial Information for the Half Year and Year Ended			
	September 30, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Net Cash Flow from / (used in) Operating Activities	320.11	(1,051.78)	549.45	(665.32)

Net Cash Flow from / (used in) Investment Activities	(1,080.44)	(512.59)	(137.31)	(62.68)
Net Cash Flow from / (used in) Financing Activities	771.51	1,563.31	(410.66)	407.82

We may incur negative cash flows in the future which may have a material adverse effect on our business, prospects, results of operations and financial condition. For details and reasons for negative cash flow, please refer "*Management's Discussion and Analysis of Financial Conditions and Results of Operations*" of our Company on page 288 of this Red Herring Prospectus.

5. ***There were delays in filing of certain regulatory returns with the relevant authorities in relation to Employees' Provident Fund (EPF), Employees' State Insurance Corporation (ESIC), Goods and Services Tax (GST), Tax Deducted at Source (TDS), and Profession Tax.***

In the six months period ended September 30, 2025 and the past three Financial Years, there were delays in filing certain regulatory returns with the relevant authorities in relation to the Employees' Provident Fund (EPF), Employees' State Insurance Corporation (ESIC), Goods and Services Tax (GST), Tax Deducted at Source (TDS), and Profession Tax. The below table summarizes such instances for the discrepancies and delay:

Employee Provident Fund

Particulars	Number of Instances	Period / Financial Year
Delay in filing of returns	-	As at and for the six months period ended September 30, 2025
Delay in filing of returns	1	2024-2025
Delay in filing of returns	2	2023-2024
Delay in filing of returns	2	2022-2023

Employee State Insurance

Particulars	Number of Instances	Period / Financial Year
Delay in filing of returns	-	As at and for the six months period ended September 30, 2025
Delay in filing of returns	4	2024-2025
Delay in filing of returns	5	2023-2024
Delay in filing of returns	4	2022-2023

Goods and Services Tax

Particulars	Number of Instances	Period / Financial Year
Delay in filing of returns	4	As at and for the six months period ended September 30, 2025
Delay in filing of returns	7	2024-2025
Delay in filing of returns	2	2023-2024
Delay in filing of returns	9	2022-2023

Income Tax Deducted at Source

Particulars	Number of Instances	Period / Financial Year
Delay in filing of returns	-	As at and for the six months period ended September 30, 2025
Delay in filing of returns	-	2024-2025
Delay in filing of returns	2	2023-2024
Delay in filing of returns	1	2022-2023

Professional Tax

Particulars	Number of Instances	Period / Financial Year
Delay in filing of returns	3	As at and for the six months period ended September 30, 2025
Delay in filing of returns	0	2024-2025
Delay in filing of returns	2	2023-2024
Delay in filing of returns	5	2022-2023

These delays could result in imposition of penalties, interest, or other regulatory consequences under applicable laws. While no- show cause notice has been issued against our Company till date, in the event of any cognizance being taken by the concerned authorities in respect of above delays in filings, actions may be taken against our Company and its directors, which could impact our business and financial performance.

6. ***Our business is dependent on the sale of our products and services to our key customers. Our top three customers accounted for 84.47%, 54.58%, 65.22% and 70.92% of our revenue from operations for six months ended September 30, 2025 and in Fiscal 2025, 2024 and 2023 respectively. The loss of one or more such customers or a reduction in their demand for our products could adversely affect our business, results of operations, financial condition and cash flows.***

We are dependent on a limited number of key customers, for a significant portion of our revenues. We are in the critical defence and aerospace sector operating across the value chain—from providing core technological solutions to delivering software development, system integration, and maintenance support services.

The table below sets forth details of our revenue from operations from our top three (individually and collectively) and top 10 customers in the periods indicated:

Customer Concentration	For the Six months ended September 30, 2025		Fiscal					
			2025		2024		2023	
	Amount (₹ Lakhs)	Percentage of Revenue from Operations	Amount (₹ Lakhs)	Percentage of Revenue from Operations	Amount (₹ Lakhs)	Percentage of Revenue from Operations	Amount (₹ Lakhs)	Percentage of Revenue from Operations
Top 3 Customers	1,535.47	84.47%	3,933.00	54.58	3,362.78	65.22	3,968.72	70.91
Customer 1	686.18	37.75%	2,223.25	30.85	1,674.42	32.48	1,618.00	28.91
Customer 2	628	34.55%	875.00	12.14	895.00	17.36	1,540.72	27.53
Customer 3	221.29	12.17%	834.75	11.58	793.35	15.39	810.00	14.47
Top 10 Customers	1,762.37	96.95%	6,359.60	88.25	4,837.96	93.83	5,299.38	94.70

Since, we are dependent on certain select customers for the majority of our revenue, the reduction in the amount of business we obtain from such customers whether due to circumstances specific to such customers, such as pricing pressures, an inability on our part to manufacture the products in a timely manner, slowdown in requirement of our products on account of change in delivery schedule from our customers, changes in government policies, not matching the quality and quantity standards expected from us by our customers or adverse market conditions affecting our supply chain or the economic environment generally, such as the COVID- 19 pandemic, could have an adverse effect on our business, results of operations, financial condition and cash flows. While we continue to maintain long-term relationships with our customers, we do not enter into any long-term purchase arrangements with such customers and instead undertake work on a supply order basis. In addition, any adverse development with such customers, including because of any dispute with, or disqualification by, such major customers, may result in us experiencing significant reduction in our cash flows and liquidity. If our customers are able to fulfil their requirements through any of our existing or new competitors, who may provide them with products of better quality and/or cheaper cost, we may lose significant portion of our business. Additionally, consolidation of any of our customers may also adversely affect our existing relationships and arrangements with such customers, and any of our customers that are acquired may cease to continue the businesses that require products manufactured by us. Further, in the event of loss of one or more sets of customers on whom we are dependent for our

business, we cannot assure you that we may be able to offset such loss of business by entering into contracts with new customers or our existing customers.

The deterioration of the financial condition or business prospects of these customers could also reduce their requirement for our products and result in a significant decrease in the revenues we derive from these customers.

7. ***We are dependent on the performance of the Critical Test, Measurement, and Simulation Technologies Market. Any adverse changes in the conditions affecting the Critical Test, Measurement, and Simulation Technologies Market can adversely impact our business, financial condition, results of operations, cash flows and prospects.***

Our revenue is dependent upon operations from Test Systems, Software & Services, out of which we derive a significant portion of our revenue from our Test Systems business segment. These business segments are dependent on the performance of the Critical Test, Measurement, and Simulation Technologies Market.

For the half year ended September 30, 2025 and in Fiscal 2025, 2024 and 2023, revenue from operations from our Test Systems was ₹ 1,654.99 Lakhs, ₹ 6,386.56 Lakhs, ₹ 4,130.19 Lakhs, and ₹ 3,519.71 Lakhs and accounted for 91.05%, 88.63%, 80.11% and 62.89%, respectively of our total revenue from operation in such periods. As a result, our business and financial condition are heavily dependent on the performance of the Critical Test, Measurement, and Simulation Technologies Market in India and we are exposed to fluctuations in the performance of these markets. In the event of a decrease in demand for Critical Test, Measurement, and Simulation Technologies Market in India or abroad, we will experience pronounced effects on our business, results of operations, financial condition, cash flows and prospects.

The Critical Test, Measurement, and Simulation Technologies Market may be affected by, among others, changes in government policies, government initiatives, economic conditions, income levels and interest rates, which may negatively affect the demand for and the valuation of our products. These and other factors may damage our business, financial condition, results of operations and cash flows.

8. ***Cyber-attacks or other security breaches could have a material adverse effect on our business, results of operation or financial condition.***

We face cyber threats, threats to the physical security of our facilities and employees, and terrorist acts, as well as the potential for business disruptions associated with IT failures, natural disasters, or public health crises. We have experienced cyber security threats, threats to our IT infrastructure and attempts to gain access to our Company's sensitive information. We have installed anti-virus software to prevent our systems and infrastructure from being infected and crippled by computer viruses. All our internet facing servers installed at all our data centres as well as at all our offices are also secured with firewalls and intrusion preventions systems to prevent hacking, however we may experience similar security threats at customer sites that we operate and manage as a contractual requirement. Prior cyber-attacks directed at us have not had a material impact on our financial results, and we believe our threat detection and mitigation processes and procedures are adequate. The threats we face vary from attacks common to most industries to more advanced and persistent, highly organised adversaries who target us because we protect national security information.

During the financial year 2024-25, our Company had incurred a loss of Rs.45.17 lakhs due to cyber fraud involving a spoofed email impersonating a regular vendor. The matter has been reported to the cyber-crime authorities and is under investigation. Though, no material fraud has been committed against our Company as on date of this Red Herring Prospectus.

To avoid recurrence of such incidents, we have implemented the following systems checks and balances in place:

a. All payments are effected via bank transfers for better safety and security
b. Vendor Payments follow payment cycle based on the credit period and any deviation to be reviewed and signed off by CEO.
c. For international transactions exceeding USD 1,000 or where there is a change in the beneficiary bank details, the Company requires an ink- signed letter from the suppliers, duly signed by their CEO/CFO specifying the transfer value, bank details and also postal address of the corporate office and to the beneficiary bank.
d. The same procedure is being followed for domestic transactions exceeding ₹ 5 lakhs.

Additionally, we have also implemented endpoint security measures to strengthened our security.

If we are unable to protect sensitive information, our customers or governmental authorities could question the adequacy of our threat mitigation and detection processes and procedures. Due to the evolving nature of these security threats, however, the impact of any future incident cannot be predicted.

9. ***Our Proposed New Facility will be set up on the plot that was purchased from TGIIC through a registered agreement for sale dated September 03, 2025, and we will have to comply with the terms and conditions/covenants laid down in the said agreement for sale with TGIIC. In case of non-compliance with the terms and conditions of the same, it may affect our business operations.***

Our Proposed New Facility will be set up on plot situated at Plot No. 6/2, TGIIC Hardware Park Phase II, Rangareddy District, Hyderabad - 500005 ("**Proposed New Facility**") which is within the permissible regulatory limits. The said plot is taken through an agreement for sale executed on September 03, 2025, with TGIIC and was registered on September 09, 2025.

Any change in the purpose for which the land was allotted to our Company would require a prior sanction from the TGIIC. As per the agreement for sale, our Company must commence construction of factory, buildings after securing necessary clearance from the competent authority within six months of being put in the possession of the said land. Any delay in commencement of construction may attract a penalty, calculated at the applicable rate on the prevailing land cost at that time. Any time overrun due to our failure to commencement of the construction building could adversely impact our financial condition temporarily and also delay our growth prospects.

We have been complying with all on-going requirements of TGIIC and as on date of this Red Herring Prospectus there are no litigations or disputes on our occupancy of such lands with TGIIC. However, any defaults in complying with the said terms and conditions/covenants on our part may be subjected to penal provisions and it may also lead to the cancellation of such agreement for sale, which will adversely affect the proposed object of the Offer, our business, financial conditions and results of operations. For further details regarding these lands, please refer the section titled "*Our Business- Land and Property*" beginning on page 178 of this Red Herring Prospectus.

10. ***Our present facility and Proposed New Facility are situated at Hyderabad, in the state of Telangana, resulting in concentration in a single region. Any slowdown or shutdown or any interruption for a significant period of time at our present facility and Proposed New Facility for a significant period of time, may in turn adversely affect our business, financial condition and results of operations.***

Our present facility is located at #102, 1st Floor, DSL Abacus Tech Park, Uppal, Hyderabad – 500039. This concentration in a single region presents a potential risk. Any significant localized social unrest, natural disasters, production delays, or shutdowns—alongside political instability, workforce productivity challenges, regulatory compliance issues, rising production costs, or quality assurance problems—could adversely affect our operations. Additionally, unforeseen events such as pandemics or other disruptions in or around Hyderabad or in the State of Telangana could have a considerable impact on our business and financial health. Our business is dependent upon our ability to effectively manage our current facility and Proposed New Facility, which are subject to various operating risks, including those beyond our control, such as the breakdown, failure of equipment or industrial accidents, severe weather conditions, fire, power interruption and natural disasters. If we are unable to repair or properly maintain assets in a timely manner or at all, our operations may need to be suspended until we repair or replace them and there can be no assurance that the new assets will be repaired, procured and/or integrated in a timely manner.

This geographic concentration and concentration of present facility also increases our vulnerability to competitive pressures and economic, political, and demographic changes within Hyderabad, which could materially affect our business, financial condition, and operational results.

11. ***Our business is largely dependent on contracts from the Government of India ("GoI") and associated entities including defence public sector undertakings and government organizations involved in space research. A decline or reprioritisation of the Indian defence or space budget, reduction in orders, termination of existing contracts, delay of existing or anticipated contracts or programmes or any adverse change in the GoI 's defence or space related policies will have a material adverse impact on our business.***

We are a technology-led company engaged in the design, development, integration, manufacturing, supply and support of Automated Test Equipment (ATE) systems, radar and Electronic Warfare environmental simulators, application software, and embedded signal processing solutions for the defence and aerospace engineering sector. Consequently, our business is highly dependent on projects and programmes undertaken by GoI and associated entities, such as defence public sector undertakings and government organizations involved in space research (collectively, the "**GoI Entities**"). The table below provides revenue bifurcation based on industries being served and sector -wise from government and non-government sector for half year ended September 30, 2025, Fiscal 2025, 2024 and 2023:

Revenues – Based on Industries being served

Particulars	For Half year ended September 30, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in Lakhs)	% of total revenue from Operations	Amount (₹ in Lakhs)	% of total revenue from Operations	Amount (₹ in Lakhs)	% of total revenue from operations	Amount (₹ in Lakhs)	% of total revenue from Operations
Defence & Aerospace	1,799.98	99.02%	7,123.45	98.85%	5,145.33	99.79%	5,550.69	99.19%
Industrial	17.75	0.98%	82.53	1.15%	10.60	0.21%	45.54	0.81%
Total	**1,817.73**	100%	**7,205.98**	100.00%	**5,155.93**	100.00%	**5,596.23**	100.00%

Revenues – Based on Sector-wise

Particulars	For Half year ended September 30, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in Lakhs)	% of total revenue from operations	Amount (₹ in Lakhs)	% of total revenue from operations	Amount (₹ in Lakhs)	% of total revenue from Operations	Amount (₹ in Lakhs)	% of total revenue from Operations
Government	1,799.98	99.02%	6,124.45	84.99%	4,997.07	96.92%	5,546.23	99.11%
Non-Government	17.75	0.98%	1,081.53	15.01%	158.86	3.08%	50.00	0.89%
Total	**1,817.73**	100%	**7,205.98**	100.00%	**5,155.93**	100%	**5,596.23**	100.00%

Further, our contracts depend upon the continuing availability of budgets extended to the GoI Entities. The FY 2024–25 Union Budget allocation for the 'Defence Research and Development Organisation' (DRDO) has been raised to INR 23,855 crore, compared to INR 23,263.9 crore in FY 2023–24, reinforcing India's commitment to advanced, self-reliant defence tech capabilities. (Source: KEN research report). Further, India's defence sector is backed by robust government spending and structural policy reforms. The total defence budget allocation for FY 2025–26, excluding pensions, stands at INR 6.8 lakh crore —reflecting the government's strong commitment to strengthening military capability and indigenous manufacturing (Source: KEN research report). While there is an increase in the total defence and space allocations over a period of time, the level of defence and space spending and changes in the tax policies by the GoI in the future is difficult to predict and may be impacted by numerous factors such as the evolving nature of the national security concerns, foreign policy, domestic political environment and macroeconomic conditions. A decline or reprioritisation of the Indian defence or space budget, changes in GoI Entities defence or space requirements and geo-political circumstances, reduction in orders, termination of existing contracts, delay of existing contracts or programmes will have a material adverse impact on our business.

Moreover, the MoD has promulgated the 'Defence Acquisition Procedure' which has been aligned with the vision of the Government's Aatmanirbhar Bharat (self-reliant India) initiative to empower the Indian domestic defence industry through 'Make in India' projects. These policies of the GoI may have increased competition and we cannot assure you that we will be as competitive as we have been in the past and we will continue to be successfully awarded contracts by the GoI. Further, our products are well suited to be classified as IDDM, the highest category in the priority of categorization under DAP since most of our products and solutions are designed, developed and manufactured by us in India, however, there can be no assurance that we will continue to be selected for such contracts. There is no assurance that GoI Entities will continue to engage us and that we will continue to sustain the general level of revenue that we have secured in the past. Further, any adverse change in the GoI policy may lead to cancellation or slowdown of our orders and could have a material adverse effect on our business, results of operations and financial conditions.

12. The Promoter Group does not include one of the relative of Promoter or any entity in which such relative may have interest.

Our Company had filed an exemption application dated April 16, 2025 with SEBI (the "**Exemption Application**"), seeking relaxation under Regulation 300(1)(c) of the SEBI ICDR Regulations from the strict enforcement of applicable provisions under the SEBI ICDR Regulations for identifying and disclosing Mr. J Lokaprakash Varma (Brother-in-law of our Promoter, Mr. Madhusudhan Varma Jetty and brother of our Promoter, Mrs. Radhika Varma Jetty) as part of our Company's "promoter group", as defined under the SEBI ICDR Regulations on grounds of estranged relationship between our Promoters (Mr. Madhusudhan Varma Jetty and Mrs. Radhika Varma Jetty). SEBI vide its letter dated May 15, 2025 bearing reference number SEBI/HO/CFD/RAC-DIL2/P/OW/2025/0000012264/1 (the "**SEBI Exemption Response**"), conveyed its decision to not grant our Company the exemptions sought in the Exemption Application, further directing our Company, among other actions, to classify and disclose the Mr. J Lokaprakash Varma as part of its Promoter Group in accordance with applicable requirements under the SEBI ICDR Regulations and include applicable disclosures about Mr. J Lokaprakash Varma and his connected entities in this RHP on the basis of information available regarding Mr. J Lokaprakash Varma and his connected entities in the public domain. Accordingly, we have disclosed information and confirmations in this RHP in relation to Mr. J Lokaprakash Varma and his connected entities as member of the Promoter Group of the Company, only to the extent available and accessible to the Company from the publicly available information published on: (i) the Ministry of Corporate Affairs' website (accessible at https://www.mca.gov.in/content/mca/global/en/home.html); (ii) the "Credit Information Bureau (India) Limited" website (accessible at http://www.cibil.com/); (iii) the BSE's website (accessible at https://www.bseindia.com/investors/debent.aspx); (iv) the NSE's website (accessible at https://www.nseindia.com/regulations/member-sebi-debarred-entities); (v) the "Watchout Investors" website (accessible at https://www.watchoutinvestors.com/) and (vi) the SEBI's website (accessible at https://www.sebi.gov.in/index.html). Further, as directed by the SEBI in its Exemption Response, the Exemption Application and the SEBI Letter have been designated as material documents for inspection in connection with the Offer. See "*Material Contracts and documents for Inspection*" on page 413. of this Red Herring Prospectus. Accordingly, the disclosures in this RHP, have been included based on the websites of certain government authorities and other public databases, in order to comply with the requirements of the SEBI ICDR Regulations. The disclosures and confirmations pertaining to Mr. J Lokaprakash Varma (as a member of the Promoter Group of our Company) included in this RHP may be limited in the context of requirements of the SEBI ICDR Regulations and investors are advised to exercise caution when relying on such information.

13. *We depend on limited suppliers for our raw material requirements. The loss of one or more such suppliers could adversely affect our business, results of operations, financial condition and cash flows.*

The table below provides the cost of raw material procured from our top supplier, top three and top five suppliers:

Particulars	For the period ended September 30, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	₹ in Lakhs	% of Purchase	₹ in Lakhs	% of Purchase	₹ in Lakhs	% of Purchase	₹ in Lakhs	% of Purchase
Top Supplier	485.18	36.95%	2,206.94	41.83%	1,421.40	47.14%	1,571.34	40.00%
Top 3 Supplier	916.01	69.75%	3,854.60	73.06%	1,839.54	61.01%	2,346.84	59.74%
Top 5 Supplier	1,083.63	82.52%	4,161.87	78.89%	1,937.02	64.24%	2,692.62	68.54%

The loss of one or more of our significant suppliers or any increase in the cost of raw materials we obtain from them could have an adverse effect on our business, results of operations, financial condition and cash flows. Our reliance on a select group of suppliers may also constrain our ability to negotiate our raw material requirements, which may have an impact on our profit margins and financial performance. The concentration of suppliers is a result of our long-standing relationships and the consistent adherence to our quality specifications. To mitigate this risk, the Company actively explores alternative supply chains to reduce dependency on any single supplier. Similarly, deterioration of the financial condition or business prospects of these suppliers could reduce their ability to meet our requirements. Further, there can be no assurance that strong demand, capacity limitations or other problems experienced by our suppliers will not result in occasional shortages or delays in their supply of the raw materials. If we experience a significant or prolonged shortage of raw materials from any of our suppliers, and we cannot procure raw materials from other sources, we will be unable to meet our production schedules which will adversely affect our sales and customer relations. We have not encountered any significant disruption to the supply of raw materials for the half year ended September 30, 2025, and financial years ended 2025, 2024 and 2023.

14. ***Any failure to comply with the provisions of the contracts entered with our customers, especially the GoI Entities, could have an adverse effect on our business operations, financial conditions and results of our operations.***

The contracts entered with our customer, GoI Entities, contain onerous obligations and are subject to laws which give them certain rights and remedies including without limitation the following:

- terminate existing contracts for default, delays or force majeure conditions;
- payment of interest on the royalty due in case of default in payment of royalty by due date;
- control or prohibit the export of our products and services; and
- cancel multi-year contracts and related orders under the following circumstances:
  i. If Company is black-listed by any Indian government agency and /or government organisation
  ii. If the Company fails to abide by the terms & conditions of the agreement;
  iii. If it is found that Company is involved in any unlawful acts;
  iv. In the event of change in the management, ownership, and/or merger with some other company or sale/transfer of the company to some other person by any mode; like purchase of shares, taking over of the company by any other means ;
  v. If the Company becomes insolvent; or
  vi. If any undertaking provided by the Company is found to be incorrect at any stage.

In the event that our customer enforces any of the above provisions, it could have an adverse effect on our business operations, financial conditions and results of our operations. Further, the loss of anticipated funding or the termination of multiple or large programmes by the GoI Entities could have an adverse effect on our future revenues and earnings. Although we have not had any such instances in the past, any time and/or cost overruns on our contract could have a material adverse effect on our business, results of operations and financial condition.

15. We are subject to strict quality requirements, customer inspections and audits, and any failure to comply with quality standards may lead to cancellation of existing and future orders and could negatively impact our reputation and our business and results of operations and future prospects.

We are a technology-led company engaged in the design, development, integration, manufacturing, supply and support of Automated Test Equipment (ATE) systems, radar and Electronic Warfare environmental simulators, application software, and embedded signal processing solutions for the defence and aerospace engineering sector. Given the nature of our products and solutions, and the sector in which we operate, we believe that our customers have high standards for product quality and delivery schedules as adherence to quality standards is a critical factor for our products. A defect in products and solutions manufactured by our Company or failure to comply with the specifications of our customers may, in turn, lead to the manufacture of faulty end-products by our customer. Any failure to make timely deliveries of products and solutions as per our customers' requirements, failure to perform our services in accordance with best practices stipulated by our customers and/or if our customers are dissatisfied with the quality of our facilities in any manner, our reputation could be harmed and our customers may terminate/modify their contractual arrangements and/ or refuse to renew their contractual arrangements or purchase orders and in certain instances may result in additional financial exposure.

While we have put in place quality assurance and quality control procedures to ensure product compliance and traceability, we cannot assure you that our products will always be able to satisfy our customers' quality standards, including due to our quality control procedures failing to test for all possible conditions of use or identify all defects in the design, development or specifications of the components. Any such failure to identify defects could require us to undertake service actions or component recalls, could result in customer claims for damages and negative publicity.

We typically extend a warranty period ranging from 12 to 36 months to our customers for new products from the date of delivery. Due to the length of the warranty period extended by us, we may be subject to claims from our customers and we may incur additional costs if rectification work is required in order for us to satisfy our obligations during the warranty period. We cannot assure that our warranty provisions will be sufficient to cover the costs incurred for defects. Further, to ensure minimal defects, we may be required to incur significant expenses to maintain our quality assurance systems, which may affect our financial condition.

Further, our customers generally have the right to inspect and audit our facilities, processes and products after reasonable notice to ensure that our services are meeting their internal standards. Most of our customers routinely inspect and audit our facilities. If we fail to perform our services in accordance with best practices stipulated by our customers and/or our customers are dissatisfied with the quality of our facilities in any manner, our reputation could be harmed and our customers may terminate/modify their contractual arrangements and/or refuse to renew their contractual arrangements or purchase orders. This may have an adverse impact on our business, financial condition, results of operations and future prospects.

16. ***We may not qualify for or win bids to further expand our business, which may have an adverse effect our business, financial condition, results of operations and prospects.***

Our business and growth depend on our ability to qualify for and win bids undertaken primarily by Government of India entities ("**GoI Entities"**) for awarding contracts. Our Company obtains a majority of its business through a competitive bidding process in which it competes for project awards based on, among other things, pricing, technical and technological expertise, reputation for quality, financing capabilities and track record. The bidding and selection process is affected by a number of factors, including factors which may be beyond our control, such as market conditions, project delays, scope adjustments, external economic or political factors. Any increase in competition during the bidding process or reduction in our competitive capabilities could have a material adverse effect on our market share. There can be no assurance that our current or potential competitors will not offer products and solutions comparable or superior to those that we offer at the same or lower prices, adapt more quickly to industry challenges, or expand their operations at a faster pace than we do. Increased competition may result in price reductions, reduced profit margins and loss of market share, thereby causing an adverse effect on our operations, prospects and financial condition.

In addition to meeting bid capacity requirements, we may also be required to pre-qualify for the orders involving GoI Entities such as in relation to background checks and prior experience of the bidders. However, we cannot assure that we shall always maintain our bid capacity and our pre-qualification capabilities, and that we shall be able to continually secure projects so as to enhance our business operations, financial performance and results of operations. Further, such pre-qualification criteria may also change from time to time. Our inability to fulfil and maintain the bid and prequalification capabilities may materially impact our operating revenue and profitability.

17. ***If we do not continue to innovate and further develop our business, or we are not able to keep pace with technological developments, we may not remain competitive and our business and results of operations could suffer.***

Our operations rely heavily on the effectiveness of our products. To remain competitive, we must continue to stay abreast of the constantly evolving trends and to enhance and improve the responsiveness, functionality and features of our products, we must continue to invest resources in design and development to enhance our information technology and improve our existing services. The industry in which we operate is characterized by rapid technological evolution and changes in customer requirements, which could render our existing technologies and systems obsolete. There is a need to keep in pace with state-of-the-art technologies in defence sector in developed countries.

Our success will depend, in part, on our ability to identify, develop, acquire or license leading technologies useful in our business, and respond to technological advances and emerging industry standards and practices in a cost-effective and timely way. There can be no assurance that we will be able to use new technologies effectively or adapt technologies and systems to meet customer requirements or emerging industry standards.

There can be no assurance that we will be able to successfully implement our future strategy to continue to innovate.

Further, the process of innovation and development requires that we make long-term investments and commit resources before knowing whether these investments will eventually result in businesses that achieve customer acceptance and generate the revenues required to provide desired returns. We carry only design and development of products and subsystems based on requirements from customers. As the development is carried out based on contracts received, the development expenses are written off as revenue expenses in the year in which the contract is completed. Accordingly, development expenses are not capitalised and accounted separately. Hence, no specific percentage of the total revenue can be attributable to design and development expenses.

We may experience difficulties that could delay or hinder the successful development, introduction and marketing of products. There can be no assurance that such products will be readily accepted in the market, become commercially successful or that our competitors will not be able to produce similar products at a lower price than we can, which would have an adverse effect on our products' competitive position. If we are unable to achieve the anticipated returns in such new growth areas, it could have a material adverse effect on our business, results of operations and financial condition. For details, see "*Our Business – Our Strategies*" on page 178 of this Red Herring Prospectus.

18. ***Our work with government clients exposes us to additional risks inherent in the government contracting environment.***

Our clients include governmental entities under the MoD, majority being from defence and aerospace sector. Our government carries various risks inherent in the government contracting process, which may affect our operating profitability. These risks include, but are not limited to, the following:

- government contracts are often subject to more extensive scrutiny and publicity than contracts with commercial clients. Negative publicity related to our government contracts, regardless of its accuracy, may further damage our business by affecting our ability to compete for new contracts among governmental and commercial entities;
- participation in government contracts could subject us to stricter regulatory requirements which may increase our compliance costs;
- delays in payment due to time taken to complete internal processes;
- political and economic factors such as pending elections, changes in leadership among key governmental decision makers, revisions to governmental tax policies and reduced tax revenues can affect the number and terms of new government contracts signed;
- terms and conditions of government contracts tend to be more onerous and are often more difficult to negotiate than those for commercial contracts; and
- government contracts may not include a cap on direct or consequential damages, which could cause additional risk and expense in these contracts.

These risks could adversely impact our revenue predictability, increase operational and compliance costs, and limit our ability to secure or retain future government contracts. In severe cases, they may also affect our overall profitability and reputation.

19. If we fail to attract and retain our employees, we may not have the necessary resources to properly staff projects, and failure to successfully compete for such employees could materially adversely affect our business, financial condition and results of operations.

Our success depends largely on the contributions of our employees and our ability to attract and retain employees. The total attrition rates among our employees who have worked for us were 2.63%, 10%, 12% and 11% for Half year ended September 30, 2025, Fiscals 2025, 2024 and 2023, respectively. We may encounter higher attrition rates in the future. A significant increase in the attrition rate among the employees could decrease our operating efficiency and productivity and could lead to a decline in demand for our services. The competition for the employees may require us to increase salaries, and we may be unable to pass on these increased costs to our customers. This would increase our operational costs which may adversely affect our business, results of operations and financial condition.

In addition, our ability to maintain and renew existing engagements and obtain new business will depend, in large part, on our ability to attract, train and retain technically qualified employees, including experienced management professionals, which enables us to keep pace with growing demands for outsourcing, evolving industry standards and changing customer preferences. If we are unable to attract and retain employees we need, we may have to forgo projects for lack of resources or be unable to staff projects optimally. Our failure to attract, train and retain employees with the qualifications necessary to fulfil the needs of our existing and future customers or to assimilate new employees successfully could materially adversely affect our business, financial condition and results of operations. Moreover, we may be unable to manage knowledge developed internally, which may be lost in the event of our inability to retain employees.

Our business is people driven and, accordingly, our success depends upon our ability to attract, develop, motivate, retain and effectively utilise employees. We believe that there is significant competition for employees where our facility and Proposed New Facility are located and that such competition is likely to continue for the foreseeable future. Increased hiring by competitors of employees may lead to a shortage in the availability of suitable personnel in the locations where we operate and hire. Failure to hire, train and retain employees in sufficient numbers could have a material adverse effect on our business, results of operations and financial condition.

Companies engaged in the technology industry are required to provide a greater deal of employee satisfaction and morale through providing incentives and enable digital maturity through collaborative support from the workforce. Further, there is a limited pool of individuals who have the skills and training needed to help us grow our Company. We compete for such talented individuals not only with other companies in our industry but also with companies in other industries, such as engineering services, financial services and technology generally, among others. High attrition rates of employees would increase our hiring, reskilling, upskilling and training costs and could have an adverse effect on our ability to complete existing contracts in a timely manner, meet customer objectives and expand our business.

20. Failure or disruption of our information and technology ("IT") may adversely affect our business, financial condition, results of operations and future prospects.

The efficient operation of our business depends on our IT infrastructure established at our facility, as well as the infrastructure to be established at our Proposed New Facility. Our IT infrastructure comprises of third-party solutions and applications maintained internally. Since we operate multiple IT platforms, the failure of our IT infrastructure could

disrupt our business and adversely affect our results of operation. In addition, our IT infrastructure are vulnerable to damage or interruption from, amongst others, natural or man-made disasters, terrorist attacks, computer viruses or hackers, power loss, other computer systems, internet telecommunications or data network failures. Any such interruption could adversely affect our business and results of operations.

While we have deployed IT disaster management systems including data backup and retrieval mechanisms, we cannot assure you that such IT disaster management systems including data backup would be able to ensure sufficient safeguards to prevent significant disruption of our IT systems. However, any failure or disruption in the operation of these systems or the loss of data due to such failure or disruption (including due to human error) or our inability to access the back-up information critical for our business on a timely basis, may affect our ability to plan, track, record and analyse work / projects in progress, process financial information, manage our creditors, debtors and hedging positions, or otherwise conduct our normal business operations, which may increase our costs and otherwise adversely affect our business, financial condition, results of operations and future prospects.

21. We have significant working capital requirements. If we experience insufficient cash flows from our operations or are unable to borrow to meet our working capital requirements, it may materially and adversely affect our business, cash flows and results of operations.

Our business requires significant working capital including in connection with our manufacturing operations, financing our inventory, purchase of raw materials and our development of new products which may be adversely affected by changes in terms of credit and payment. We are required to maintain a high level of working capital because our business activities are characterised by long product development periods and production cycles. Our net working capital turnover ratio for the half year ended September 30, 2025 was 0.84 and for the Fiscals 2025, 2024 and 2023 were 5.32, 11.81 and 17.27 for the respective Fiscals. The increase in working capital during Fiscal 2025 was primarily due to the following reasons:

(a) Revenue amounting to ₹3,074.70 lakhs, out of the total revenue from operations of ₹7,205.98 lakhs, was booked in March 2025 and remained outstanding as receivables as on March 31, 2025; and

(b) Higher inventory levels, comprising raw materials and work-in-progress, maintained to service orders on hand as at the fiscal year-end.

Similarly, the increase in working capital during Fiscal 2024 was attributable to revenue of ₹1,644.56 lakhs, out of the total revenue from operations of ₹5,155.93 lakhs, which was booked in March 2024 and was receivable as on March 31, 2024.

Delays in payment under on-going contracts or reduction of advance payments due to lower order intake or inventory and work in progress increases and/or accelerated payments to suppliers, could adversely affect our working capital, lower our cash flows and materially increase the amount of working capital to be funded through external debt financing.

We may also be unable to adequately finance our working capital requirements on account of various factors, including extraneous factors such as delay in disbursements under our financing arrangements, increased interest rates, insurance or other costs, or borrowing and lending restrictions or finance our working capital requirements on commercially acceptable terms or at all, each of which may have a material adverse effect on our business, financial condition, prospects and results of operations. These factors may result, or have resulted, in increase in the amount of our receivables and short-term borrowings. Continued increase in our working capital requirements may have an adverse effect on our financial condition and results of operations.

The actual amount and timing of our future capital requirements may differ from estimates as a result of, among other factors, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, economic conditions, engineering design changes, technological changes and additional market developments. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations.

22. We are subject to government regulations and if we fail to obtain, maintain or renew our statutory and regulatory licenses, permits and approvals required for our business, our results of operations and cash flows may be adversely affected.

We are required to obtain and maintain a number of statutory and regulatory licences, registrations, permits and approvals under central, state and local government rules in India, generally for carrying out our business and for our manufacturing facilities. In addition, we will need to apply for renewal of certain approvals, licenses, registrations and permits, which expire or seek new approvals, licenses, registrations and permits from time to time, as and when required in the ordinary

course of our business. Obtaining licences, registrations, permits and approvals or their renewals are time consuming processes and subject to frequent delays. We have obtained a number of licences, registrations, permits and approvals from the relevant authorities and are renewing such statutory approvals periodically for the existing facility. Our approval for the name change is currently pending in following licenses:

- GST Registration Certificate under the provisions of Central Goods and Services Tax, 2017 and Karnataka Goods and Services Tax Act, 2017 (Registration No. 29AAECD0732B1Z6)
- Trademark Licence (Trademark No. 3105033, Class-42)

The process for updating the name of our Company in the above current registrations and approvals, pursuant conversion of our Company into a public company is currently pending.

There is no assurance that such licences, registrations, permits and approvals or renewals will be issued or granted to us or updated in a timely manner, or at all. If we do not receive such licences, registrations, permits and approvals or renewals in a timely manner, it could result in cost and time overrun or our business and operations may be adversely affected. Moreover, certain approvals granted to us by statutory authorities may be revoked at any point of time due to circumstances which may or may not be within our control and this could have an adverse impact on our business and operations. For further details, see "*Key Regulations and Policies*" and "*Government and Other Approvals*" on pages 193 and 303, respectively of this Red Herring Prospectus.

Our licences, registrations, permits and approvals are also subject to certain conditions, some of which may be onerous and require us to incur expenditure towards compliance with such conditions. We may also not be aware of certain approvals or permissions, which we may be required to maintain or acquire for undertaking our operations, under any new regulation or amended regulation made by any local or State Government. Any inability to obtain, maintain or renew licences, registrations, permits and approvals required for our operations may adversely affect continuity of our operations.

Further, in order to sell our products, our products must be approved by government agencies in the countries in which we do business. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, it may reduce our revenues, increase costs, adversely affect our business, financial condition and results of operations.

We further confirm that there is no impact on the Company's business due to the pending updations as the same are only for reflecting the change in name due to conversion of Company from 'private' to public.

Further the Company has confirmed that there is no impact of same on Company's business.

23. Our Company is dependent on third party transportation for the delivery of our finished products and any disruption in their operations or a decrease in the quality of their services could affect our Company's reputation and results of operations.

Our Company uses third party transportation for delivery of our raw materials and finished goods. Though our business has not experienced any disruptions due to transportation strikes in the past, any future transportation strikes may have an adverse effect on our business. These transportation facilities may not be adequate to support our existing and future operations. In addition, such goods may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery of products which may also affect our business and results of operation negatively. An increase in the freight costs or unavailability of freight for transportation of our raw materials may have an adverse effect on our business and results of operations. Further, disruptions of transportation services due to weather-related problems, strikes, lockouts, inadequacies in the road infrastructure and port facilities, or other events could impair ability to procure raw materials or delivery of goods on time. Any such disruptions could materially and adversely affect our business, financial condition and results of operations.

24. If we are unable to manage our growth effectively, our business, future financial performance and results of operations could be materially and adversely affected.

The success of our business will depend greatly on our ability to effectively implement our business and growth strategy. As part of our growth strategy, we aim to, among other things, continue to grow our businesses as and when opportunities exist including by expanding our production capacity, strengthening our foothold in India's expanding market, diversify our product and solutions, increasing our reach in the international markets and by expansion into opportunistic areas and partnerships. For details, see "*Our Business – Our Business Strategy*" on page 178 of this Red Herring Prospectus. This could place significant demands on our operational, credit, financial and other internal risk controls. In pursuing our growth strategy, we will require additional capital investments and cash outlays, which may have a material impact on our cash flows and results of operations. As our product portfolio and product pipeline grow, we may require additional personnel on our project management, and in-house quality assurance to work with our partners on quality assurance,

regulatory affairs and product development. As a result, our operating expenses and capital requirements may increase significantly. Our ability to manage our growth effectively requires us to forecast accurately our sales, growth and manufacturing capacity and to expend funds to improve our operational, financial and management controls, reporting systems and procedures. We may also be exposed to certain other risks, including difficulties arising from operating a larger and more complex organisation; the failure to (i) efficiently and optimally allocate management, technology and other resources across our organisation, (ii) compete effectively with competitors and (iii) the inability to control our costs; and unforeseen legal, regulatory, property, labour or other issues.

Further, our future business plan is dependent on our ability raise funds through debt or equity and we may have difficulty obtaining funding on acceptable terms or at all. Adverse developments in the Indian credit markets may significantly increase our debt service costs and the overall cost of our funds. Moreover, even if we secure the required funding, there is no assurance that we will be able to successfully expand our production capacity or diversify our product and solutions portfolio. We may also face difficulties in effectively implementing new technologies required in designing, developing and manufacturing new products and solutions and may not be able to recover our investments. An inability to implement our future business plan, manage our growth effectively or failure to secure the required funding on favourable terms or at all could have a material and adverse effect on our business, future financial performance and results of operations.

25. Our management will have broad discretion in how we apply the Net Proceeds, including interim use of the Net Proceeds, and there is no assurance that the objects of the Offer will be achieved within the time frame expected or at all, or that the deployment of the Net Proceeds in the manner intended by us will result in any increase in the value of your investment.

Our Company intends to use the Net Proceeds for the purposes described in the section titled "*Objects of the Offer*" on page 98 of this Red Herring Prospectus. Subject to this section, our management will have broad discretion to use the Net Proceeds, and investors will be relying on the judgment of our management regarding the application of the Net Proceeds. The funding plans are in accordance with our own estimates and have not been appraised by any bank, financial institution or any other external agency. Our Company may have to revise its management estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment and consequently its requirements may change. Additionally, various risks and uncertainties, including those set forth in this section may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in its business.

Our Board will have significant flexibility in temporarily investing the Net Proceeds. Accordingly, the use of the Net Proceeds for purposes identified by our management may not result in actual growth of its business, increased profitability or an increase in the value of your investment.

26. Third party industry and statistical information in this Red Herring Prospectus may be incomplete or unreliable.

The information in the sections entitled "*Our Business*", "Our *Industry*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", beginning on pages 178, 133 and 288, respectively, includes information that is derived from the "KEN Research Report, January 2026" dated, January 05, 2026, ("**KEN Research Report**") prepared Ken Research Private Limited ("**Ken Research**") , commissioned and paid for by our Company in connection with the Offer. We commissioned this report for the purpose of confirming our understanding of the industry in connection with the Offer. Discussions of matters relating to India, its economy or the industries in which we operate in this Red Herring Prospectus are subject to the caveat that the statistical and other data upon which such discussions are based may be incomplete or unreliable. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Red Herring Prospectus. Due to incorrect or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere. We cannot provide any assurance that the third parties have used correct or sound methodology to prepare the information included in this Red Herring Prospectus. For more details, see "Our *Industry*" on page 133 of this Red Herring Prospectus.

27. We have entered, and may continue to enter, related party transactions which may not always enable us to achieve the most favourable terms.

We have, in the ordinary course of business, entered into transactions with certain related parties, in respect of payments towards professional and consultancy charges, salaries and bonuses, sales commission, reimbursement of expenses, interest on loans, rent, and salary advances. We have in the past and may in the future continue to enter into such transactions.

(₹ in lakhs)

Nature of Transactions	Name of Party	September 30, 2025	March 31, 2025	March 31, 2024	31 March 2023
Professional & Consultancy Charges	Madhusudhan Varma Jetty	32.00	96.00	94.20	29.60
Salary	Madhusudhan Varma Jetty	23.99	-	-	52.67
Gratuity	Madhusudhan Varma Jetty	-	-	-	32.87
Sales Commission	Madhusudhan Varma Jetty	-	-	44.62	84.17
Reimbursement of Expenses	Madhusudhan Varma Jetty	3.48	13.86	7.41	4.24
Interest costs	Madhusudhan Varma Jetty	-	3.92	3.73	2.28
Loan received during the period	Madhusudhan Varma Jetty	-	-	80.00	80.00
Loan repaid during the period	Madhusudhan Varma Jetty	-	80.00	80.00	-
Advance payment of Professional & Consultancy Charges made	Madhusudhan Varma Jetty	-	1.50	-	-
Advance Professional & Consultancy Charges recovered	Madhusudhan Varma Jetty	-	1.50	-	-
Salary Advance given	Madhusudhan Varma Jetty	0.50			
Salary	Radhika Varma Jetty	18.15	30.48	24.39	15.58
Rent	Radhika Varma Jetty	-	1.94	4.67	4.67
Salary Advance Given	Radhika Varma Jetty	0.50	0.50	-	-
Salary Advance Recovered	Radhika Varma Jetty	-	0.50	-	-
Salary and Bonus	Jetty Shashank Varma	32.72	129.91	47.73	25.70
Sales Commission	Jetty Shashank Varma	-	-	25.40	27.55
Reimbursement of Expenses	Jetty Shashank Varma	5.00		2.17	1.87
Salary advance given	Jetty Shashank Varma	3.45	-	4.00	1.10
Salary advance recovered	Jetty Shashank Varma	-	0.50	3.42	0.88
Salary and bonus	Hitesh Varma Jetty	21.37	26.91	18.79	6.84
Reimbursement of Expenses	Hitesh Varma Jetty	0.15	-	-	-
Salary Advance given	Hitesh Varma Jetty	3.45	-	-	-
Salary	Kameswara Rao Vempati	6.32	1.29	-	-

Salary	Sri Harsha Vadakattu	18.28	-	-	-
Sitting Fees	Balasubramanyam Danturti	1.10	-	-	-
Sitting Fees	Sesha Rama Srinivasa Sastry Pullela	0.85	-	-	-
Sitting Fees	Madadi Ugender Reddy	1.00	-	-	-

We cannot assure you that we could not have achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we will enter related party transactions in the future. We cannot assure you that such transactions, individually or in the aggregate, will not have an adverse effect on our results of operations and financial condition. For more information regarding our related party transactions, see "*Note No. 7(ii) - Additional disclosures to be made as per Schedule III of the Companies Act,2013 of Restated Financial Statements*" on page 251.

28. We may be unable to detect, deter and prevent all instances of fraud or negligence or other misconduct committed by our employees, customers or other third parties, which may have a material adverse effect on our business, results of operations and financial condition.

Many of our contract involve projects that are critical to the operations of our customer's business. Further, as our operations are linked to the Indian defence and aerospace sector, certain documents and information are confidential because of national security related concerns. Any instances of fraud, theft or other misconduct in our Company can be difficult to detect, deter and prevent, and could subject us to financial losses and harm our reputation. Although we have controls in place with respect to the handling of gained such technical knowledge through our experiences, Design and improvements undertaken by us for various projects, over the years. Our technical knowledge is a significant independent asset. Our senior members in our hardware design and development, software development group and projects team technology have been with our Company for over 10 years and have ensured stability in our knowledge and process know-how. Most of the internal processes which have been documented over years of learning are maintained by senior management of our Company, thus ensuring confidentiality. While all our employees are subject to strict confidentiality, non-disclosure and non-compete obligations under the respective agreements entered with them, such technical knowledge is not protected by intellectual property rights such as patent registration or design registration. As a result, we cannot assure that our technical knowledge will remain confidential.

Even if all reasonable precautions, whether contractual or otherwise, are taken to protect our confidential technical knowledge of our products and business, there is a risk that certain proprietary knowledge may be leaked, either inadvertently or wilfully, at various stages of the design and production process. A significant number of our employees have access to confidential design and product information and there can be no assurance that this information will remain confidential. We operate in sensitive areas and such leakage could adversely affect such critical programmes and our goodwill as well as future prospects with key agencies in the sector. Moreover, our employees may leave us and join other vendors manufacturing products similar to ours. Although we enter into non-disclosure and non-compete agreements with our employees, we cannot guarantee that we will be able to successfully enforce such agreements. While we enter into confidentiality and nondisclosure agreements with our suppliers and business partners, we cannot assure you that parties will not breach their confidentiality obligations under such arrangements. The potential damage from such breach of any confidentiality obligations is heightened as our designs and products are not patented, and thus we may have no recourse against copies of our products and designs that enter the market subsequent to such leakages.

In the event that the confidential information in respect of our products or business becomes available to third parties or to the public, any competitive advantage we may have over our competitors could be harmed. If a competitor is able to reproduce or otherwise capitalise on our technology, it may be difficult, expensive or impossible for us to obtain necessary legal protection. Consequently, any leakage of confidential technical information could have an adverse effect on our business, results of operations, financial condition and future prospects.

For instances of frauds by third party, kindly refer to "*Risk Factor No. 8 - Cyber-attacks or other security breaches could have a material adverse effect on our business, results of operation or financial condition."* above.

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

A summary of outstanding litigation proceedings involving our Company, Directors, Promoter and Group Companies, as disclosed in "*Outstanding Litigation and Material Developments*" on page 307 of this Red Herring Prospectus, in terms of the SEBI ICDR Regulations and the Materiality Policy, as applicable, as of the date of this Red Herring Prospectus is provided below:

Nature of Proceedings	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoter	Material Civil Litigation as per Materiality Policy	Amount involved (₹. in lakhs)*
Company						
By the Company	Nil**	Nil	Nil	Nil	Nil	Nil**
Against the Company	Nil	Nil	Nil	Nil	Nil	Nil
Directors (other than promoter)						
By the Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	Nil	1***	Nil	Nil	Nil	1.27
Promoters						
By the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Key Managerial Personnel						
By Key Managerial Personnel	Nil	Nil	Nil	Nil	Nil	Nil
Against Key Managerial Personnel	Nil	Nil	Nil	Nil	Nil	Nil
Senior Management Personnel						
By Senior Management Personnel	Nil	Nil	Nil	Nil	Nil	Nil
Against Senior Management Personnel	Nil	Nil	Nil	Nil	Nil	Nil

**To the extent quantifiable.*

*** Our Company has filed a FIR under Sections 316(2), 318(4), 319(2) of the Bharatiya Nagarik Suraksha Sanhita, 2023 ("BNSS"), and Sections 66C and 66D of the Information Technology Act, 2000 (as amended by the IT Amendment Act of 2008). A complaint has also been registered with the Cyber Crime Police Station, Hyderabad, requesting appropriate legal action against the individual who, by impersonating our vendor, fraudulently caused a financial loss of ₹ 45.17 lakhs. The matter is currently under investigation.*

**** One of the Independent Directors, Mr. Madadi Ugender Reddy has a Direct tax claims against him involving a total amount of Rs.1,27,059/- which include income tax demand amounting to Rs.1,03,300/- and accrued interest of Rs.23,759/- with respect to the AY 2023.*

30. We have incurred indebtedness and any non-compliance may lead to, accelerated repayment schedule, which may adversely affect our business, results of operations, financial condition and cash flows.

As of December 15, 2025, our total secured outstanding borrowings (fund-based and non-fund-based) stood at ₹ 1,865.87 Lakhs. Some of the external financing arrangements entered into by us include conditions that require our Company is to obtain respective lenders' consent prior to carrying out certain activities (including certain corporate actions) and entering into certain transactions. Failure to meet these conditions or obtain these consents could have significant consequences on our business and operations. These covenants vary depending on the requirements of the financial institution extending such loan and the conditions negotiated under each financing agreement. While we have received all relevant consents required for the purposes of this Offer and have complied with these covenants, failure to comply with such covenants in the future may restrict or delay certain actions or initiatives that we may propose to take from time to time.

In addition, while there has been no violation of any restrictive covenants and no event of default has occurred and we have not rescheduled repayment of loans in relation to debt financing availed by our Company in the half year ended September 30, 2025 and in the Fiscals 2025, 2024 and 2023, we cannot assure that this will continue to be the case in the future. Further, while there has not been any encashment of guarantees issued by our Company in the half year ended September 30, 2025 and in the Fiscals 2025, 2024 and 2023 and there has been no default in any loan repayment, we cannot assure that this will continue to be the case in the future.

One of our secured borrowing facilities may also permit the lenders to recall the loan on demand. Such recall of borrowed amount may be contingent upon the occurrence of an event beyond our control and there can be no assurance that we will

be able to persuade our lender to give us extensions or to refrain from exercising such recalls which may adversely affect our operations and cash flows. A failure to observe the covenants under our financing arrangements or to obtain necessary consents/waivers may lead to an acceleration of amounts due under such facilities enforcement of security. If the obligations under any of our financing documents are accelerated, we may have to dedicate a portion of our cash flow from operations to make payments under such financing documents, thereby reducing the availability of cash for our working capital requirements and other general corporate purposes. In addition, during any period in which we are in default, we may be unable to raise, or face difficulties raising, further financing. For further details of the terms and conditions of our borrowing arrangements, see "*Financial Indebtedness*" on page 298.

31. *Our insurance policies provide limited coverage and may not adequately insure us against certain operating hazards which may have an adverse effect on our business.*

Our insurance covers, amongst others, general insurance, group medicare, and private car compensation policy. Our insurance may not be adequate to completely cover any or all of our risks and liabilities. 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 we have taken out sufficient insurance to cover all our losses.

Our insurance cover on the total assets as of September 30, 2025, was ₹ 751.85 lakhs, representing 92.68%, of the total fixed assets as of September 30, 2025. Our inability to maintain adequate insurance cover in connection with our business could adversely affect our operations and profitability. To the extent that we suffer loss or damage as a result of events for which we are not insured, or for which we did not obtain or maintain insurance, or which is not covered by insurance, 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, financial performance and cash flows could be adversely affected.

32. Our Promoters, our Key Managerial Personnel and Senior Managerial Personnel hold Equity Shares in our Company and are therefore interested in our Company's performance in addition to their remuneration and reimbursement of expenses.

Our Promoters will continue to retain control over our Company after completion of the Offer, which will allow them to influence the outcome of matters submitted for approval of our shareholders. Further, our Key Managerial Personnel and Senior Managerial Personnel also hold some portion of shares in our Company. We cannot assure you that our Promoters will exercise their rights as shareholders to the benefit and best interest of our Company. Following the completion of the Offer, our Promoters will continue to hold approximately [●] % of our post-Offer Equity Share Capital. As a result, they will have the ability to significantly influence matters requiring shareholders' approval, including the ability to appoint Directors to our Board of Directors and the right to approve significant actions at Board and at shareholders' meetings, including the issue of Equity Shares and dividend payments, business plans, mergers and acquisitions, any consolidation or joint venture arrangements, any amendment to our MOA and AOA, and any assignment or transfer of our interest in any of our licenses. We cannot assure you that our Promoters will not have conflicts of interest with other shareholders or with our Company. Any such conflict may adversely affect our ability to execute our business strategy or to operate our business. For details on the interest of our Promoters of our Company, other than reimbursement of expenses incurred or normal remuneration or benefits, see "*Our Management*" and "*Our Promoters and Promoter Group*" on pages 218 and 243 of this Red Herring Prospectus.

33. Our success depends significantly on our Promoters, Key Management Personnel and other senior management and skilled personnel. The loss of their services may have a material adverse effect on our business, financial condition and results of operations

Our performance depends largely on the efforts and abilities of our Promoters, Key Management Personnel, and other senior management and skilled personnel. We believe that their inputs and experience in the fields of, inter alia, design, development, integration, manufacturing, assembly, supply and support of test systems, simulators, application software, and signal processing solutions. along with their past experience in the defence sector are valuable for the development of business and operations and the strategic steps taken by our Company.

The average period of time the Promoters, KMPs, and SMP have been associated with our Company is approximately 10 years in engineering products and solutions for defence application. We are dependent on our Promoters to manage our current operations and to meet future business challenges. The active involvement of our Promoters in our operations, including the strategy, direction and customer relationships have been integral to our development and business. We cannot assure you that their services will continue to be available to us, or that we will be able to find a suitable replacement if required. Further, the successful completion of our projects, the day-to-day operations and the planning and execution of our business strategy depends significantly on our Key Management Personnel and other senior management and skilled personnel. We cannot assure you that we will be able to adequately replace such skilled and experienced personnel. This may lead to a lack of domain expertise for key positions in our Company which may adversely affect our business.

Moreover, our ability to execute projects depends on our ability to attract, train, motivate and retain senior management and skilled personnel due to the complex nature of our products. We cannot assure you that we will be able to retain these professionals or find adequate replacements in a timely manner, or at all. To the extent we lose such skilled personnel, we will be required to find ways to successfully manage the transfer of confidential information from them to their replacements. An inability to retain any key managerial personnel may impair our ability to bid on and obtain new projects and therefore will have an adverse effect on our operations.

Furthermore, the loss of any of the members of our KMPs and other senior management and skilled personnel or an inability on our part to manage the attrition levels, may lead to loss of technical knowledge which may materially and adversely impact our business, results of operations, and financial condition.

34. We have issued Equity Shares during the preceding 12 months at prices that may be lower than the Offer Price.

We have, in the 12 months preceding the filing of this Red Herring Prospectus, issued Equity Shares at prices that may be lower than the Offer Price, as set out in the table below:

Date of allotment of Equity Shares	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹) including Premium	Nature of consideration	Nature of allotment	Details of allottees
February 14, 2025	25,000	10	293.76	Cash	Private Placement	25,000 equity shares of ₹10/- each allotted to CV Vinod Kumar Reddy

The price at which Equity Shares have been issued by our Company in the immediately preceding 12 months is not indicative of the price at which they will be issued in the Offer or traded on the stock exchanges. For further details, see "*Capital Structure – Notes to the Capital Structure – Share capital history of our Company – (a) Equity Share capital*" on page 83 of this Red Herring Prospectus.

35. Our profitability could suffer if we are not able to maintain optimum employee utilization.

Our profitability and the cost of providing our services are affected by the utilization of our employees. For successfully running our business, we employee skilled and trained work force on specialized technologies or technique. If we are not able to maintain high employee utilization, our profit margin and profitability may suffer. Our utilization rates are affected by a number of factors, including:

- loss or reduction of business from customers;
- our ability to manage our contract execution schedule and transition employees from completed projects to new assignments and to hire and integrate new employees;
- maintaining effective oversight over personnel and offices;
- adequate discipline in our employees regarding recording time diligently;
- our ability to forecast demand for our services and thereby maintain an appropriate headcount;
- our overall employee satisfaction;
- our ability to manage attrition; and
- our need to devote time and resources to training, professional development and other non chargeable activities.

Our revenue could also suffer if we misjudge demand patterns and do not recruit sufficient technically competent employees to satisfy demand. Employee shortages could prevent us from completing our contractual commitments in a timely manner and potentially cause us to pay penalties or lose contracts or customers.

36. Our business, results of operation and financial conditions could be materially and adversely affected if any fault of ours causes any accidents at our customers' units.

The products we manufacture are highly complex, require technically advanced and costly equipment. The components and systems we manufacture may involve risks, including breakdown, failure or substandard performance of equipment, improper installation or operation of equipment and industrial accidents. In addition, defects in or malfunctioning of our products could cause severe damage to property and death or serious injury to our customers' personnel, which could expose us to litigation and damages. Under most of our contracts, warranty period is for a period of 12 to 36 months only for any manufacturing defects in the products.

Our operations expose us to potential liabilities for personal injury or death or property damage as a result of the failure or malfunction of manufacturing equipment or of any products that have been designed, manufactured or serviced by us.

An accident caused by our fault or negligence during testing or delivery could also damage our reputation for quality products.

37. Our ability to pay dividends in the future will depend on our future cash flows, working capital requirements, capital expenditures and financial condition.

The amount of our future dividend payments, if any, will depend on our future earnings, cash flows, financial condition, working capital requirements, capital expenditures, applicable Indian legal restrictions and other factors. There can be no assurance that we will pay dividends. We may decide to retain all of our earnings to finance the development and expansion of our business and, therefore, may not declare dividends on our Equity Shares. Additionally, in the future, we may be restricted by the terms of our financing agreements in making dividend payments unless otherwise agreed with our lenders.

38. Given that we have not entered into any foreign exchange hedging arrangement, we face foreign exchange risks, primarily in our imports and procurement operations that could adversely affect our results of operations.

We have foreign currency trade payables which exposed to foreign currency exchange risk. Changes in currency exchange rates may influence our results of operations. Depreciation of Rupee versus USD and EUR, which could adversely affect our profitability. As and when outflows are incurred, the required foreign exchange is bought from market at the then prevailing exchange rate. Further, we have not entered into any foreign exchange hedging arrangements.
Our future capital expenditures, including raw materials, equipment and machinery, may be denominated in currencies other than Rupee. Therefore, declines in the value of the Rupee against the USD or other foreign currencies would increase the Rupee cost of servicing and repaying those borrowings and their value in our balance sheet. The exchange rates between Rupee and USD and between Rupee and EUR have changed substantially in recent years and may continue to fluctuate significantly in the future.

Accordingly, any decline in the value of the Rupee against the U.S. Dollar and Euro or any other foreign currency would increase the Rupee cost of such raw materials. Although we closely follow our exposure to foreign currencies in an attempt to reduce the risks of currency fluctuations, these activities are not always sufficient to protect us against incurring potential losses if currencies fluctuate significantly. Any such losses on account of foreign exchange fluctuations may adversely affect our results of operations.

39. If we are unable to establish and maintain an effective system of internal controls and compliances, our business and reputation could be adversely affected.

We manage regulatory compliance by monitoring and evaluating our internal controls and ensuring that we are in compliance with all relevant statutory and regulatory requirements. However, 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. As we continue to grow, there can be no assurance that there will be no other instances of such inadvertent non-compliances with statutory requirements, which may subject us to regulatory action, including monetary penalties, which may adversely affect our business and reputation.

We periodically track our progress against the terms and conditions as laid down in our customer agreements, identify any issues and take necessary corrective and preventive actions for monitoring compliance guaranteed service levels as per the required parameters. We have a dedicated resource management team involved in resource planning and workforce management that, on a regular basis, monitor the costs incurred for various works performed by us and provide feedback for corrective actions required in order to effectively meet the commitments in our customer agreements.

40. There may be significant independent press coverage about our Company and this Offer, and we strongly caution you not to place reliance on any information contained in press articles, including, in particular, any financial projections, valuations or other forward-looking information, and any statements that are inconsistent with the information contained in this Red Herring Prospectus.

There may be significant press coverage about our Company and this Offer, that may include financial projections, valuations and other forward-looking information, as well as statements that are inconsistent or conflict with the information contained in this Red Herring Prospectus. We do not accept any responsibility for the accuracy or completeness of such press articles, and we make no representation or warranty as to the appropriateness, accuracy, completeness or reliability of any of the projections, valuations, forward-looking information, or of any assumptions underlying such projections, valuations, forward-looking information or any statements are inconsistent or conflict with the information contained in this Red Herring Prospectus, included in or referred to by the media.

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

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

42. ***Investors may be subject to Indian taxes arising out of capital gains on the sale of and dividend on the Equity Shares.***

Under current Indian laws, unless specifically exempted, capital gains arising from the sale of our Equity Shares, held as investments are generally taxable in India. Any gain realized on the sale of our Equity Shares on a stock exchange held for more than 12 months is subject to long term capital gains tax in India. A securities transaction tax ("**STT**") is levied both at the time of transfer and acquisition of the equity shares (unless exempted under a prescribed notification), and the STT is collected by an Indian stock exchange on which equity shares are sold. Any capital gain realized on the sale of listed equity shares on a recognised stock exchange held for more than 12 months immediately preceding the date of transfer will be subject to long term capital gains in India at the specified rates depending on certain factors, such as whether the sale is undertaken on or off the recognised stock exchanges, the quantum of gains, and any available treaty relief. Such long-term capital gains are taxed at 12.5% without any indexation benefits.

Capital gains arising from the sale of our Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provided under a treaty between India and the country of which the seller is resident and the seller is entitled to avail benefits thereunder, subject to certain conditions. 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 gains upon the sale of our Equity Shares.

The Finance Act, 2019 amended the Indian Stamp Act, 1899 with effect from July 1, 2020 and clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount.

Additionally, any dividend distributed by a domestic company is subject to tax in the hands of the investor at the applicable rate. Further, our Company is required to withhold tax on such dividends distributed at the applicable rate. Non-resident shareholders may claim benefit of the applicable tax treaty, subject to satisfaction of certain conditions. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source from such dividend. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares.

The Finance (No. 2) Bill, 2024 has received the President's assent on August 16, 2024. Accordingly, the Government of India has notified the Finance (No. 2) Act, 2024 ("**Finance Act**"), which inter alia provides that any gains realized on the sale of listed equity shares, which are held for a period exceeding 12 months will subject to long term capital gains tax in India at the rate of 12.5%. Further, long-term capital gains arising from sale of listed equity shares on which STT has been paid on transfer and at the time of acquisition (unless such acquisition was through a notified transaction) will be exempt up to ₹1.25 lakhs. Similarly, any gain realized on the sale of listed equity shares held for a period of 12 months or less and on which STT has been paid on transfer will be subject to short-term capital gains tax at a rate of 20%. Short-term capital gains from sale of listed equity shares off-market will be taxed at applicable rates. There is no certainty of the impact that the Union Budget may have on our business and operations or on the industry in which we operate. We cannot predict whether any amendments made pursuant to the Union Budget would have an adverse effect on our business, financial condition, future cash flows and results of operations. Unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations, governing our business and operations could result in us being deemed to be in contravention of such laws requiring us to apply for additional approvals.

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

Under the Companies Act, 2013 a company having share capital and incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution. However, if the laws of the jurisdiction the investors are located in do not permit them to exercise their pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor's benefit. The value the custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emptive rights granted in respect of the Equity Shares held by them, their proportional interest in us would be reduced.

44. Rights of shareholders of companies under Indian law may be more limited than under the laws of other jurisdictions.

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors' fiduciary duties, responsibilities and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive and widespread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as shareholder in an Indian company than as a shareholder of an entity in another jurisdiction.

45. There is no guarantee that our Equity Shares will be listed in a timely manner or at all.

In accordance with Indian law and practice, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Offer and until Allotment of Equity Shares pursuant to this Offer. In accordance with current regulations and circulars issued of SEBI, our Equity Shares are required to be listed on stock exchanges within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

46. The requirements of being a listed company may strain our resources.

We are not a listed company and have not, historically, been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the SEBI Listing Regulations which will require us to file audited annual and limited reviewed half yearly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies.

Further, as a listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, our management's attention may be diverted from our business concerns, which may adversely affect our business, prospects, financial condition and results of operations. In addition, we may need to hire additional legal and accounting staff with appropriate experience and technical accounting knowledge, but we cannot assure you that we will be able to do so in a timely and efficient manner.

47. Any future issuance of Equity Shares, or convertible securities or other equity-linked securities by us may dilute your shareholding and any sales of the Equity Shares by our major shareholders may adversely affect the trading price of the Equity Shares.

We may be required to finance our growth, whether organic or inorganic, through future equity issues. Any future equity issuances by us, including a primary Offer, may lead to the dilution of investors' shareholdings in us. Any future issuances of Equity Shares, convertible securities or securities linked to the Equity Shares by us, including through exercise of employee stock options, if any, issued by us in future sales of the Equity Shares by any of our major shareholders or the disposal of Equity Shares by our major shareholders or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable to listed companies in India may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through issuance of the Equity Shares or incurring additional debt.

There can be no assurance that we will not issue further Equity Shares or that the shareholders will not dispose of the Equity Shares. Any future issuances could also dilute the value of your investment in the Equity Shares. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of the Equity Shares. There can also be no assurance that any substantial shareholder, including our Promoter will not dispose of, encumber, or pledge their Shares.

EXTERNAL RISK FACTORS

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

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located elsewhere, including India. Adverse economic developments, such as rising fiscal or trade deficit, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition and results of operations and reduce the price of our Equity Shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

We are dependent on domestic, regional and global economic and market conditions, where some of our revenue from operations is generated. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our products may be adversely affected by an economic downturn in domestic and regional economies. Economic growth in the countries in which we operate is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, volatility in exchange currency rates. Consequently, any future slowdown in the Indian economy could harm our business, results of operations and financial condition. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

49. Natural or man-made 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 and man-made disasters, including 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. Any terrorist attacks or civil unrest as well as other adverse social, economic and political events in India or states to who we sell our products could have a negative effect on us. Further, the ongoing Russia-Ukraine conflict may also have adverse impact on our supply chain. However, the long-term risks associated with the conflict is not clear as of the date of this Red Herring Prospectus. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares. A number of countries in Asia, including India, as well as countries in other parts of the world, are susceptible to contagious diseases and, for example, have had confirmed cases of diseases such as the highly pathogenic H7N9, H5N1 and H1N1 strains of influenza in birds and swine and more recently, the COVID-19 virus. A worsening of the current outbreak of COVID-19 pandemic or future outbreaks of COVID-19 virus or a similar contagious disease could adversely affect the global economy and economic activity in the region. As a result, any present or future outbreak of a contagious disease could have a material adverse effect on our business and the trading price of the Equity Shares.

50. Changing laws, rules or regulations and legal uncertainties in India, including adverse application of taxation laws and regulations, may adversely affect our business, results of operations, financial condition and cashflows .

The regulatory and policy environment in which we operate is evolving and is subject to change.

Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. For instance, the Supreme Court of India has in a decision clarified the components of basic wages which need to be considered by companies while making provident fund payments, which resulted in an increase in the provident fund payments to be made by companies. Any such decisions in future or any further changes in interpretation of laws may have an impact on our results of operations

Further, any future amendments may affect our tax benefits such as deductions for income earned by way of dividend from investments in other domestic companies.

Furthermore, changes in capital gains tax or tax on capital market transactions or the sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance. For further discussion on capital gains tax, see "*–Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares*" on page 59.

We cannot predict the impact of any changes in or interpretations of existing, or the promulgation of, new laws, rules and regulations applicable to us and our business. Unfavorable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us, our business, operations or group structure being deemed to be in contravention of such laws and/or may require us to apply for additional approvals. We may incur increased costs and expend resources relating to compliance with such new requirements, which may also require significant management time, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent maybe time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

The Government of India announced the union budget for Fiscal 2025 ("**Union Budget**"). The provisions of the Income Tax Act, 1961 were proposed to be amended by the Finance (No.2) Bill, 2024, which received the President's assent on August 16, 2024. Accordingly, the Government of India has notified the Finance (No. 2) Act, 2024 ("**Finance Act**"), which inter-alia proposes that the long-term capital gain would be taxed at the rate of 12.5% without any indexation benefits. Similarly, the Finance Act increased short-term capital gains to 20% for transfer on or after July 23, 2024. Further, the Union Budget for Fiscal 2026 introduced additional changes, which may impact our industry or our Company. Additionally, the Government of India has indicated its intention to overhaul the current Income-tax Act, 1961 by introducing a new Direct Tax Code or new income tax legislation. While the draft legislation has not yet been introduced, any such overhaul could significantly impact the taxation framework applicable to us and to investors. For details see "*–Investors may be subject to Indian taxes arising out of capital gains on the sale of and dividend on the Equity Shares*" on page 59. We have not fully determined the impact of these recent and proposed laws and regulations on our business, financial condition, future cash flows and results of operations.

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

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. Any further adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available, including raising any overseas additional financing. A downgrading of India's credit ratings may occur, for example, upon a change of government tax or fiscal policy, which are outside our control. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of the Equity Shares.

52. If inflation were to rise in India, we might not be able to increase the prices of our products at a proportional rate in order to pass costs on to our customers thereby reducing our margins.

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of wages, costs of rent and other expenses relevant to our business. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our customers, whether entirely or in part, and may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or increase the price of our products to pass the increase in costs on to our customers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected. Further, there can be no assurance that Indian inflation levels will not worsen in the future.

53. A third-party could be prevented from acquiring control of us post this Offer, because of anti-takeover provisions under Indian Law.

As a listed Indian entity, there are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company. Under the SEBI SAST Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a Company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control

of our Company subsequent to completion of the Offer. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to our shareholders, such a takeover may not be attempted or consummated because of SEBI SAST Regulations.

54. Investors may not be able to enforce a judgment of a foreign court against us, our Directors, the BRLM or any of their directors and executive officers in India respectively, except by way of a lawsuit in India.

Our Company is a company incorporated under the laws of India and a majority of our Directors are located in India. All the assets, our Key Managerial Personnel and officers are also located in India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce judgments obtained against such parties outside India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if that court was of the view that the amount of damages awarded was excessive or inconsistent with public policy, or if judgments are in breach or contrary to Indian law. In addition, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to execute such a judgment or to repatriate outside India any amounts recovered.

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Code of Civil Procedure, 1908 ("**CPC**"). India is not party to any international treaty in relation to the recognition or enforcement of foreign judgments. India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, such as the United Kingdom, United Arab Emirates, Singapore and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements established in the Indian CPC. The CPC only permits the enforcement and execution of monetary decrees in the reciprocating jurisdiction, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India, including the United States, cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be directly enforceable in India. The party in whose favour a final foreign judgment in a non-reciprocating territory is rendered may bring a fresh suit in a competent court in India based on the final judgment within three years of obtaining such final judgment. However, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with the public policy in India. Further, there is no assurance that a suit brought in an Indian court in relation to a foreign judgment will be disposed of in a timely manner. In addition, any person seeking to enforce a foreign judgment in India is required to obtain the prior approval of the RBI to repatriate any amount recovered, and we cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approval would be acceptable. Such amount may also be subject to income tax in accordance with applicable law.

Our ability to raise foreign capital may be constrained by Indian law which provides investment restrictions on foreign investors, which may adversely affect the trading price of the Equity Shares. Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions), if they comply with the valuation and reporting requirements specified by the RBI. If a transfer of shares is not in compliance with such requirements and fall under any of the exceptions specified by the RBI, then the RBI's prior approval is required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular terms, or at all. In terms of the FEMA Non-Debt Instruments Rules, a person resident outside India may make investments into India, subject to certain terms and conditions, and provided that an entity of a country, which shares land border with India or the beneficial owner of an investment into India who is situated in or is a citizen of any such country, shall invest only with government approval.

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 GoI. Furthermore, on April 22, 2020, the Ministry of Finance, GoI has also made similar amendment to the FEMA Rules. While the term "beneficial owner" is defined under the Prevention of Money-Laundering (Maintenance of Records) Rules, 2005 and the General Financial Rules, 2017, neither the foreign direct investment policy nor the FEMA Rules provide a definition of the term "beneficial owner". The interpretation of "beneficial owner" and enforcement of this regulatory change involves certain uncertainties, which may have an adverse effect on our ability to raise foreign capital. Further, there is uncertainty regarding the timeline within which the said approval from the GoI may be obtained, if at all.

SECTION IV: INTRODUCTION

THE OFFER

The following is the summary of the Offer:

PRESENT OFFER IN TERMS OF THIS RED HERRING PROSPECTUS	
The Offer[(1) (2)]	Up to [●] Equity Shares of face value of ₹ 2/- each, aggregating up to ₹ [●] Lakhs.
consists of:	
Fresh Issue	Up to [●] Equity Shares of face value of ₹ 2/- each, aggregating up to ₹ 6,967.58 Lakhs.
Offer for Sale[(3)]	Up to 10,89,600 Equity Shares of face value of ₹ 2/- each, aggregating up to ₹ [●] Lakhs.
which includes:	
Market Maker Reservation Portion	Up to 3,90,000 Equity Shares of face value of ₹ 2/- each, aggregating up to ₹ [●] Lakhs.
Net Offer to the Public	Up to [●] Equity Shares of face value of ₹ 2/- each, aggregating up to ₹ [●] Lakhs.
*The Net Offer Comprises of:**	
A. QIB Portion [(4) (5)]	Not more than [●] Equity Shares of face value of ₹ 2/- each, aggregating up to ₹ [●] Lakhs.
of which:	
i) Anchor Investor Portion	Up to [●] Equity Shares of face value of ₹ 2/- each, aggregating up to ₹ [●] Lakhs.
of which up to 40% of the Anchor Investor Portion shall be reserved in the following manner:	
- up to 33.33% of the Anchor Investor Portion shall be reserved for allocation to domestic Mutual Funds	Up to [●] Equity Shares of face value of ₹ 2/- each, aggregating up to ₹ [●] Lakhs.
-up to 6.67% of the Anchor Investor Portion available shall be reserved for allocation to Life Insurance Companies and Pension Funds	Up to [●] Equity Shares of face value of ₹ 2/- each, aggregating up to ₹ [●] Lakhs.
ii) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares of face value of ₹ 2/- each, aggregating up to ₹ [●] Lakhs.
of which:	
(a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion).	Up to [●] Equity Shares of face value of ₹ 2/- each, aggregating up to ₹ [●] Lakhs.
(b) Balance of QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares of face value of ₹ 2/- each, aggregating up to ₹ [●] Lakhs.
B. Non-Institutional Portion	Not less than [●] Equity Shares of face value of ₹ 2/- each, aggregating up to ₹ [●] Lakhs.
of which:	
(a) One-third of the Non-Institutional Portion reserved for applicants with an application size of more than two Bid Lots and up to such Bid Lots equivalent to not more than ₹ 10 lakhs	Up to [●] Equity Shares aggregating up to ₹ [●] lakhs
(b) Two-third of the Non-Institutional Portion reserved for applicants with an application size of more than ₹ 10 lakhs	Up to [●] Equity Shares aggregating up to ₹ [●] lakhs

C. Individual Investor Portion	Not less than [●] Equity Shares of face value of ₹ 2/- each, aggregating up to ₹ [●] Lakhs.
Pre and Post – Offer Equity Shares	
Equity Shares outstanding prior to the Offer.	2,22,52,630 Equity Shares of face value of ₹ 2/- each.
Equity Shares outstanding after the Offer.	[●] Equity Shares of face value of ₹ 2/- each.
Use of Net Proceeds by our Company.	Please see the section titled "*Objects of the Offer*" on page 98 of this Red Herring Prospectus.

**Subject to finalization of the Basis of Allotment. Number of shares may need to be adjusted for lot size upon determination of Offer price. The face value of equity shares is ₹ 2/- each. The Floor Price is ₹ 98/- per Equity Share which is 49 times of the Face Value and the Cap Price is ₹ 104 per Equity Share which is 52 times of the Face Value.*

Notes:

1) *The Offer is being made in terms of Chapter IX of the SEBI ICDR Regulations, as amended from time to time. This Offer is being made by our company in terms of Regulation of 229(1) and 253(1) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – Offer paid up equity share capital of our company are being offered to the public for subscription.*

2) *The Offer has been authorized by the Board of Directors vide a resolution passed at its meeting held on August 03, 2025 and by the Shareholder of our Company, vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Annual General Meeting held on August 18, 2025.*

3) *Our Board has taken on record the consent for the Offer for Sale of the Promoter Selling Shareholder pursuant to its resolution dated August 21, 2025. The Promoter Selling Shareholder have confirmed that the Offered Shares have been held by them for a period of at least one year prior to the filing of this Red Herring Prospectus and are accordingly eligible for being offered for sale in the Offer in compliance with the SEBI ICDR Regulations. The Selling Shareholder has authorized the inclusion of the Offered Shares in the Offer for Sale as follows-*

Sr. No.	Name of the Promoter Selling Shareholder	Aggregate number of Equity Shares being offered in the Offer for Sale	Date of Consent Letter
1.	Mr. Madhusudhan Varma Jetty	Upto 10,89,600	August 19, 2025

For details of authorizations received for the Offer for Sale, see section titled "Other Regulatory and Statutory Disclosures- Authority of the Offer" beginning on page 316.

4) *The SEBI ICDR Regulations permit the Offer of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation on a proportionate basis to Individual Bidders and not more than 50% of the Net Offer shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Offer Price. Accordingly, we have allocated the Net Offer i.e. not more than 50% of the Net Offer to QIB and not less than 35% of the Net Offer shall be available for allocation to Individual Investors and not less than 15% of the Net Offer shall be available for allocation to Non-institutional bidders.*

5) *Subject to valid Bids being received at or above the Offer Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.*

Our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. In accordance with SEBI (ICDR) (Third Amendment) Regulations, 2025, 40% of the Anchor Investor Portion shall be reserved for allocation to specified investor categories, wherein 33.33% of such portion shall be reserved for domestic Mutual Funds and 6.67% shall be reserved for life insurance companies and pension funds, subject to valid Bids being received from domestic Mutual Funds, life insurance companies and pension funds at or above the Anchor Investor Allocation Price.. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids.

Allocation to Individual Bidders shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Individual Investor Portion, and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis in accordance with the SEBI ICDR Regulations.

The allotment to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis in accordance with the SEBI ICDR Regulations

For further details, please refer section titled "Offer Structure", "Terms of the Offer" and "Offer Procedure" beginning on page 342, 333 and 347 of this Red Herring Prospectus.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth summary financial information derived from Restated Financial Statements as at and for the and for the six-month period ended September 30, 2025 and for the Financial Year ended on March 31, 2025, 2024, and 2023. These financial statements have been prepared in accordance with the Indian GAAP, the Companies Act, 2013 and the SEBI ICDR Regulations.

The summary financial information presented below should be read in conjunction with the sections and notes mentioned therein titled *'Other Financial Information' and 'Management's Discussion and Analysis of Financial Conditions and Results of Operations'* beginning on page 287 and 288, respectively of this Red Herring Prospectus.

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RESTATED SUMMARY STATEMENT OF ASSET AND LIABILITIES

(₹ in lakhs)

Sr. No.	Particulars	Annexure	As at 30-09-2025	As At 31-03-2025	As At 31-03-2024	As At 31-03-2023
I	**EQUITY AND LIABILITIES**					
(1)	Shareholder's funds					
	(a) Share capital	A.1	445.05	445.05	200.00	200.00
	(b) Reserves and surplus	A.2	3,062.22	2,900.96	1,148.45	908.50
	Sub-Total (A)		**3,507.27**	**3,346.01**	**1,348.45**	**1,108.50**
(2)	Non-current liabilities					
	(a) Long-term borrowings	A.3	981.30	255.99	244.90	325.22
	(b) Long-term provisions	A.4	19.22	-	-	-
	Sub-Total (B)		**1,000.53**	**255.99**	**244.90**	**325.22**
(3)	Current liabilities					
	(a) Short-term borrowings	A.5	1,222.61	1,078.15	565.96	766.64
	(b) Trade payables					
	(A) total outstanding dues of micro enterprises and small enterprises	A.6	1.94	183.01	43.43	32.32
	(B) total outstanding dues of Creditors other than micro enterprises and small enterprises	A.6	557.04	1,782.62	1,114.81	1,130.59
	(c) Other current liabilities	A.7	23.79	330.92	144.51	99.50
	(d) Short-term provisions	A.8	139.37	280.65	93.37	86.44
	Sub-Total (C)		**1,944.76**	**3,655.35**	**1,962.07**	**2,115.49**
	Total EQUITY and LIABILITIES (A+B+C)		**6,452.55**	**7,257.35**	**3,555.43**	**3,549.21**
II.	**Assets**					
(1)	Non-current assets					
	(a) Property, plant and equipment and Intangible assets					
	(i) Property, plant and equipment	A.9	944.62	879.40	870.70	911.07
	(ii) Intangible assets	A.9	20.94	14.68	-	-
	(iii) Capital Work in Progress	A.10	55.67	10.84	1.85	
	(b) Deferred tax assets (net)	A.11	59.01	46.67	36.13	30.53
	(c) Long-term loans and advances	A.12	1,294.11	326.55	78.39	-
	(d) Other non-current assets	A.13	29.00	98.81	124.09	101.09
	Sub-Total (D)		**2,403.36**	**1,376.96**	**1,111.16**	**1,042.68**
(2)	Current assets					
	(a) Inventories	A.14	1,630.87	1,061.41	262.09	771.36
	(b) Trade receivables	A.15	1,963.54	4,366.77	1,960.93	1,535.02
	(c) Cash and Bank Balances	A.16	150.12	125.52	17.98	56.56
	(d) Short-term loans and advances	A.17	117.81	37.49	63.37	30.17
	(e) Other current assets	A.18	186.86	289.21	139.90	113.42
	Sub-Total (F)		**4,049.20**	**5,880.39**	**2,444.27**	**2,506.53**
	Total ASSETS (D+E)		**6,452.55**	**7,257.35**	**3,555.43**	**3,549.21**

RESTATED SUMMARY STATEMENT OF PROFIT AND LOSS

(₹ in lakhs)

Sr. No.	Particulars	Annexure	As at 30-09-2025	As At 31-03-2025	As At 31-03-2024	As At 31-03-2023
I	Revenue from operations	B.1	1,817.73	7,205.98	5,155.93	5,596.23
II	Other income	B.2	10.33	13.35	15.37	15.33
III	**Total Income (I+II)**		**1,828.06**	**7,219.33**	**5,171.30**	**5,611.56**
IV	Expenses:					
	(a) Cost of materials consumed	B.3	631.61	5,091.41	3,007.35	3,998.07
	(b) Purchase of Stock in Trade		-	-	-	-
	(c) Changes in inventories of finished goods, WIP and stock-in-trade	B.4	118.05	(569.71)	537.08	115.56
	(d) Employee benefits expenses	B.5	484.33	835.19	615.77	534.93
	(e) Finance costs	B.6	68.28	143.09	130.94	124.58
	(f) Depreciation and amortisation expenses	B.7	90.46	170.59	128.15	149.99
	(g) Other expenses	B.8	218.22	463.49	429.98	391.51
	Total expenses		**1,610.95**	**6,134.06**	**4,849.28**	**5,314.64**
V	Profit before exceptional and extraordinary items and tax (III – IV)		217.11	1,085.27	322.02	296.92
VI	Exceptional Items		-	-	-	-
VII	Profit before extraordinary items and tax (V – VI)		217.11	1,085.27	322.02	296.92
VIII	Extraordinary Items		-	-	-	-
IX	**Profit before tax (VII- VIII)**		**217.11**	**1,085.27**	**322.02**	**296.92**
X	Tax expense:					
	(1) Current tax		68.20	277.82	87.68	85.33
	(2) Deferred tax	A.9.1	(12.34)	(10.53)	(5.61)	(9.94)
	(3) Prior Period Taxes		-	6.63	-	4.01
XI	Profit for the period from continuing operations (IX-X)		161.26	811.35	239.96	217.51
XII	Profit / (Loss) from discontinuing operations		-	-	-	-
XIII	Tax expense of discontinuing operation		-	-	-	-
XIV	Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-	-	-
XV	**Profit for the period (XI + XIV)**		**161.26**	**811.35**	**239.96**	**217.51**
XVI	Earnings per equity share:					
	Face value per equity shares ₹2/- fully paid up.					
	(1) Basic (Value in ₹)	B.9	0.72	3.89	1.20	1.09
	(2) Diluted (Value in ₹)	B.9	0.72	3.89	1.20	1.09

RESTATED SUMMARY STATEMENT OF CASH FLOWS

(₹ in lakhs)

Sr. No.	Particulars	As at 30-09-2025	As At 31-03-2025	As At 31-03-2024	As At 31-03-2023
A.	CASH FLOW FROM OPERATING ACTIVITIES				
	Net profit before tax and extraordinary items	217.11	1,085.27	322.02	296.92
	Adjustments for:				
	Depreciation and amortisation expense	90.46	170.59	128.15	149.99
	Profit on sale of Property, Plant and Equipment	-	(0.13)	(3.10)	-
	Interest on Fixed Deposits	(5.34)	(12.75)	(8.70)	(7.42)
	Rental Income	(0.72)	-	-	-
	Interest and other finance costs (Other than Interest on Income Tax)	66.83	137.19	127.81	122.17
	Unrealised loss on foreign exchange	-	0.09	-	-
	Interest on Income tax	1.45	5.90	3.13	2.41
	Gratuity Expense	25.75	32.33	9.67	34.49
	Gratuity Paid	-	(35.69)	(5.74)	(34.22)
	Operating profit before working capital changes	**395.55**	**1,382.80**	**573.24**	**564.34**
	Changes in working capital:				
	Increase / (Decrease) in trade payable	(1,406.65)	807.30	(4.67)	(505.63)
	Increase / (Decrease) in short term provisions (Other than Provision for Income tax)	(1.00)	0.50	-	(0.50)
	Increase / (Decrease) in other current liabilities	(307.13)	186.41	45.01	82.07
	(Increase) / Decrease in other current assets (Other than Balances with Income Tax Authorities)	(76.61)	39.56	(51.60)	208.05
	(Increase) / Decrease in short term loan and advances	(80.32)	25.88	(33.20)	30.21
	(Increase) / Decrease in trade receivables	2,403.23	(2,405.84)	(425.91)	(1,059.70)
	(Increase) / Decrease in inventories	(569.47)	(799.31)	509.26	104.34
	Net (Increase) / Decrease in Working Capital	**(37.94)**	**(2,145.51)**	**38.89**	**(1,141.15)**
	CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES	**357.61**	**(762.71)**	**612.13**	**(576.81)**
	Adjustment for Net Income Tax paid	(37.50)	(289.07)	(62.68)	(88.50)
	NET CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES	**320.11**	**(1,051.78)**	**549.45**	**(665.32)**
B	**CASH FLOW FROM INVESTING ACTIVITIES**				
	Purchase of Property, Plant and Equipment & Intangible Assets	(162.51)	(220.76)	(91.08)	(33.68)
	Sale proceeds of Property, Plant and Equipment	0.57	26.91	6.39	-
	Capital Advance paid	(967.56)	(248.16)	(78.39)	-
	Interest Income received	5.34	12.75	8.70	7.42
	Rental Income Received	0.72	-	-	-
	Security Deposits given	-	(0.36)	(2.00)	(2.93)
	(Increase) / Decrease in Capital Work In Progress (Other than capitalised finance costs)	(13.39)	-	-	-

	(Increase) / Decrease in Term Deposits with Banks	56.39	(82.96)	19.06	(33.49)
	NET CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES	**(1,080.44)**	**(512.59)**	**(137.31)**	**(62.68)**
C	**CASH FLOW FROM FINANCING ACTIVITIES**				
	Interest and other finance costs (including capitalised costs)	(98.27)	(146.17)	(129.66)	(122.17)
	Proceeds from Long Term Borrowings	845.65	169.53	172.30	80.00
	Proceeds from Short Term Borrowings	270.21	717.99	50.00	697.16
	Repayments of Long Term Borrowings	(121.08)	(264.25)	(453.30)	(147.17)
	Repayments of Short Term Borrowings	(125.00)	(100.00)	(50.00)	(100.00)
	Proceeds from issue of Equity Shares (including Securities Premium)	-	1,186.21	-	-
	NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES	**771.51**	**1,563.31**	**(410.66)**	**407.82**
	NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	11.18	(1.06)	1.48	(320.18)
	Cash and Cash equivalents at beginning of the period	0.95	2.00	0.52	320.70
	Cash and Cash equivalents at end of the period	**12.12**	**0.95**	**2.00**	**0.52**
D.	**Components of Cash and Cash equivalents *(Refer Annexure-A.16)***				
	Cash on hand	0.38	0.66	0.52	0.18
	Balances with banks				
	In current accounts	11.75	0.29	1.49	0.35
	Bank deposits with less than 3 Months maturity	-	-	-	-
	Total	**12.12**	**0.95**	**2.00**	**0.52**
	This Cash Flow Statement has been prepared as per "Indirect Method" as prescribed by AS -3 (revised) "Cash Flow Statements"				

SECTION V: GENERAL INFORMATION

Our Company was originally formed as a partnership firm under the Indian Partnership Act, 1932 under the name and style of "M/s Digilogic Systems" pursuant to a deed of partnership dated May 08, 2007. Further, "Digilogic Systems" was subsequently converted from the partnership firm to a Private Limited Company under Part IX of the Companies Act, 1956 in the name of "Digilogic Systems Private Limited" and received a certificate of incorporation dated December 09, 2011, issued by the Registrar of Companies, Andhra Pradesh. Subsequently, our Company was converted into public limited company pursuant to special resolution passed by the shareholders at the EGM held on June 18, 2025, and consequently, the name of our Company was changed to "Digilogic Systems Limited" and a fresh certificate of incorporation consequent upon conversion from private company to public company was issued by Registrar of Companies, Central Processing Centre on July 01, 2025 bearing CIN U62099TG2011PLC077933.

For further details, please refer to the section titled "*History and Certain Other Corporate Matters*" beginning on page on page 212 of this Red Herring Prospectus.

REGISTERED AND CORPORATE OFFICE OF OUR COMPANY

Registered Office of our Company

Digilogic Systems Limited

#102, 1st Floor, DSL Abacus Tech Park,
Uppal Kalsa Village, Uppal Mandal,
Rangareddy- 500039, Telangana

Corporate Office of our Company

As on date this Red Herring Prospectus, our Company does not have a Corporate Office.

For details of the changes in our Registered Office, please refer to the section titled "*History and Certain Corporate Matters*" beginning on page 212 of this Red Herring Prospectus.

COMPANY REGISTRATION NUMBER AND CORPORATE IDENTITY NUMBER

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

Corporate Registration Number: 077933

Corporate Identification Number: U62099TG2011PLC077933

REGISTRAR OF COMPANIES

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

Registrar of Companies, 2nd Floor, Corporate Bhawan, GSI Post, Nagole, Bandlaguda, Hyderabad-500068, Telangana.
Tel No: 040-29805427 / 29803827 / 29801927
Fax No: 040-29803727
Email ID: roc.hyderabad@mca.gov.in
Website: www.mca.gov.in

DESIGNATED STOCK EXCHANGE

SME Platform of BSE Limited i.e. "**BSE SME**"
25th floor, P.J. Towers, Dalal Street,
Fort, Mumbai–400001, Maharashtra, India.
Website: www.bsesme.com

OUR BOARD OF DIRECTORS

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

Sr. No.	Name	Designation	DIN	Address
1.	Mr. Madhusudhan Varma Jetty	Chairman and Managing Director	02247769	Flat No. 803, Block-D, Necklace Pride Apartments, Behind NTPC Towers, Hyderabad, Secunderabad, Telangana- 500003, India
2.	Mrs. Radhika Varma Jetty	Whole-time Director	03370284	Flat No. 803, Bock-D, Kavadiguda main road, Secunderabad Hyderabad, Telangana- 500080, India.
3.	Mr. Jetty Shashank Varma	Whole-time Director	03370303	Flat No. 803, D-Block, Necklace Pride Apts, Kavadiguda Main Road, Behind NTPC Towers, Secunderabad, Hyderabad, Telangana- 500080, India.
4.	Mr. Hitesh Varma Jetty	Whole-time Director	10648537	Flat No. 803, D-Block, Necklace Pride Apts, Kavadiguda Main Road, Behind NTPC Towers, Secunderabad, Hyderabad, Telangana- 500080, India.
5.	Mr. Balasubramanyam Danturti	Non-Executive Independent Director	10753430	DN 142 P-43, H no. 32/80/31, Third Cross, Devi Nagar, Ramakrishnapuram, Malkajgiri Mandal, Malkajgiri, Hyderabad- 500056, Andhra Pradesh, India
6.	Mr. Madadi Ugender Reddy	Non-Executive Independent Director	11148916	Villa No.155, Indu Fortune Fields, Near Hitech City Railway Station, Phase Xiii, Kphb, Kukatpally, Hyderabad - 500072, Telangana, India
7.	Dr. Sesha Rama Srinivasa Sastry Pullela	Non-Executive Independent Director	11148922	Villa No. 115, Indu Aranya Haritha, Auto Nagar, Opp Bandlaguda Bus Stop, Nagole, Tatti Annaram, Abdullapurmet, K.v. Rangareddy- 500068, Telangana, India

For further details of our Directors, please refer to the section titled '*Our Management*' beginning on page 218 of this Red Herring Prospectus.

CHIEF FINANCIAL OFFICER
Mr. Sriharsha Vadakattu
Digilogic Systems Limited
#102, 1st Floor, DSL Abacus Tech Park,
Uppal Kalsa Village, Uppal Mandal,
Rangareddy- 500039, Telangana.
Tel No.: 040 4547 4601
E-mail: cfo@digilogicsystems.com

COMPANY SECRETARY AND COMPLIANCE OFFICER

Mr. Kameswara Rao Vempati
Digilogic Systems Limited
#102, 1st Floor, DSL Abacus Tech Park,
Uppal Kalsa Village, Uppal Mandal,
Rangareddy- 500039, Telangana.
Tel No.: 040 4547 4601
E-mail: cs@digilogicsystems.com

Investor Grievances:

Investors may contact our Company Secretary and Compliance Officer and/or the Registrar to the Offer and/or the Book Running Lead Manager, in case of any pre-offer or post-offer related problems, such as non-receipt of letters of allotment, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc.

For all Offer related queries and for redressal of complaints, Applicants may also write to the Book Running Lead Manager. All complaints, queries or comments received by Stock Exchange/SEBI shall be forwarded to the Book Running Lead Manager, who shall respond to the same.

All grievances relating to the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as name of the sole or first Applicant, Bid cum Application Form number, Applicants DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Applicant, number of Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the relevant BRLM where the Anchor Investor Application Form was submitted by the Anchor Investor. For all Offer related queries and for redressal of complaints, investors may also write to the BRLM.

DETAILS OF KEY INTERMEDIARIES PERTAINING TO THIS OFFER OF OUR COMPANY

BOOK RUNNING LEAD MANAGER OF THE OFFER

INDORIENT FINANCIAL SERVICES LIMITED
CIN: U67190DL1993PLC052085
B/805, Rustomjee Central Park, Andheri Kurla Road, Chakala, Mumbai – 400093, Maharashtra, India.
Tel No.: +91-79772 12186
E-mail: compliance-ifsl@indorient.in
Investor Grievance Email: wecare@indorient.in
Website: www.indorient.in
Contact Person: Amina Khan / Prashant Dhebar
SEBI Registration No.: INM000012661

REGISTRAR TO THE OFFER

KFIN TECHNOLOGIES LIMITED
Selenium Tower B, Plot No. 31 and 32 Financial District Nanakramguda, Serilingampally Hyderabad, Rangareddi-500032, Telangana, India.
Tel No.: +91 40 6716 2222
E-mail: digilogic.ipo@kfintech.com
Investor Grievance Email: einward.ris@kfintech.com
Website: www.kfintech.com
Contact Person: M Murali Krishna
SEBI Registration No: INR000000221

LEGAL COUNSEL TO THE OFFER

STERLING LAW ASSOCIATES LLP
B-601, Umarji House No-1, CTS No. 404A-404B, Telli Gally, Opp. Masjid, Andheri-East, Mumbai-400069, Maharashtra, India
Tel No.: +91 81084 05703
E-mail: info@sterlingassociates.in
Contact Person: Mr. Varun Shah
Website: https://sterlingassociates.in

STATUTORY AND PEER REVIEW AUDITORS

M/s. B SRINIVASA RAO & CO., Chartered Accountants
Flat No. 316, B Block, 3rd Floor, Ameer Estates,
Beside ICICI Bank, S.R. Nagar,
Hyderabad-500038
Tel: 040-35000538 / +91 9494666543
E-mail: hyderabad@bsrco.in
Website: www.bsrco.in
Contact Person: M.Ranga Rai Chowdary
Firm Registration No: 008763S
Membership No: 243733
Peer Review Certificate No: 018129
Peer Review Certificate Valid till: September 30, 2027

UNDERWRITER TO THE OFFER

INDORIENT FINANCIAL SERVICES LIMITED
CIN: U67190DL1993PLC052085
B/805, Rustomjee Central Park, Andheri Kurla Road, Chakala, Mumbai – 400093, Maharashtra, India.
Tel No.: +91-79772 12186
E-mail: compliance-ifsl@indorient.in
Investor Grievance Email: wecare@indorient.in
Website: www.indorient.in
Contact Person: Amina Khan / Prashant Dhebar
SEBI Registration No.: INM000012661

MARKET MAKER TO THE OFFER

Name	Pace Stock Broking Services Private Limited
Registered Office Address	412, 412B, 412C, 4th Floor, DSCCSL, Block 53E, Zone-5, Road 5E,Gift City, Gandhi Nagar – 382050, Gujarat.
Communication Address	C-3, Okhla Industrial Area, Phase-1, New Delhi-110020
Tel No.	011-49022269
E-mail	atulgoel@pacefin.com
Website	www.pacefin.com
Contact Person	Mr. Atul Goel
SEBI Registration	INZ000180832
CIN	U74899GJ2000PTC119545
BSE Market Maker Registration No.	SMEMM0301331072025

BANKER TO OUR COMPANY

Name	Axis Bank Limited
Address	Axis House, 7th Floor, C-2, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai- 400 025.
Branch details	Axis Bank MWBC Hyderabad Branch, First Floor, G Pullareddy Building, No.6-3-879/b, Greenlands, Begumpet Road, Hyderabad- 500016, Telangana.
Tel No.:	040-2325 5301
E-mail:	Brhd1634@axisbank.com
Website:	www.axisbank.com

BANKERS TO THE OFFER/ PUBLIC OFFER BANK/ REFUND BANKER/ SPONSOR BANK

Name	Axis Bank Limited
Address	Axis House, 7th Floor, C-2, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai- 400 025.
Tel No.:	040-2325 5301
E-mail:	Brhd1634@axisbank.com
Website:	www.axisbank.com
Contact Person:	G.S. Manjunath
SEBI Registration	INBI00000017

DESIGNATED INTERMEDIARIES

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 the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes) and updated from time to time. For details on Designated Branches of SCSBs collecting the Bid-cum-Application Forms, refer to the above mentioned SEBI link.

Eligible SCSBs as Sponsor Banks and mobile applications enabled for UPI Mechanism

In accordance with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders may only apply through mobile applications using UPI handles or through SCSBs whose names appear on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40), which may be updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism, is provided as 'Annexure A' for SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and is also available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 for SCSBs and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 for applications or at such other websites as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

In relation to ASBA Bids submitted to a member of the Syndicate, the list of branches of the SCSBs at the ASBA Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and updated from time to time. For more information on such branches collecting Bid-cum-Application Forms from the Syndicate at ASBA Specified Locations, refer to the above mentioned SEBI link.

Registered Brokers

The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and email address, is provided on the website of the SEBI at (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes), respectively, as updated from time to time.

Registrar to the Offer and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the website of SEBI i.e. (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10), respectively, as updated from time to time.

Collecting Depository Participants

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

STATEMENT OF INTER SE ALLOCATION OF RESPONSIBILITIES

Since, Indorient Financial Services Limited is the sole Book Running Lead Manager to this Offer, and hence, all the responsibilities relating to co-ordination and other activities in relation to the Offer shall be performed by it.

CREDIT RATING

As this is an Offer of Equity Shares, there is no credit rating required for the Offer.

IPO GRADING

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

EXPERT OPINION

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

Our Company has received written consent dated January 12, 2026 from the Statutory Auditors namely, M/s. B Srinivasa Rao & Co., Chartered Accountant to include their name as an "expert" as required under Section 26 (5) of the Companies Act, 2013 read with the SEBI ICDR Regulations and as defined under Section 2 (38) of the Companies Act, 2013, in respect of the reports of the Statutory Auditors on the Restated Financial Statements, dated December 31, 2025 and the Statement of Special Tax Benefits dated January 13, 2026, included in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Our Company has received written consent dated January 09, 2026, from the Independent Chartered Engineer, namely V Srirama (registration number: M-153694-4) to include their name in this Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, to the extent and in their capacity as an Independent Chartered Engineer, in relation to their certificate dated January 09, 2026, certifying the Capital Expenditure Report for the Proposed New Facility at Telangana Government Industrial Infrastructure Corporation (TGIIC) Hardware Park Phase II, Rangareddy District, Hyderabad "*Our Business – Description of our Business and Operations*" on page 178.

Our Company has received written consent dated September 16, 2025 from SARV & Co. Practicing Company Secretary, to include their name as Practicing Company Secretary under Section 26 of the Companies Act, 2013, in this Red Herring Prospectus and be named as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of their

certificate dated September 16, 2025 and such consent has not been withdrawn until the filing of this Red Herring Prospectus.

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

GREEN SHOE OPTION

No green shoe option is contemplated under the Offer.

DEBENTURE TRUSTEES

This is an Offer of Equity Shares hence appointment of debenture trustees is not required.

MONITORING AGENCY

Our Company has appointed Brickwork Ratings India Private Limited, a credit rating agency registered with SEBI, as the Monitoring Agency prior to the filing of this Red Herring Prospectus in accordance with Regulation 262 of the SEBI ICDR Regulations.

Name	Brickwork Ratings India Private Limited
Registered Office Address	3rd Floor, Raj Alkaa Park, Kalena Agrahara, Bannerghatta Road, Bangalore-560076
Tel No.	080-4040 9940 / 080- 4040 9999
E-mail	Bhaskarareddy.g@brickworkratings.com
Website	www.brickworkratings.com
Contact Person	Mr. Bhaskara Reddy
SEBI Registration	IN/CRA/005/2008
CIN	U67190KA2007PTC043591

APPRAISAL AGENCY

The objects of the Offer and deployment of funds are not appraised by any independent agency/ bank/ financial institution.

TYPE OF OFFER

The present Offer is considered to be 100% Book Building Process.

FILING OF DRAFT RED HERRING PROSPECTUS / RED HERRING PROSPECTUS / PROSPECTUS

The Draft Red Herring Prospectus was filed with BSE Limited, 25th floor, P.J. Towers, Dalal Street, Fort, Mumbai– 400001, Maharashtra, India.

The Draft Red Herring Prospectus filed with BSE was made public for comments, if any, for a period of at least twenty one days from the date of filing the Draft Red Herring Prospectus, by hosting it on our Company's website www.digilogicsystems.com, BSE SME's website https://www.bseindia.com and Book Running Lead Manager's website https://indorient.in/.

Our Company had, within two working days of filing the Draft Red Herring Prospectus with BSE SME Exchange, made a public announcement in all editions of Financial Express (a widely circulated English national daily newspaper), and all editions of Janasatta (a widely circulated Hindi national daily newspaper) and all editions of the Neti Telugupatrika, a Telugu daily newspaper (Telugu being the regional language of Hyderabad, where our Registered Office is located), disclosing the fact of filing of the Draft Red Herring Prospectus with BSE SME and inviting the public to provide their comments to the BSE SME Exchange, our Company or the Book Running Lead Manager in respect of the disclosures made in the Draft Red Herring Prospectus.

The Draft Red Herring Prospectus has not been filed with SEBI, nor SEBI has issued any observation on the Draft Red Herring Prospectus in terms of Regulation 246(2) of SEBI ICDR Regulations. Pursuant to Regulation 246(5) of SEBI ICDR Regulations and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Red Herring Prospectus and Prospectus will be filed online through SEBI Intermediary Portal at https://siportal.sebi.gov.in.

A copy of the Red Herring Prospectus along with the material contracts and documents has been filed in accordance with the Section 32 of the Companies Act, 2013 and a copy of the Prospectus shall be filed with the RoC Office situated at Registrar of Companies, Telangana, Hyderabad at 2nd Floor, Corporate Bhawan, GSI Post, Nagole, Bandlaguda,

Hyderabad-500068, Telangana as required under Section 26 of the Companies Act and through the electronic portal at https://www.mca.gov.in/content/mca/global/en/home.html

Book Building Process

Book Building, with reference to the Offer, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Price Band determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process, and advertised in all editions of the English national newspaper Financial Express, all editions of Hindi national newspaper Janasatta and Telugu edition of Regional newspaper Neti Telugupatrika where our registered office is situated at least two working days prior to the Bid/ Offer Opening date. The Offer Price shall be determined by our Company, in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/ Offer Closing Date. Principal parties involved in the Book Building Process are:-

- Our Company;
- The Book Running Lead Manager in this case being Indorient Financial Services Limited;
- The Syndicate Member(s) who are intermediaries registered with SEBI/ registered as brokers with BSE and eligible to act as Underwriters. The Syndicate Member(s) may be appointed by the Book Running Lead Manager; The Registrar to the Offer;
- The Escrow Collection Banks/ Bankers to the Offer and;
- The Designated Intermediaries and Sponsor bank.

The SEBI ICDR Regulations have permitted the Offer of securities to the public through the Book Building Process, wherein allocation to the public shall be made as per Regulation 253 of the SEBI ICDR Regulations.

The Offer is being made through the Book Building Process wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company may in consultation with the BRLM allocate upto 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations (the "**Anchor Investor Portion**"),out of which 40% shall be reserved for allocation to specified investor categories, wherein 33.33% of such portion shall be reserved for domestic Mutual Funds and 6.67% shall be reserved for life insurance companies and pension funds, subject to valid Bids being received from domestic Mutual Funds, life insurance companies and pension funds at or above the Anchor Investor Offer Price. 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Individual Bidders, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All potential Bidders may participate in the Offer through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the Offer. Under-subscription if any, in any category, except in the QIB Category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange.

All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Offer. In accordance with the SEBI ICDR Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Individual Bidders can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/ Offer Period. Allocation to the Anchor Investors will be on a discretionary basis.

Subject to valid Bids being received at or above the Offer Price, allocation to all categories in the Net Offer, shall be made on a proportionate basis, except for Individual Investor Portion where allotment to each Individual Bidders shall not be less than the minimum bid lot, subject to availability of Equity Shares in Individual Investors Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under – subscription, if any, in any category, would be allowed to be met with spill – over from any other category or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public 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, Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. Additionally, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, Non-Institutional Bidders with an application size of up to ₹5 lakhs shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Member, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details in this regards, specific attention are invited to the section titled "*Offer Procedure*" beginning on page 347 of the Red Herring Prospectus.

The process of Book Building under the SEBI ICDR Regulations is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to making a Bid or application in the Offer.

For further details on the method and procedure for Bidding, please refer to the section titled "*Offer Procedure*" beginning on page 347 of this Red Herring Prospectus

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

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1000	23	1500	50.00%
1500	22	3000	100.00%
2000	21	5000	166.67%
2500	20	7500	250.00%

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

Steps to be taken by the Bidders for Bidding:

- Check eligibility for making a Bid (please refer to the section titled "*Offer Procedure*" beginning on 347 of this Red Herring Prospectus);
- Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Offer will obtain the Demographic Details of the Bidders from the Depositories.
- Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depositary Participant's verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.
- Ensure that the Bid cum Application Form is duly completed as per instructions given in this Red Herring Prospectus and in the Bid cum Application Form

BID/OFFER PROGRAMME

An indicative timetable in respect of the Offer is set out below:

Events	Indicative Date
Bid/Offer Opening Date[1]	Tuesday, January 20, 2026
Bid/Offer Closing Date[2] (T)	Thursday, January 22, 2026
Finalization of Basis of Allotment with the Designated Stock Exchange (T+1)	On or before Friday, January 23, 2026

Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account[3] (T+2)	On or before Tuesday, January 27, 2026
Credit of Equity Shares to Demat accounts of Allottees (T+2)	On or before Tuesday, January 27, 2026
Commencement of trading of the Equity Shares on the Stock Exchange (T+3)	On or before Wednesday, January 28, 2026

(1) Our Company in consultation with the Book Running Lead Manager may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date in accordance with the SEBI ICDR Regulations.

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running 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 3 Working Days of the Bid/ Offer Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Offer 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.

Bid Cum Application Forms and any revisions to the same will be accepted only between 10.00 A.M. to 5.00 P.M. (IST) during the Offer Period (except for the Bid/ Offer Closing Date). On the Bid/ Offer Closing Date, the Bid Cum Application Forms will be accepted only between 10.00 A.M. to 3.00 P.M. (IST) for IIs and NIIs Bidders. The time for applying for Individual Investors Applicant on Bid/ Offer Closing Date maybe extended in consultation with the BRLM, RTA and BSE SME taking into account the total number of applications received up to the closure of timings.

Due to the limitation of time available for uploading the Bid Cum Application Forms on the Bid/ Offer Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Offer Closing Date and, in any case, not later than 3.00 P.M. (IST) on the Bid/ Offer Closing Date. Any time mentioned in this Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid Cum Application Forms are received on the Bid/ Offer Closing Date, as is typically experienced in public Offer, some Bid Cum Application Forms may not get uploaded due to the lack of sufficient time. Such Bid Cum Application Forms that cannot be uploaded will not be considered for allocation under this Offer. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for any failure in uploading the Bid Cum Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Individual Investors Applicants can revise or withdraw their Bid Cum Application Forms prior to the Bid/ Offer Closing Date.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid Cum Application Form, for a particular Applicant, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid Cum Application Form, for a particular ASBA Applicant, the Registrar to the Offer shall ask the relevant SCSBs/ RTAs / DPs / stock brokers, as the case may be, for the rectified data.

UNDERWRITING AGREEMENT

Our Company and the Book Running Lead Manager to the Offer hereby confirm that, this Offer is 100% underwritten by the Underwriter.

Pursuant to the terms of the Underwriting Agreement dated September 15, 2025 and Supplemental Underwriting Agreement dated December 12, 2025 obligations of the Underwriter are subject to certain conditions specified therein.

The Underwriter has indicated its intention to underwrite the following number of Equity Shares being offered through this Offer:

Details of the Underwriter		No. of shares Underwritten*	Amount Underwritten (₹ in Lakhs)	% of the Total Offer Size Underwritten
Indorient FINANCIAL SERVICES LIMITED	**INDORIENT FINANCIAL SERVICES LIMITED** **CIN:** U67190DL1993PLC052085 B/805, Rustomjee Central Park, Andheri Kurla Road, Chakala, Mumbai – 400093, Maharashtra, India. **Tel No.:** +91-79772 12186 **E-mail:** compliance-ifsl@indorient.in	Upto [●]	[●]	100

Investor Grievance Email: wecare@indorient.in **Website:** www.indorient.in **Contact Person:** Amina Khan / Prashant Dhebar **SEBI Registration No.:** INM000012661			

**Includes* 3,90,000 *Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI ICDR Regulations, as amended.*

As per Regulation 260 of SEBI ICDR Regulations, the Book Running Lead Manager has agreed to underwrite to a minimum extent of 15% of the Offer out of its own account.

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

Changes in Auditors during last 3 Years

M/s. B Srinivasa Rao & Co., Chartered Accountants are appointed as Statutory Auditors of our Company in compliance with Regulation 229(3)(b) of Chapter IX of SEBI ICDR Regulations and holds a valid peer review certificate no. 018219 dated September 13, 2024 issued by the "Peer Review Board" of the ICAI.

Except as mentioned below, there has been no change in the auditors of our Company during the last 3 years:

Sr. No.	Particulars of Auditor	Date of change	Reason
1.	**M/s. B Srinivasa Rao & Co.,** Chartered Accountants Flat No. 316, B Block, 3rd Floor, Ameer Estates, Beside ICICI Bank, S.R. Nagar, Hyderabad-500038. **Tel:** + 040-35000538 / +91 9494666543 **E-mail:** hyderabad@bsrco.in **Website:** www.bsrco.in **Contact Person:** CA M. Ranga Rai Chowdary **Firm Registration No:** 008763S **Membership No:** 243733 **Peer Review Certificate No:** 018129	September 30, 2024	Re-appointment as the Statutory Auditors of the Company

WITHDRAWAL OF THE OFFER

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

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

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

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

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS OFFER

Our Company has entered into Market Making Agreement dated January 12, 2026 with the Book Running Lead Manager and Market Maker to fulfill the obligations of Market Making.

Name	Pace Stock Broking Services Private Limited
Registered Office Address	412, 412B, 412C, 4th Floor, DSCCSL, Block 53E,, Zone-5, Road 5E, Gift City, Gandhi Nagar – 382050, Gujarat.
Communication Address	C-3, Okhla Industrial Area, Phase-1, New Delhi-110020
Tel No.	011-49022269

E-mail	atulgoel@pacefin.com
Website	www.pacefin.com
Contact Person	Mr. Atul Goel
SEBI Registration	INZ000180832
CIN	U74899GJ2000PTC119545
BSE Market Maker Registration No.	SMEMM0301331072025

Market Maker Registration No. (SME Segment of BSE – BSE SME):

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

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

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

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

(ii) The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of the BSE SME and SEBI from time to time.

(iii) The minimum depth of the quote shall be ₹1,00,000/-. However, the investors with holdings of value less than ₹ 1,00,000/- shall be allowed to offer their holding to the Market Maker (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.

(iv) The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the BSE SME (in this case currently the minimum trading lot size is 1,200 equity shares; however the same may be changed by the BSE SME from time to time).

(v) 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% of Offer Size. Any Equity Shares allotted to Market Maker under this Offer over and above 25% of Offer Size would not be taken in to consideration of computing the threshold of 25% of Offer Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Offer Size, the Market Maker will resume providing 2 way quotes.

(vi) There shall be no exemption/ threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE may intimate the same to SEBI after due verification.

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

(viii) There would not be more than one Market Maker per scrip at any point of time.

(ix) 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.

(x) The Market Maker may also be present in the opening call auction, but there is no obligation on him to do so.

(xi) 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.

(xii) The Market Maker shall have the right to terminate said arrangement by giving a 3 (three) months' notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker. In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the BRLM to arrange for another Market Maker 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 our Company and the BRLM reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker. The Market Making Agreement is available for inspection at our office from 11.00 A.M. to 5.00 P.M. on working days.

(xiii) **Risk containment measures and monitoring for Market Maker:** BSE SME will have all margins, which are applicable on BSE main board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.

(xiv) **Punitive Action in case of default by Market Maker(s):** SME BSE 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.

(xv) **Price Band and Spreads:** 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.

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

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

SECTION VI: CAPITAL STRUCTURE

The share capital of our Company as on the date of this Red Herring Prospectus is set forth below:

(in ₹ lakhs, except share data)

Sr. No	Particulars	Aggregate value at face value	Aggregate value at Offer Price*
A.	**AUTHORIZED SHARE CAPITAL**[(1)]		
	5,00,00,000 Equity Shares of face value of ₹ 2/- each	1,000.00	-
B.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	2,22,52,630 Equity Shares of face value of ₹ 2/- each	445.05	-
C.	**PRESENT OFFER IN TERMS OF THIS RED HERRING PROSPECTUS***		
	Offer of up to [●] Equity Shares of face value of ₹ 2/- each aggregating up to ₹ [●] lakhs	[●]	[●]
	of which		
	Fresh Issue of up to [●] Equity Shares of face value of ₹ 2/- each aggregating up to ₹ 6,967.58 lakhs[(2)]	[●]	[●]
	Offer for Sale of up to 10,89,600 Equity Shares of face value of ₹ 2/- each aggregating up to ₹ [●] lakhs[(2) (3)]	[●]	[●]
	Consisting:		
D.	**Reservation for Market Maker –** 3,90,000 Equity Shares reserved as Market Maker Reservation Portion at a price of ₹ [●] per Equity Share	[●]	[●]
E.	**Net Offer to the Public –** Up to [●] Equity Shares at a price of ₹ [●] per Equity Share	[●]	[●]
	Of the Net Offer to the Public:[(4)]		
	At least [●] Equity Shares aggregating up to ₹ [●] lakhs will be available for allocation to Individual Investors	[●]	[●]
	At least [●] Equity Shares aggregating up to ₹ [●] lakhs will be available for allocation to Non-Institutional Investors	[●]	[●]
	Not more than [●] Equity Shares aggregating up to ₹ [●] lakhs will be available for allocation to Qualified Institutional Buyers, five per cent of which shall be allocated to mutual funds.	[●]	[●]
F.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE**		
	[●] Equity Shares of face value of ₹ 2/- each	[●]	[●]
G.	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer (as on date of this Red Herring Prospectus)	1141.15	
	After the Offer	[●]*	

** To be included upon finalisation of the Offer Price and subject to the Basis of Allotment. The face value of equity shares is ₹ 2 each. The floor price is ₹ 98 per Equity Share which is 49 times of the face value and the cap price is ₹ 104 per Equity Share which is 52 times of the face value.*

(1) For details in relation to the changes in the authorised share capital of our Company in the last 10 years, please refer the section titled "History and Certain Corporate Matters – Amendments to our Memorandum of Association" on page 212.

(2) The Offer has been authorized by a resolution of our Board at their meeting held on August 03*, 2025 and by a special resolution passed by our Shareholders at their Annual General Meeting held on* August 18*, 2025. Our Board has taken on record the participation of the Promoter Selling Shareholder in the Offer for Sale pursuant to a resolution dated* August 21*, 2025. For further details, please refer the section titled "Other Regulatory and Statutory Disclosures" on page 316.*

(3) The Promoter Selling Shareholder confirms that the Equity Shares being offered by it have been held by them for a period of at least one year prior to the date of filing of the Draft Red Herring Prospectus with SEBI and are otherwise eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations. For details of authorisations for the Offer for Sale, please refer section titled "Other Regulatory and Statutory Disclosures" on page 316.

(4) For detailed information on the Net Offer and its allocation various categories, please refer the section titled "The Offer" beginning on page 64 of this Red Herring Prospectus.

Notes to Capital Structure

1. Share capital history of our Company

Our Company is in compliance with the Companies Act, 1956, as amended and the Companies Act, 2013, as amended to the extent applicable, with respect to issuance of specified securities from the date of incorporation of our Company till the date of filing of this Red Herring Prospectus.

2. Details of change in Authorised Share capital:

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

Sr. No.	Particulars of change		Date of Shareholders Meeting	AGM/EGM
	From	To		
1	The authorized share capital of our Company on incorporation comprised of ₹ 10,00,000/-consisting of 1,00,000 Equity Shares of ₹ 10/- each.		On Incorporation	—
2	₹ 10,00,000/- consisting of 1,00,000 Equity Shares of ₹ 10/- each.	₹ 50,00,000/- consisting of 5,00,000 Equity Shares of ₹ 10/- each.	February 02, 2012	EGM
3	₹ 50,00,000/- consisting of 5,00,000 Equity Shares of ₹ 10/- each	₹ 1,00,00,000/- consisting of 10,00,000 Equity Shares of ₹ 10/- each	March 20, 2012	EGM
4	₹ 1,00,00,000/- consisting of 10,00,000 Equity Shares of ₹ 10/- each	₹ 2,00,00,000/- consisting of 20,00,000 Equity Shares of ₹ 10/- each	March 02, 2015	EGM
5	₹ 2,00,00,000/- consisting of 20,00,000 Equity Shares of ₹ 10/- each	₹ 6,00,00,000/- consisting of 60,00,000 Equity Shares of ₹ 10/- each	August 13, 2024	EGM
6	₹ 6,00,00,000/- consisting of 60,00,000 Equity Shares of ₹ 10/- each	₹ 10,00,00,000/- consisting of 1,00,00,000 Equity Shares of ₹ 10/- each	June 18, 2025	EGM
7	**Sub-division of Equity Share from the face value of ₹ 10/- per Equity Share to face value of ₹ 2/- per Equity Share**		July 25, 2025	EGM
	₹ 10,00,00,000/- consisting of 1,00,00,000 Equity Shares of ₹ 10/- each	₹ 10,00,00,000/- consisting of 5,00,00,000 Equity Shares of ₹ 2/- each		

3. History of Share capital of our Company

(a) Equity Shares capital

The history of the Equity Share capital of our Company is set forth in the table below:

Refer Note No.	Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹) including Premium	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share Capital (₹)
1.	Incorporation	1,00,000	10	10	Other than Cash*	Initial subscription to the Memorandum of Association	1,00,000	10,00,000
2.	March 24, 2012	2,50,000	10	10	Cash	Further Issue (Preferential Allotment)**	3,50,000	35,00,000
3.	March 31, 2012	1,70,000	10	10	Cash	Further Issue (Preferential Allotment)**	5,20,000	52,00,000
4.	May 03, 2012	4,80,000	10	10	Cash	Further Issue (Preferential Allotment)**	10,00,000	1,00,00,000
5.	March 10, 2015	10,00,000	10	10	Cash	Rights Issue	20,00,000	2,00,00,000
6.	September 07, 2024	20,00,000	10	NA	Not Applicable	Bonus Issue	40,00,000	4,00,00,000
7.	September 25, 2024	2,55,319	10	240	Cash	Private Placement	42,55,319	4,25,53,190
8.	January 09, 2025	1,70,207	10	293.76	Cash	Private Placement	44,25,526	4,42,55,260
9.	February 14, 2025	25,000	10	293.76	Cash	Private Placement	44,50,526	4,45,05,260
10.	Pursuant to a resolution of our Board dated July 22, 2025 and shareholders' resolution dated July 25, 2025, 1 (one) equity shares of face value of ₹ 10/- each of our Company were sub-divided into 5 (Five) equity shares of face value of ₹ 2/- each. Consequently, the issued, subscribed and paid up share capital of our Company comprising 44,50,526 equity shares of face value of ₹10/- each was sub-divided into 2,22,52,630 equity shares of face value of ₹ 2/- each.							

** Pursuant to the Conversion of Partnership Firm into Company.*
***Further issue of equity shares by way of preferential allotment in terms of applicable provisions of the Companies Act, 1956.*

Notes to Capital Structure:

(1) Initial subscribers to Memorandum of Association subscribed 1,00,000 equity shares as per the details given below:

Sr. No.	Name of allottees	No. of Equity Shares allotted
1.	Madhusudhan Varma Jetty	95,000
2.	Radhika Varma Jetty	4,500
3.	Sundar Ganesh Mathurbootham	100
4.	M Srinivasulu Naidu	100
5.	Ajit Pandab	100
6.	T Ranjit	100
7.	J Tejeswar	100
	Total	**1,00,000**

(2) Further Issue of 2,50,000 equity shares of face value of ₹10/- each issued at par as per the details given below:

Sr. No.	Name of allottees	No. of Equity Shares allotted
1.	Madhusudhan Varma Jetty	2,50,000
	Total	**2,50,000**

(3) Further Issue of 1,70,000 equity shares of face value of ₹10/- each issued at par as per the details given below:

Sr. No.	Name of allottees	No. of Equity Shares allotted
1.	Madhusudhan Varma Jetty	1,70,000
	Total	**1,70,000**

(4) Further Issue of 4,80,000 equity shares of face value of ₹10/- each issued at par as per the details given below:

Sr. No.	Name of allottees	No. of Equity Shares allotted
1.	Madhusudhan Varma Jetty	4,00,000
2.	Radhika Varma Jetty	80,000
	Total	**4,80,000**

(5) Rights Issue of 10,00,000 equity shares of face value of ₹10/- each issued at par as per the details given below:

Sr. No.	Name of allottees	No. of Equity Shares allotted
1.	Madhusudhan Varma Jetty	7,60,000
2.	Radhika Varma Jetty	2,40,000
	Total	**10,00,000**

(6) Bonus allotment of 20,00,000 equity shares of face value of ₹10/- each by way of bonus issue to the existing shareholders in the ratio of 1 equity share for every 1 equity share held by capitalizing ₹ 2,00,00,000/- out of the free reserves of our Company and pursuant to the approvals received from shareholders of our Company vide resolution dated September 07, 2024. The details of the allotment are as follows:

Sr. No.	Name of allottee	No. of Equity Shares allotted
1.	Madhusudhan Varma Jetty	16,60,000
2.	Radhika Varma Jetty	3,40,000
	Total	**20,00,000**

(7) Private Placement of 2,55,319 equity shares of face value of ₹10/- each issued at premium of ₹ 230/- as per the details given below:

Sr. No.	Name of allottees	No. of Equity Shares allotted
1.	Negen Undiscovered Value Fund	1,57,447
2.	Neil Madan Bahal	48,936
3.	Darshi Shah	2,128
4.	Hitesh Ramesh Rambhia	4,255
5.	Sai Krishna Pathri HUF	34043
6.	Chandra Sekhar Patri	4,255
7.	Shaik Shahin	4,255
	Total	**2,55,319**

(8) Private Placement of 1,70,207 equity shares of face value of ₹10/- each issued at premium of ₹ 283.76 as per the details given below:

Sr. No.	Name of allottee	No. of Equity Shares allotted
1.	Negen Undiscovered Value Fund	1,27,656
2.	Negen Capital Services Private Limited	25,531
3.	Jagvir Singh Fauzdar	8,510
4.	Shailendra Swaroop Bhatnagar	8,510
	Total	**1,70,207**

(9) Private Placement of 25,000 equity shares of face value of ₹10/- each issued at premium of ₹ 283.76 as per the details given below:

Sr. No.	Name of allottee	No. of Equity Shares allotted
1.	CV Vinod Kumar Reddy	25,000
	Total	**25,000**

(b) Preference Share capital

Our Company does not have any preference shares as on the date of filing of this Red Herring Prospectus.

4. Shares issued for consideration other than cash or by way of bonus issue or out of revaluation reserves

Our Company has not issued equity shares out of revaluation reserves since its incorporation. Further, except as disclosed below, our Company has not issued equity shares through bonus issue or for consideration other than cash.

Date of Allotment	Number of shares allotted	Face value per equity share (₹)	Issue Price per equity share (₹)	Reason for Allotment	Benefits Accrued to our Company	Name of the Allottees
Incorporation	1,00,000	10	10	*Initial subscription to the Memorandum of Association	Not Applicable	Refer note 3(a)(1)
September 07, 2024	20,00,000	10	Not Applicable	Bonus Issue	Not Applicable	Refer note 3(a)(6)

** Pursuant to the Conversion of Partnership Firm into Company.*

5. Issue of Equity Shares having superior voting rights

Our Company has not issued any Equity Shares having superior voting rights compared to all other Equity Shares issued, as on the date of this Red Herring Prospectus.

6. Issue of shares under Section 391 to 394 of the Companies Act, 1956 and Sections 230 to 234 of the Companies Act

No Equity Shares have been allotted pursuant to any scheme approved under Section 391-394 of the Companies Act, 1956 or Section 230-240 of the Companies Act, 2013 as on the date of this Red Herring Prospectus.

7. Issue of Equity Shares under employee stock option schemes

Our Company has not offered any Equity Shares under any employee stock option scheme or employee stock purchase scheme.

8. Equity Shares issued in the preceding one year lower than the Offer Price

The Offer Price shall be decided by our Company in consultation with the Book Running Lead Manager. Except as disclosed in "*–Notes to the capital structure – History of Share capital of our Company*" above, our Company has not issued any equity shares which may be lower than the Offer Price during the period of one year preceding the date of this Red Herring Prospectus.

9. All issuances and allotment of Equity Shares by the Company since incorporation have been undertaken in compliance with the Companies Act.

10. Shareholding pattern of our Company

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

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid up Equity Shares held (IV)	Number of partly paid-up Equity Shares held (V)	Number of shares underlying depository receipts (VI)	Total number of shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of voting rights held in each class of securities (IX)				Number of shares underlying outstanding convertible securities (including warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)
								Number of voting rights			Total as a % of (A+B+C)			Number (a)	As a % of total shares held (b)	Number (a)	As a % of total shares held (b)	
								Class e.g.: Equity Shares	Class e.g.: Others	Total								
(A)	Promoters and Promoter Group	4	1,96,92,500	-	-	1,96,92,500	88.50	1,96,92,500	-	1,96,92,500	88.50	-	-		-	-	-	1,96,92,500
(B)	Public	18	25,60,130	-	-	25,60,130	11.50	25,60,130	-	25,60,130	11.50	-	-		-	-	-	25,60,130
(C)	Non Promoter- Non Public															-	-	
(C1)	Shares underlying depository receipts	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
(C2)	Shares held by employee trusts	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
	Total	**22**	**2,22,52,630**	**-**	**-**	**2,22,52,630**	**100.00**	**2,22,52,630**	**-**	**2,22,52,630**	**100.00**	**-**	**-**		**-**	**-**	**-**	**2,22,52,630**

11. Details of equity shareholding of the major Shareholders of our Company

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

S. No.	Name of the Shareholder	Number of Equity Shares of face value of ₹ 2 each held	Pre-Offer
			% of paid-up Equity Share Capital
1.	Madhusudhan Varma Jetty	1,35,15,000	60.73
2.	Radhika Varma Jetty	60,77,500	27.31
3.	Negen Undiscovered Value Fund	14,25,515	6.41
4.	Neil Madan Bahal	2,44,680	1.10
	Total	**2,12,62,695**	**95.55**

b. Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, as on 10 (Ten) days prior to the date of this Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of Equity Shares of face value of ₹ 2 each held	Pre-Offer
			% of paid-up Equity Share Capital
1.	Madhusudhan Varma Jetty	1,35,15,000	60.73
2.	Radhika Varma Jetty	60,77,500	27.31
3.	Negen Undiscovered Value Fund	14,25,515	6.41
4.	Neil Madan Bahal	2,44,680	1.10
	Total	**2,12,62,695**	**95.55**

c. Set forth below is a list of Shareholders holding 1% or more of the paid-up equity share capital of our Company, as on 1 (one) year prior to the date of this Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of Equity Shares of face value of ₹ 10 each held	Pre-Offer
			% of paid-up Equity Share Capital
1.	Madhusudhan Varma Jetty	33,20,000	75.02
2.	Radhika Varma Jetty	6,80,000	15.37
3	Negen Undiscovered Value Fund	2,85,103	6.44
4	Neil Madan Bahal	48,936	1.11
	Total	**43,34,039**	**97.93**

d. Set forth below is a list of Shareholders holding 1% or more of the paid-up equity share Capital of our Company, as on 2 (two) years prior to the date of this Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of Equity Shares of face value of ₹ 10 each held	Pre-Offer
			% of paid-up Equity Share Capital
1.	Madhusudhan Varma Jetty	16,60,000	83
2.	Radhika Varma Jetty	3,40,000	17
	Total	**20,00,000**	**100**

12. History of the Equity Share capital held by our Promoters:

As on the date of this Red Herring Prospectus, our Promoters, i.e., Mr. Madhusudhan Varma Jetty, Mrs. Radhika Varma Jetty, Mr. Jetty Shashank Varma and Mr. Hitesh Varma Jetty hold 1,35,15,000 Equity Shares, 60,77,500 Equity Shares, 50,000 Equity Shares and 50,000 Equity Shares, respectively, representing 60.73%, 27.31%, 0.23% and 0.23% respectively, of the issued, subscribed and paid-up Equity Share capital of our Company. The details regarding our Promoters' shareholding are set forth below:

a. Build-up of Promoters' equity shareholding in our Company:

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

Date of allotment / transfer	Nature of transaction	Number of Equity Shares allotted / transferred	No. of cumulative equity shares	Nature of consideration	Face value per Equity Shares (₹)	Issue price/ transfer price per Equity Shares (₹)	Percentage of the pre- Offer capital (%)	Percentage of fully diluted post-Offer capital (%)^
Mr. Madhusudhan Varma Jetty								
December 09, 2011	Initial subscription to the Memorandum of Association	95,000	95,000	Other than Cash*	10	10	2.13	[●]
March 24, 2012	Allotment of equity shares pursuant to Further Issue	2,50,000	3,45,000	Cash	10	10	5.62	[●]
March 31, 2012	Allotment of equity shares pursuant to Further Issue	1,70,000	5,15,000	Cash	10	10	3.82	[●]
May 03, 2012	Allotment of equity shares pursuant to Further Issue	4,00,000	9,15,000	Cash	10	10	8.99	[●]
March 09, 2013	Transfer to Radhika Varma Jetty	(15,000)	9,00,000	Cash	10	10	(0.34)	[●]
August 02, 2013	Transfer to Sundar Ganesh Mathurbootham	(20,000)	8,80,000	Cash	10	10	(0.45)	[●]
March 10, 2015	Allotment of equity shares pursuant to Rights Issue	7,60,000	16,40,000	Cash	10	10	17.08	[●]
August 30, 2021	Transfer from Sundar Ganesh Mathurbootham	20,000	16,60,000	Cash	10	38	0.45	[●]
September 07, 2024	Allotment of equity shares pursuant to Bonus Issue	16,60,000	33,20,000	Bonus	10	NA	37.30	[●]
March 29, 2025	Transfer to Jetty Shashank Varma	(3,00,000)	30,20,000	Gift	10	NIL	(6.74)	[●]
March 29, 2025	Transfer to Hitesh Varma Jetty	(2,85,000)	27,35,000	Gift	10	NIL	(6.40)	[●]
March 29, 2025	Transfer to M Srinivasulu Naidu	(6,500)	27,28,500	Cash	10	68	(0.15)	[●]
March 29, 2025	Transfer to Vemuganti Srikanth Reddy	(6,500)	27,22,000	Cash	10	68	(0.15)	[●]

March 29, 2025	Transfer to CV Vinod Kumar Reddy	(6,500)	27,15,500	Cash	10	68	(0.15)	[●]
March 29, 2025	Transfer to Azmeera Srinu Naik	(4,500)	27,11,000	Cash	10	68	(0.10)	[●]
March 29, 2025	Transfer to Sudheer Kumar Marumamula	(4,500)	27,06,500	Cash	10	68	(0.10)	[●]
March 29, 2025	Transfer to Ajit Pandab	(3,500)	27,03,000	Cash	10	68	(0.08)	[●]
With effect from July 25, 2025, 27,03,000 equity shares of face value of ₹ 10 each held by Madhusudhan Varma Jetty were split into 1,35,15,000 equity shares of face value of ₹ 2 each								
July 25, 2025	-	-	1,35,15,000	Sub-division of face value of Equity Share	2	-	-	[●]
Total			1,35,15,000				60.73	**[●]**
Mrs. Radhika Varma Jetty								
December 09, 2011	Initial subscription to the Memorandum of Association	4,500	4,500	Other than Cash*	10	10	0.10	[●]
March 22, 2012	Transfer from Sundar Ganesh Mathurbootham	100	4,600	Cash	10	10	Negligible	[●]
March 22, 2012	Transfer from M Srinivasulu Naidu	100	4,700	Cash	10	10	Negligible	[●]
March 22, 2012	Transfer from Ajit Pandab	100	4,800	Cash	10	10	Negligible	[●]
March 22, 2012	Transfer from T Ranjit	100	4,900	Cash	10	10	Negligible	[●]
March 22, 2012	Transfer from J Tejeswar	100	5,000	Cash	10	10	Negligible	[●]
May 03, 2012	Allotment of equity shares pursuant to Further Issue	80,000	85,000	Cash	10	10	1.80	[●]
March 09, 2013	Transfer from Madhusudhan Varma Jetty	15000	1,00,000	Cash	10	10	0.34	[●]
March 10, 2015	Allotment of equity shares pursuant to Right Issue	2,40,000	3,40,000	Cash	10	10	5.39	[●]
September 07, 2024	Allotment of equity shares pursuant to Bonus Issue	3,40,000	6,80,000	Bonus	10	NA	7.64	[●]
With effect from July 25, 2025, 6,80,000 equity shares of face value of ₹ 10 each held by Radhika Varma Jetty were split into 34,00,000 equity shares of face value of ₹ 2 each								
July 25, 2025	-	-	34,00,000	Sub-division	2	-	-	[●]

				of face value of Equity Share				
September 09, 2025	Transfer from Jetty Shashank Varma	14,50,000	48,50,000	Gift	2	Nil	6.52	[●]
	Transfer from Hitesh Varma Jetty	12,27,500	60,77,500	Gift	2	Nil	5.52	[●]
Total			**60,77,500**				27.31	[●]
Mr. Jetty Shashank Varma								
March 29, 2025	Transfer from Madhusudhan Varma Jetty	3,00,000	3,00,000	Gift	10	NA	6.74	[●]
With effect from July 25, 2025, 3,00,000 equity shares of face value of ₹ 10 each held by Jetty Shashank Varma were split into 15,00,000 equity shares of face value of ₹ 2 each.								
July 25, 2025	-	-	15,00,000	Sub-division of face value of Equity Share	2	-	-	[●]
September 09, 2025	Transferred to Radhika Varma Jetty	(14,50,000)	50,000	Gift	2	Nil	(6.52)	[●]
Total			**50,000**				**0.23**	[●]
Mr. Hitesh Varma Jetty								
March 29, 2025	Transfer from Madhusudhan Varma Jetty	2,85,000	2,85,000	Gift	10	NA	6.40	[●]
With effect from July 25, 2025, 2,85,000 equity shares of face value of ₹ 10 each held by Hitesh Varma Jetty were split into 14,25,000 equity shares of face value of ₹ 2 each								
July 25, 2025	-	-	14,25,000	Sub-division of face value of Equity Share	2	-	-	[●]
September 09, 2025	Transferred to Radhika Varma Jetty	(12,27,500)	1,97,500	Gift	2	Nil	(5.52)	[●]
September 09, 2025	Transferred to Sriharsha Vadakattu	(27,500)	1,70,000	Cash	2	15	(0.12)	[●]
September 09, 2025	Transferred to Murali Parthasarathy	(1,20,000)	50,000	Cash	2	15	(0.54)	[●]
Total			**50,000**				**0.23**	[●]

** Pursuant to the Conversion of Partnership Firm into Company*

b. All the Equity Shares held by our Promoters were fully paid-up on the respective dates of allotment of such Equity Shares. As on the date of this Red Herring Prospectus, none of the Equity Shares held by our Promoters are subject to any pledge.

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

d. Shareholding of our Promoters and Promoter Group

The details of shareholding of our Promoters, and the other members of our Promoter Group as on the date of this Red Herring Prospectus are set forth below:

S. No.	Name of the shareholder	Pre-Offer number of Equity Shares held	Percentage of the pre-Offer Equity share capital (%)	Post-Offer number of Equity Shares	Percentage of the post- Offer Equity Share capital (%)
Promoters					
1.	Madhusudhan Varma Jetty	1,35,15,000	60.73	[●]	[●]
2.	Radhika Varma Jetty	60,77,500	27.31	[●]	[●]
3.	Jetty Shashank Varma	50,000	0.23	[●]	[●]
4.	Hitesh Varma Jetty	50,000	0.23	[●]	[●]
Sub-Total (A)		**1,96,92,500**	**88.50**	**[●]**	**[●]**
Members of our Promoter Group (Other than the Promoters)					
1.	Nil*	-	-	-	-
Sub-Total (B)		-	-	-	-
Total (A+B)		**1,96,92,500**	**88.50**	**[●]**	**[●]**

** None of the promoter group of the company hold any equity shares as on date of RHP.*

13. Details of Promoters' Contribution and Lock-in

a. In accordance with Regulation 236 and Regulation 238 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters, shall be locked in for a period of 3 years from the date of allotment in the Offer, or such other period as prescribed under the SEBI ICDR Regulations, as minimum promoters' contribution ("**Promoters' Contribution**"), and pursuant to Regulation 238(b) of the SEBI ICDR Regulations, 2018, the Equity Shares held by our Promoters and promoters' holding in excess of minimum Promoter's' Contribution shall be locked as follows:

i. fifty percent of Promoters' holding in excess of minimum Promoters' contribution shall be locked in for a period of two years from the date of allotment in the initial public offer; and

ii. remaining fifty percent of Promoters' holding in excess of minimum Promoters' contribution shall be locked in for a period of one year from the date of allotment in the initial public offer.

b. The details of the Equity Shares to be locked-in for a period of 3 years, or such other period as prescribed under the SEBI ICDR Regulations are set forth in the table below:

Name of Promoter	Number of Equity Shares locked-in[(1)(2)]	Date of allotment/ transfer	Nature of transaction	Face value per Equity Shares (₹)	Issue/ acquisition price per Equity Shares (₹)	Percentage of pre-Offer paid-up Equity Share capital	Percentage of post-Offer paid-up Equity Share capital*	Date up to which the Equity Shares are subject to lock in
Madhusudhan Varma Jetty	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total	[●]					[●]	[●]	

**Subject to finalisation of the Basis of Allotment.*

(1) For a period of 3 years or such other period as prescribed under the SEBI ICDR Regulations from the date of allotment.

(2) All Equity Shares were fully paid-up at the time of allotment.

Our Promoter has given his respective consent to include such number of Equity Shares held by him as disclosed above, constituting 20% of the fully diluted post-Offer Equity Share capital of our Company as Promoters' Contribution. Our Promoter has agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner the Promoters' Contribution from the date of filing this Red Herring Prospectus, until the expiry of the lock-in

period specified above, or for such other time as required under the SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

c. Our Company undertakes that the Equity Shares that are being locked-in are not and will not be ineligible for computation of Promoters' Contribution in terms of Regulation 237 of the SEBI ICDR Regulations. For details of the build-up of the share capital held by our Promoter, please refer "*History of the Equity Share capital held by our Promoters*" in the section titled *"Capital Structure"* on page 212.

In this connection, we confirm that the Equity Shares considered as Promoters' Contribution:

(i) have not been acquired during the immediately preceding three years from the date of this Red Herring Prospectus for consideration other than cash, involving any revaluation of assets or capitalisation of intangible assets;

(ii) did not result from a bonus issue of Equity Shares during the immediately preceding three years from the date of this Red Herring Prospectus, by utilisation of revaluation reserves or unrealised profits of our Company, or from bonus issue against Equity Shares which are otherwise ineligible for Promoters' Contribution;

(iii) are not acquired or subscribed to during the immediately preceding year from the date of this Red Herring Prospectus at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

(iv) are not subject to any pledge or any other encumbrance;

(v) Our Company was incorporated pursuant to conversion of a partnership firm into a company in the year 2011. No Equity Shares have been issued to our Promoters, during the preceding one year at a price less than the Offer Price, against the funds brought in by them pursuant to such conversion; and

(vi) Equity Shares for which specific written consent has not been obtained from the respective shareholders for inclusion of their subscription in the Promoter's Contribution subject to lock-in.

14. Details of Promoters' Contribution Locked-in for One Year & Two Year:

In terms of Regulation 238(b) of the SEBI ICDR Regulations, in addition to the minimum promoters contribution which is locked in for three years held by the promoters, as specified above, the 50% of pre-issue Equity Shares share capital shall be locked in for a period of one year and remaining 50% of pre-issue Equity Shares share capital shall be locked in for a period of two years from the date of allotment of Equity Shares in this Offer.

15. Details of pre-issue equity shares held by persons other than the promoters locked-in for One Year:

In terms of Regulation 239 of the SEBI ICDR Regulations the entire pre-issue equity share capital held by persons other than the Promoters shall be locked in for a period of one year from the date of allotment of Equity Shares in this Offer.

As required under Regulation 241 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository. Any unsubscribed portion of the Offered Shares would also be locked-in as required under the SEBI ICDR Regulations.

Pursuant to Regulation 242(a) of the SEBI ICDR Regulations, the Equity Shares held by our Promoter, which is locked-in for a period of 3 years from the date of allotment may be pledged as collateral security for loans granted by scheduled commercial banks, public financial institutions, NBFC-SI or housing finance companies, provided that such loans have been granted by such bank or institution for the purpose of financing one or more of the objects of the Offer and pledge of the Equity Shares is a term of sanction of such loans, which is not applicable in the context of this Offer.

Pursuant to Regulation 242(b) of the SEBI ICDR Regulations, the Equity Shares held by our Promoters which is locked-in for a period of 1 year & 2 year from the date of allotment may be pledged as collateral security for loans granted by scheduled commercial banks, public financial institutions, NBFC-SI or housing finance companies, provided that pledge of the Equity Shares is one of the terms of sanction of such loans.

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

In terms of Regulation 239 read with Regulation 243 of the SEBI ICDR Regulations, the Equity Shares held by persons other than the Promoters prior to the Offer and locked-in for a period of 1 year from the date of allotment in the Offer may be transferred to any other person holding the Equity Shares which are locked-in along with the Equity Shares proposed to be transferred, subject to continuation of the lock-in in the hands of transferee for the remaining period and compliance with the SEBI SAST Regulations. Such transferee shall not be eligible to transfer until the expiry of the lock-in period.

In terms of Regulation 243 of the SEBI ICDR Regulations, the Equity Shares held by the Promoters, which is locked-in may be transferred to another promoter or another members of the Promoter Group or to any new promoter or persons in control of our Company, subject to continuation of the lock-in; in the hands of the transferees for the remaining period and in compliance with the SEBI SAST Regulations, as applicable. Such transferees are not eligible to transfer such transferred Equity Shares till the expiry of the lock-in period.

16. Lock-in of the Equity Shares to be Allotted, if any, to the Anchor Investors

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

17. Our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential basis or by way of issue of bonus shares or on a rights basis or by way of further public issue of Equity Shares or otherwise. Provided, however, that the foregoing restrictions do not apply to: (a) the issuance of any Equity Shares pursuant to the Offer.

18. Except for the Allotment of Equity Shares pursuant to the (i) Fresh Issue; there will be no further issuance of specified securities whether by way of public issue, rights issue, preferential issue, qualified institutions placement, bonus issue or in any other manner during the period commencing from the date of filing of this Red Herring Prospectus with SEBI, until the listing of the Equity Shares on the Stock Exchange or the refund of application monies, as the case may be.

19. As on the date of filing of this Red Herring Prospectus, the total number of Shareholders of our Company is 22 Shareholders.

20. Except as disclosed below, our Promoter, any member of our Promoter Group, any of the Directors of our Company and their relatives, have not purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Red Herring Prospectus.

Name	Promoters/Members of the Promoter Group/ Directors/ Relatives of Directors	Sale/Purchase/Allotment	Number of Equity Shares	Face value per equity share (In ₹)	Issue Price per equity share (In ₹)	Date of sale/ purchase/ allotment
Jetty Shashank Varma	Promoter	Sale *(Transfer to Radhika Varma Jetty, Promoter)*	(14,50,000)	2	Nil	09.09.2025
Hitesh Varma Jetty	Promoter	Sale *(Transfer to Radhika Varma Jetty, Promoter)*	(12,27,500)	2	Nil	09.09.2025
		Sale *(Transfer to Murali Parthasarathy)*	(1,20,000)	2	15	09.09.2025

		Sale *(Transfer to Sriharsha Vadakattu)*	(27,500)	2	15	09.09.2025
Radhika Varma Jetty	Promoter	*Gift (Transfer from Jetty Shashank Varma, Promoter)*	14,50,000	2	Nil	09.09.2025
		Gift (Transfer from Hitesh Varma Jetty, Promoter)	12,27,500	2	Nil	09.09.2025
		Gift (Transfer from Hitesh Varma Jetty, Promoter)	12,27,500	2	Nil	09.09.2025

21. Our Company may secure a bridge loan or arrange alternative financial facilities to meet its immediate funding requirements for achieving the intended objects after filing of RHP with the exchange. These short-term financial arrangements will be utilized to ensure the timely execution of necessary activities relating to fulfilment of objects. The repayment of such financing may be made from the Net Proceeds.

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

23. Neither our Company, nor any of our Directors have entered any buy-back arrangements for purchase of Equity Shares from any person. Further, the Book Running Lead Manager have not made any buy-back arrangements for purchase of Equity Shares from any person.

24. There are no partly paid-up Equity Shares as on the date of this Red Herring Prospectus, and all the Equity Shares issued and transferred pursuant to the Offer will be fully paid-up at the time of Allotment.

25. Our Promoters and the members of our Promoter Group shall not participate in the Offer except to the extent of their participation in the Offer for Sale.

26. No person connected with the Offer shall offer or make payment of any incentive, whether direct or indirect, in any manner, whether in cash or kind or otherwise, to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.

27. As on the date of this Red Herring Prospectus, the Lead Manager and its associates (as per definition of the term 'associate' under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The Lead Manager and its affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions or investment management services in respect with our Company for which they may in the future receive customary compensation.

28. The Book Running Lead Manager or Syndicate Members cannot apply in the Offer under the Anchor Investor Portion, except for Mutual Funds sponsored by entities which are associates of the Book Running Lead Manager, or insurance companies promoted by entities which are associates of the Lead Manager or alternate investment funds or a FPI (other than individuals, corporate bodies and family offices) or pension funds sponsored by entities which are associates of the Book Running Lead Manager.

29. There are no outstanding warrants, options, or rights to convert debentures, loans, or other instruments into, or which would entitle any person any option to receive Equity Shares as on the date of this Red Herring Prospectus.

30. Our Company shall ensure that all transactions in the securities of our Company by our Promoters and the Promoter Group between the date of filing of this Red Herring Prospectus and the date of closure of the Offer shall be intimated to the Stock Exchange within 24 hours of such transactions.

31. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

32. None of the investors of the Company is directly or indirectly related to the Book Running Lead Manager or its associates.

33. None of the shareholders as on date of this offer document are directly or indirectly related to the Book Running Lead Manager or their associates.

34. Employee Stock Option Scheme
As on the date of the Red Herring Prospectus, the Company does not have any Employees Stock Option Scheme for employees.

SECTION VII: PARTICULARS OF THE OFFER

OBJECTS OF THE OFFER

The Offer comprises a fresh issue of [●] Equity Shares, aggregating up to ₹ 6,967.58 Lakhs by our Company and an offer for sale of up to 10,89,600 Equity Shares, aggregating up to ₹ [●] Lakhs by the Promoter Selling Shareholder. For details, please refer section titled "*Summary of the Red Herring Prospectus*" and "*The Offer*" on page 28 and 64 respectively.

Offer for Sale

The Promoter Selling Shareholder will be entitled to the proceeds from the sale of the Offered Shares in the Offer for Sale, net of the Offer related expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale will not form part of the Net Proceeds. For details, see "*Estimated Offer Related Expenses"* below in this section.

The details of the Offer for Sale are set out below:

Name of the Promoter Selling Shareholder*	Aggregate amount of Offer for Sale (₹ in Lakhs)	Number of Equity Shares offered in the Offer for Sale	Date of consent letter
Mr. Madhusudhan Varma Jetty	Up to [●]	Up to 10,89,600	August 19, 2025

**The Promoter Selling shareholder has confirmed and authorized his participation in the Offer for Sale in relation to the Offered Shares. The shareholder confirms that the Offered Shared have been held by him for a period of at least one year prior to the filing of this Red Herring Prospectus with SEBI in accordance with Regulation 8 of the SEBI ICDR Regulations.*

Fresh Issue

The net proceeds of the Fresh Issue, *i.e.*, gross proceeds of the Fresh Issue less our Company's share of the Offer related expenses ("**Net Proceeds**"), are proposed to be utilized in the following manner:

1. Capital expenditure towards setting up of Proposed New Facility;
2. Pre-payment/ re-payment, in part or full, of certain outstanding borrowings availed by our Company; and
3. General Corporate Purpose

*(collectively, the "**Objects**").*

In addition to the above Objects, we expect to receive the benefits of listing of the Equity Shares on BSE Limited (SME Platform), which include enhancement of our Company's visibility and brand image and creation of a public market for our Equity Shares in India, among others.

The main objects and objects incidental and ancillary to the main objects clause, as set out in our Memorandum of Association (MoA), enables us to undertake the existing business activities and the activities for which funds are being raised by us through the Offer. Further, we confirm that the activities which we have been carrying out till date are in accordance with the object clause of our MoA.

The details of the Net Proceeds of the Fresh Issue are set out below:

(₹ in Lakhs)

Particulars	Estimated Amount
Gross Proceeds from the Fresh Issue [(1)]	Up to 6,967.58
(Less) Offer related expenses in relation to the Fresh Issue [(2)]	[●]
Net Proceeds [(3)]	[●]

[(1)] Subject to finalisation of basis of allotment.
[(2)] &[(3)] To be determined upon finalization of the Offer Price and updated in the Prospectus prior to filing with the RoC.

Utilization of Net Proceeds

The Net Proceeds are proposed to be utilized by our Company as follows:

(₹ in Lakhs)

Sl. No.	Particulars	Total estimated Amount
1	Capital expenditure towards setting up of Proposed New Facility	5,173.78
2	Pre-payment/ re-payment, in part or full, of certain outstanding borrowings availed by our Company	800.00
3	General Corporate Purposes[(1)]	[●]
	Total Net Proceeds	[●]

[(1)] To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilized for General Corporate Purposes will not exceed 15% of the Gross Proceeds from the Issue or ₹ 1,000.00 lakhs, whichever is lower

Proposed schedule of implementation and deployment of Net Proceeds

We propose to deploy the Net Proceeds towards the Objects in accordance with the estimated schedule of implementation and deployment of funds as set out in the table below:

(₹ in Lakhs)

Particulars	Total estimated Amount[(1)] (A)	Amount deployed from Internal Accruals & Borrowings (B) [(3)]	Estimated Utilization from Net Proceeds (A-B)	Estimated schedule of deployment of Net Proceeds in		
				Fiscal 2026	Fiscal 2027	Fiscal 2028
Capital expenditure towards setting up of Proposed New Facility [(2)]	6,370.02	1,196.24	5,173.78	504.46	4,142.39	526.93
Pre-payment/ re-payment, in part or full, of certain outstanding borrowings availed by our Company	800.00	-	800.00	800.00	-	-
General Corporate Purpose[(4)]	[●]	-	[●]	[●]	[●]	[●]
Net Proceeds*	[●]	[●]	[●]	[●]	[●]	[●]

[(1)] Applicable taxes, to the extent required, have been included in the estimated cost.

[(2)] Total estimated cost is based on the Capital Expenditure Report dated January 09, 2026 issued by Mr. V Srirama, an Independent Chartered Engineer.

[(3)] As certified by M/s. B Srinivasa Rao & Co., Statutory Auditors of our Company pursuant to their certificate dated January 12,, 2026.

[(4)] To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilized for General Corporate Purposes will not exceed will not exceed 15% of the Gross Proceeds from the Issue or ₹1,000.00 lakhs, whichever is lower

We intend to deploy the Net Proceeds of the Fresh Issue towards the Objects as disclosed in the table above, in accordance with the business requirements of our Company. However, the actual deployment of funds will depend on several factors, including but not limited to the timing of completion of the Offer, prevailing market conditions, our Board's assessment of economic trends, business priorities, the competitive environment, and other general factors affecting our financial performance and condition.

Accordingly, the timing and manner of deployment of the Net Proceeds may vary and, subject to applicable laws, the deployment period may be revised, reduced, or extended at the discretion of our management. If the estimated utilization in a particular Fiscal is not fully achieved, including for the reasons mentioned above, the unutilized amount will be deployed in subsequent Fiscal(s). Conversely, our Company may, if required, deploy the Net Proceeds earmarked for future Fiscals in an earlier Fiscal, in accordance with applicable laws.

Any material variation in the use of Net Proceeds from that disclosed in this Red Herring Prospectus shall be subject to compliance with applicable laws, see "*Risk Factors — There can be no assurance that the Objects of the Offer will be achieved within the time frame anticipated or at all, or that the deployment of the Net Proceeds in the manner intended by us will result in any increase in the value of your investment* on page 38

The fund requirements and proposed deployment of the Net Proceeds are based on our current business plan approved by our Board of Directors pursuant to their resolution dated December 31, 2025, and are derived from internal management estimates, considering current market conditions, commercial and technical factors such as interest rates, supplier quotations, financing arrangements, and other relevant assumptions. These estimates are further supported by the project report titled *"Capital Expenditure Report"* dated January 09, 2026, issued by Mr. V Srirama, an Independent Chartered Engineer (the "**Project Report**").

The proposed deployment of Net Proceeds is subject to revision based on changes in cost structures, inflationary pressures, taxation, foreign exchange fluctuations, supplier pricing, technological developments, or changes in our financial or operational strategy. Consequently, our Company may reschedule or reallocate the deployment of Net Proceeds across different Objects of the Issue, including advancing or delaying certain expenditures or increasing or decreasing allocations, at the discretion of the management and in accordance with applicable law.

Further, the specific number and type of equipment, plant and machinery to be procured, as well as the scope of civil construction and related infrastructure development, may evolve depending on our operational priorities and market requirements. For further details, see "*Risk Factors— There can be no assurance that the Objects of the Offer will be achieved within the time frame anticipated or at all, or that the deployment of the Net Proceeds in the manner intended by us will result in any increase in the value of your investment* on page 38.

Subject to applicable laws, if the actual utilization of funds allocated for any of the Objects set out above exceeds the estimated deployment, the additional funding requirement will be met through alternative sources available to us at that time, including internal accruals and / or external borrowings. We believe that such alternatives will be available to address any shortfall in a timely manner.

Further, if the actual utilization towards any of the stated Objects is lower than the estimated amount, the surplus funds may be deployed towards future growth opportunities, and/or any other purpose in line with our business strategy, including general corporate purposes, subject to applicable laws. It is clarified that the total amount to be utilized towards general corporate purposes shall not exceed 15% of the Gross Proceeds or ₹1,000.00 lakhs, whichever is lower in compliance with the SEBI ICDR Regulations and as detailed under "*Details of the Objects—General Corporate Purposes*" of this section of this Red Herring Prospectus. The estimated schedule of deployment of the Net Proceeds is indicative in nature and is based on management's current estimates. Our management shall have the discretion to revise the actual deployment across various Fiscals, subject to business requirements and compliance with applicable laws.

For further information on factors that may affect our internal management estimates, see "*Risk Factors—There can be no assurance that the Objects of the Offer will be achieved within the time frame anticipated or at all, or that the deployment of the Net Proceeds in the manner intended by us will result in any increase in the value of your investment* on page 38.

Means of Finance

The funds required for the Objects set out above are proposed to be met from a combination of the Net Proceeds of the Issue, and internal accruals. Accordingly, we confirm that there is no requirement to make firm arrangements of finance under Regulation 230(2) of the SEBI ICDR Regulations. In the event of any shortfall in the funds required for setting up the Proposed New Facility, such shortfall will be met through internal accruals, borrowings from banks/financial institutions/NBFCs (including Term Loan already sanctioned by Indian Bank), unsecured loans, and/or amounts allocated towards general corporate purposes.

Details of the Objects

Our Board at its meeting held on December 31, 2025 approved the proposed objects of the Offer and the respective amounts proposed to be funded from the Net Proceeds for each Object.

1. **Capital expenditure towards setting up a Proposed New Facility:**

Our Company is engaged in the design, development, manufacturing, assembly, integration, and support of test systems, system software, and embedded signal processing solutions. Our offerings are organized into the following three business segments: (i) Test Systems, which include Automated Test Equipment, Checkout Systems, and Radar/EW Simulators; (ii) Application Software, comprising data acquisition platforms and IP cores; and (iii) Services, which include system

integration, upgrades, and lifecycle support. The current facility is at #102, 1st Floor, DSL Abacus Tech Park, Beside DSL Virtue Mall, Uppal, Hyderabad, Telangana – 500039.

Our Company proposes to set up the Proposed New Facility with a total built-up area of approximately 6,050 sq. mts. The Proposed New Facility will cater to our existing products and services and, in addition, will include an environmental test facility for electronic sub-systems. The additional infrastructure is expected to enhance operational capabilities, increase throughput, reduce dependence on outsourcing, and provide scalability to meet the growing requirements of defence and aerospace customers. It will also enable consolidation and expansion of critical operations, improve turnaround time, and strengthen control over quality and delivery timelines. The project is aligned with our long-term strategy of vertical integration and will support innovation, customisation, and lifecycle management of complex electronic systems.

Benefit of Capex:

- Expand production and testing capacity to meet growing demand for existing products and services.
- Establish an in-house environmental test facility for electronic sub-systems, reducing outsourcing and improving quality control.
- Improve operational efficiency, turnaround time, and scalability for defence and aerospace customers.
- Support innovation, customisation, and lifecycle management of complex electronic systems.
- Align with the Company's long-term strategy of vertical integration and business growth.

The total estimated cost for setting up the Proposed New Facility is ₹6,370.02 lakhs, of which ₹5,173.78 lakhs is proposed to be funded from the Net Proceeds of the Issue. This estimate has been prepared by our management and approved by our Board of Directors at its meeting held on December 31, 2025, and is based on agreement, quotations and work orders received from third-party suppliers and service providers. These agreement, quotations and work orders have been certified in a Capital Expenditure Report dated January 09, 2026 issued by Mr. V Srirama, an Independent Chartered Engineer.

The estimated spends towards the setting up the Proposed New Facility is as follows:

(₹ in Lakhs)

Sr. No.	Particulars	Total Estimated Cost[1] (A)	Amount Deployed from internal accruals and borrowings[2] (B)	Amount to be financed from Net Proceeds (A-B)	Estimated Net Proceeds Utilization		
					Fiscal 2026	Fiscal 2027	Fiscal 2028
A.	Land	1,057.72	1,057.72	-	-	-	-
B.	Development & Construction	3,042.87	138.52	2,904.35	504.46	2,099.90	299.99
C.	Equipment, Plant and Machinery	2,269.43	-	2,269.43	-	2,042.49	226.94
	Total	**6,370.02**	**1,196.24**	**5,173.78**	**504.46**	**4,142.39**	**526.93**

[1] Total estimated cost is based on the Capital Expenditure Report dated January 09, 2026 issued by Mr. V Srirama, an Independent Chartered Engineer.
[2] As certified by M/s. B Srinivasa Rao & Co., Statutory Auditors of our Company pursuant to their certificate dated January 12, 2026.

A. Land

The Company intends to establish the Proposed New Facility for its existing products and services, together with the addition of an environmental test facility for electronic sub-systems. For this purpose, the Company has executed an agreement of sale dated September 3, 2025with the Telangana Industrial Infrastructure Corporation Limited (TGIIC) for allotment of 8,336.82 sq. meters at TGIIC Hardware Park Phase II, Rangareddy District, Hyderabad. The said agreement of sale was registered on September 9, 2025.

The break-up of the cost of land is given below:

Particulars	Plot Size (sq. mts.)	Rate per sq.mts. (₹)	Total Cost (₹ in Lakhs)	Amount paid till date (₹ in Lakhs)*
	(A)	(B)	(C=A*B)	
Base Consideration	8,336.82	12,000	1,000.42	1,000.42
Processing Fees #	-	-	1.77	1.77
Registration and Stamp Duty	-	-	55.53	55.53
		TOTAL	**1,057.72**	**1,057.72**

**The cost of land was funded through internal accruals and term loan from Indian Bank.*
 # includes 18% GST

B. Construction of Building

The aforesaid land will be utilized for constructing the Proposed New Facility with an approximate build-up area of 6,050 sq. mts. which is within the permissible regulatory limits. The total amount that the Company proposes to invest in the construction of building is ₹3,042.87 lakhs, out of which ₹2,904.35 lakhs is intended to be funded from the Net Proceeds.

Summary of Works

Sr. No.	Particulars	Contractor / Service Provider	Quotation / Work Order Date	Validity (Months)	Total Amount* (₹ in Lakhs)
a.	Land Development	JLC Infra	21.08.25	Not Applicable*	186.45
b.	Civil Work	JLC Infra	21.08.25	6	691.42
c.	Interior Finishes & Façade	JLC Infra	21.08.25	6	662.18
d.	Landscape	JLC Infra	21.08.25	6	132.94
e.	Electrical	JLC Infra	21.08.25	6	301.01
f.	Variable Refrigerant Volume Flow System (VRVF)	JLC Infra	21.08.25	6	134.82
g.	Plumbing	JLC Infra	21.08.25	6	52.91
h.	Furniture	JLC Infra	21.08.25	6	154.53
i.	Network	JLC Infra	21.08.25	6	38.04
j.	Fire Protection and Fire Alarm	JLC Infra	21.08.25	6	66.90
k.	Pre-Operative Expenses	JLC Infra	21.08.25	6	125.00
		Form Studio	25.08.25	Not Applicable*	32.50
Total					**2,578.70**
GST @ 18%**					**464.17**
Total including GST					**3,042.87**

**Work orders has already executed and hence validity is not relevant*
*** A contract for the construction, fabrication, completion, erection, installation, fitting out, improvement, modification, repair, maintenance, renovation, alteration, or commissioning of any immovable property in which the transfer of property in goods (whether as goods or in another form) is involved in the execution of such contract is referred to as a "works contract". As per Section 17(5) Clause (c) of the CGST Act, 2017, it is categorised as ineligible ITC and hence cannot claim input on the same. The same will be capitalised along with the basic cost and claim depreciation on the total value.*

Role of JLC Infra:
JLC Infra has been finalised as the General Contractor and, is responsible for executing the project on the ground and for making applications for approvals with various government authorities in relation to the development and construction of the Proposed New Facility.

Role of Form Studio:
Form Studio has been appointed as the Architect and is responsible for preparing the design and drawings, approving samples and shop drawings, periodic site inspections, and overseeing execution through a site supervisor to ensure

compliance with the contract documents and specifications, and for issuing the Certificate of Virtual Completion of works.

Break-down of Works:

Amounts stated in the tables below represent base values exclusive of GST for presentation purposes only. Applicable GST shall be charged over and above these amounts.

a) Land Development

Sr. No.	Particulars	Amount (₹ in Lakhs)
1	Land Development	186.45
Total		**186.45**

b) Civil Work

Sr. No.	Particulars	Amount (₹ in Lakhs)
1	Earth Work Excavation	81.17
2	Plain & Reinforced Cement Concrete Works	216.72
5	Formwork – Foundations, Columns & Beams, Stairs, Slabs	99.21
6	Steel Reinforcement	217.69
7	Block Work	27.74
8	Plastering Work	48.89
Total		**691.42**

c) Interior Finishes & Façade

Sr. No.	Particulars	Amount (₹ in Lakhs)
1	Painting	26.68
2	Flooring	181.90
3	Skirting	11.58
4	Dadoing	30.60
5	Cladding	10.97
6	Ceiling	162.12
7	Railing	19.83
8	Toilet Cubicles	4.70
9	Joinery	19.54
10	Glass Partitions	57.94
11	Structural Glazing	46.32
12	Lifts	90.00
Total		**662.18**

d) Landscape

Sr. No.	Particulars	Amount (₹ in Lakhs)
1	Hardscape	77.35
2	Softscape	28.59
3	Lighting	13.50
4	Irrigation	13.50
Total		**132.94**

e) Electrical

Sr. No.	Particulars	Amount (₹ in Lakhs)
1	Internal Electrical Works	82.45
2	External Electrical Works	177.85
3	DG Set with AMF panels	40.71
Total		**301.01**

f) Variable Refrigerant Volume Flow System (VRVF)

Sr. No.	Particulars	Amount (₹ in Lakhs)
1	VRV Outdoor Units	88.71
2	VRV Indoor Units	32.16
3	Supply, installation, testing and commissioning of Hiwall units	4.62
4	Supply, installation, testing & commissioning of Standalone System controller with Display for controlling the indoor & outdoor units from a Remote place for all the circuits.	4.80
5	Supply, installation, testing & commissioning & Multi kits for Indoor and outdoor units	4.53
Total		**134.82**

g) Plumbing

Sr. No.	Particulars	Amount (₹ in Lakhs)
1	Sanitary Fixtures	9.08
2	Sewage System	3.76
3	Water Supply System	4.87
4	Rain Water System	5.20
5	Waste/Sewage Treatment Plant	30.00
Total		**52.91**

h) Furniture

Sr. No.	Particulars	Amount (₹ in Lakhs)
1	Chairs	56.08
2	Sofas	13.56
3	Storage Units	8.27
4	Tables	16.78
5	Work Stations	59.84
Total		**154.53**

i) Network

Sr. No.	Particulars	Amount (₹ in Lakhs)
1	Horizontal Cabling, Sockets & Panels	7.10
2	Copper Patch Cords	1.19
3	Network Racks	1.26
4	Vertical cabling - Floor to Floor Cabling	0.51
5	Fiber Patch Cords	0.12
6	WiFi Horizontal cabling & Copper Patch Cords	1.95

7	Firewall	9.46
8	Core & Edge Switches	8.92
9	Modules, WiFi Access Points, WiFi Controllers & Licenses	7.53
Total		**38.04**

j) Fire Protection and Fire Alarm

Sr. No.	Particulars	Area/ Unit	Rate (₹)	Amount (₹ in Lakhs)
A.	**Fire Protection System**			
A1	Fire Hydrant System (Wet Riser System)	1 System	34,75,487	34.76
A2	Fire Sprinkler System	1 System	18,25,096	18.25
Sub Total (A)				**53.01**
B.	**Fire Alarm & Detection System**			
B1	Fire Alarm System (Panel + Devices)	1 System	12,94,209	12.94
B2	Fire Extinguishers	21 Nos	Varied	0.95
Sub Total (B)				**13.89**
Total (A+B)				**66.90**

k) Pre-Operative Expenses

Sr. No.	Particulars	Amount (₹ in Lakhs)
1	Consultants Fee (JLC Infra)	75.00
2	Government Approvals (JLC Infra)	50.00
3.	Architect Fees (Form Studio)	32.50
Total		**157.50**

C. Equipment, Plant and Machinery:

The total amount proposed to be invested by our Company towards procurement of equipment, plant, and machinery is ₹2,269.43 lakhs, which is proposed to be entirely funded from the Net Proceeds of the Issue.

The details of equipment, plant, and machinery that the Company intends to procure as part of this project is given below:

Sr. No.	Item	Currency	Cost Per Unit as Per Quotation (Lakhs)	Cost Per Unit (₹) (Lakhs)[1]	Qty	Cost (₹) (Lakhs)	Taxes (₹) (Lakhs) [2][3]	Total Cost (₹) (Lakhs)	Quotation Details		
									Suppliers / Distributors of Overseas Suppliers	Quotation Date	Validity
				(A)	(B)	(C)=A*B	(D)	(E)=C+D			
1	Altitude Chamber [EA950-70H-5K]	INR	58.30	58.30	2	116.60	20.99	137.59	Envisys Technologies Private Limited	03-01-2026	31-03-2026
2	Industrial Chiller For Altitude Chamber [EA950-70H-5K ETC-15TR]	INR	7.81	7.81	2	15.62	2.81	18.43	Envisys Technologies Private Limited	03-01-2026	31-03-2026
3	Environmental Test Chamber [ET950-70H-15K]	INR	42.63	42.63	3	127.88	23.02	150.89	Envisys Technologies Private Limited	03-01-2026	31-03-2026
4	Industrial Chiller For Environmental Chamber [ET950-70H-15K]	INR	7.81	7.81	3	23.43	4.22	27.65	Envisys Technologies Private Limited	03-01-2026	31-03-2026
5	Thermal Shock Chamber [ETS300-75T]	INR	34.10	34.10	1	34.10	6.14	40.24	Envisys Technologies Private Limited	03-01-2026	31-03-2026
6	Industrial Chiller For Thermal Shock Chamber [ETS300-75T ETC-10TR]	INR	5.83	5.83	1	5.83	1.05	6.88	Envisys Technologies Private Limited	03-01-2026	31-03-2026
7	Salt Spray Chamber [Model: TSSC-1000]	INR	23.30	23.30	1	23.30	4.19	27.49	Tarang Kinetics (P) Ltd	03-01-2026	30-06-2026
8	Sand & Dust Test Chamber [Model: TSDTC-1000]	INR	22.40	22.40	1	22.40	4.03	26.43	Tarang Kinetics (P) Ltd	03-01-2026	30-06-2026
9	Rain Test Chamber [Model: TSDTC-1000]	INR	24.20	24.20	1	24.20	4.36	28.56	Tarang Kinetics (P) Ltd	03-01-2026	30-06-2026
10	Bump Test Machine [Model- TBTM – 1005]	INR	26.00	26.00	1	26.00	4.68	30.68	Tarang Kinetics (P) Ltd	03-01-2026	30-06-2026
11	Vibration Test Shaker (3500 Kgf)	INR	71.00	71.00	1	71.00	12.78	83.78	Tarang Kinetics (P) Ltd	03-01-2026	30-06-2026

12	Acceleration Test Machine [Model- TCAM – 1000]	INR	67.50	67.50	1	67.50	12.15	79.65	Tarang Kinetics (P) Ltd	03-01-2026	30-06-2026
13	Shock Test Machine	INR	62.00	62.00	1	62.00	11.16	73.16	Tarang Kinetics (P) Ltd	03-01-2026	30-06-2026
14	Soldering Station - JBC	INR	0.35	0.35	6	2.10	0.38	2.48	Hibex India Private Limited	30-12-2025	30-06-2026
15	Rework Station - JBC	INR	1.50	1.50	5	7.50	1.35	8.85	Hibex India Private Limited	30-12-2025	30-06-2026
16	Digital Microscope – EOC	INR	2.50	2.50	6	15.00	2.70	17.70	Hibex India Private Limited	30-12-2025	30-06-2026
17	Magnifier	INR	0.10	0.10	10	1.00	0.18	1.18	Hibex India Private Limited	30-12-2025	30-06-2026
18	Keysight N9010B - 526 EXA Signal Analyzer, Multi-touch Frequency range, 10 Hz to 26.5 GHz	INR	49.27	49.27	1	49.27	8.87	58.14	Synergy Measurement Technologies Pvt. Ltd.	05-01-2026	30-06-2026
19	Keysight N9010B-P26 Preamplifier, 26.5 GHz	INR	9.13	9.13	1	9.13	1.64	10.77	Synergy Measurement Technologies Pvt. Ltd.	05-01-2026	30-06-2026
20	Keysight N9067EM0E Pulse Analysis Measurement Application 12 months, Node-locked KeysightCare software support subscription	INR	21.89	21.89	1	21.89	3.94	25.83	Synergy Measurement Technologies Pvt. Ltd.	05-01-2026	30-06-2026
21	Keysight N9068EM0E Phase Noise Measurement Application 12 months, Node-locked KeysightCare software support subscription	INR	9.14	9.14	1	9.14	1.65	10.79	Synergy Measurement Technologies Pvt. Ltd.	05-01-2026	30-06-2026

22	Keysight N9063EM0E Analog Demodulation Measurement Application 12 months, Node-locked KeysightCare software support subscription	INR	6.46	6.46	1	6.46	1.16	7.63	Synergy Measurement Technologies Pvt. Ltd.	05-01-2026	30-06-2026
23	Keysight N9069EM0E Noise Figure Measurement Application 12 months, Node-locked KeysightCare softwaresupport subscription	INR	14.87	14.87	1	14.87	2.68	17.55	Synergy Measurement Technologies Pvt. Ltd.	05-01-2026	30-06-2026
24	Keysight 346C 10 MHz to 26.5 GHz 346 Series Noise Source nominal ENR 15dB	INR	5.02	5.02	1	5.02	0.90	5.93	Synergy Measurement Technologies Pvt. Ltd.	05-01-2026	30-06-2026
25	Automatic Laser Marking Model - CO2 Laser Make - HAN's China	USD	0.36	32.45	1	32.45	9.24	41.69	Hibex India Private Limited *	30-12-2025	30-06-2026
26	Dry Cabinet Model - X2B-1200 Make - Dr-Storage Taiwan	USD	0.06	5.41	1	5.41	1.54	6.95	Hibex India Private Limited *	30-12-2025	30-06-2026
27	Dry Cabinet Model - X2B-600 Make - Dr-Storage Taiwan	USD	0.05	4.51	1	4.51	1.28	5.79	Hibex India Private Limited *	30-12-2025	30-06-2026
28	SMD CHIP Counter Model - GAM12n Make - Genetic Taiwan	USD	0.03	2.70	1	2.70	0.77	3.47	Hibex India Private Limited *	30-12-2025	30-06-2026
29	Solderpaste Mixer Model - GAM 60 Make - Genetic Taiwan	USD	0.03	2.70	1	2.70	0.77	3.47	Hibex India Private Limited *	30-12-2025	30-06-2026

30	Curing Oven Model - ICURE4 Make - ANDA USA	USD	0.19	16.68	1	16.68	4.75	21.42	Hibex India Private Limited *	30-12-2025	30-06-2026
31	Automatic Solder Paste printer [GPX-CII]	USD	0.70	62.74	1	62.74	17.86	80.59	N.M. Tronics (India) Pvt. Ltd.*	03-01-2026	30-06-2026
32	Pick & Place Machine twin robot machine [AIMEXIII - 2R x 1]	USD	2.49	224.72	1	224.72	63.97	288.69	N.M. Tronics (India) Pvt. Ltd.*	03-01-2026	30-06-2026
33	Reflow Oven [1936 MK7-external chiller]	USD	1.04	93.47	1	93.47	26.61	120.08	N.M. Tronics (India) Pvt. Ltd.*	03-01-2026	30-06-2026
34	Automatic Magazine Loader [CYB-1A101XLON]	USD	0.10	9.01	1	9.01	2.57	11.58	N.M. Tronics (India) Pvt. Ltd.*	03-01-2026	30-06-2026
35	1M Link Conveyor [CYA-1B100XLON]	USD	0.04	3.52	2	7.03	2.00	9.03	N.M. Tronics (India) Pvt. Ltd.*	03-01-2026	30-06-2026
36	1M Reject Conveyor [CYD-1B100XLON]	USD	0.08	6.76	2	13.52	3.85	17.37	N.M. Tronics (India) Pvt. Ltd.*	03-01-2026	30-06-2026
37	1M Inspection Conveyor [CYA-1A100XLON]	USD	0.04	3.88	1	3.88	1.10	4.98	N.M. Tronics (India) Pvt. Ltd.*	03-01-2026	30-06-2026
38	Cooling Buffer [CYC-1A100XLON]	USD	0.15	13.52	1	13.52	3.85	17.37	N.M. Tronics (India) Pvt. Ltd.*	03-01-2026	30-06-2026
39	Automatic Magazine Unloader [CYB-2B101XLON]	USD	0.11	9.78	1	9.78	2.78	12.56	N.M. Tronics (India) Pvt. Ltd.*	03-01-2026	30-06-2026
40	ESD Magazine Rack [B0111]	USD	0.00	0.14	10	1.35	0.38	1.74	N.M. Tronics (India) Pvt. Ltd.*	03-01-2026	30-06-2026
41	3D Solder Paste Inspection [MS-11 -15MP] wia CoaExpress	USD	0.85	76.62	1	76.62	21.81	98.43	Accurex Solutions (P) Ltd.*	03-06-2025	30-06-2026

42	3D AOI - Model : MV6-OMNI ; 15MP camera, 10micron lens	USD	1.20	108.16	1	108.16	30.79	138.95	Accurex Solutions (P) Ltd.*	03-06-2025	30-06-2026
43	Nordson Dage Quadra3 Pro X-ray System	USD	1.80	162.25	1	162.25	46.18	208.43	Accurex Solutions (P) Ltd.*	10-06-2025	30-06-2026
44	Fully automatic conformal coating machine [Base MYC50] with configuration	USD	0.70	63.10	1	63.10	17.96	81.06	Accurex Solutions (P) Ltd.*	10-06-2025	30-06-2026
45	Area Array Rework [TF2800, 230V] [8007-0583]	USD	0.63	56.79	1	56.79	16.16	72.95	Accurex Solutions (P) Ltd.*	10-06-2025	30-06-2026
46	BGA/SMD Rework Station - Nozzles	USD	0.00	0.43	1	0.43	0.12	0.56	Accurex Solutions (P) Ltd.*	10-06-2025	30-06-2026
47	BGA/SMD Rework Station - Stencils	USD	0.00	0.14	1	0.14	0.04	0.19	Accurex Solutions (P) Ltd.*	10-06-2025	30-06-2026
48	BGA Training Kit	USD	0.01	1.17	1	1.17	0.33	1.51	Accurex Solutions (P) Ltd.*	10-06-2025	30-06-2026
49	PREHEATER ASSY 230V A06	USD	0.01	0.57	1	0.57	0.16	0.73	Accurex Solutions (P) Ltd.*	10-06-2025	30-06-2026
50	K Type Thermo Couple	USD	0.00	0.16	1	0.16	0.05	0.21	Accurex Solutions (P) Ltd.*	10-06-2025	30-06-2026
51	MICRO NOZZLE KIT A12 [6993-0244-P1]	USD	0.01	0.57	2	1.14	0.32	1.46	Accurex Solutions (P) Ltd.*	10-06-2025	30-06-2026
52	PCB Depanelling machine [AUO 3000E]	USD	0.36	32.45	1	32.45	9.24	41.69	iNETest Technologies India Pvt. Ltd.*	02-01-2026	180 Days
53	PCBA Cleaning machine - Compaclean III	EUR	0.58	60.90	1	60.90	17.33	78.23	iNETest Technologies India Pvt. Ltd.*	02-01-2026	180 Days

TOTAL	**1,828.58**	**440.84**	**2,269.43**	

(1) Forex rate used for conversion is 1 USD = INR 90.1372 and 1 EUR = 104.992. This is as on 09.01.2026 and is sourced from www.xe.com

(2) Includes Basic Customs Duty of 7.5%, Agriculture Infrastructure Development Cess of 7.5%, Social Welfare Surcharge of 10% and IGST of 18%. This is proposed to be funded from the Net Proceeds of the Offer. In the event of any shortfall in the funds required for setting up the Proposed New Facility, such shortfall will be met through internal accruals, borrowings from banks/financial institutions/NBFCs (including Term Loan already sanctioned by Indian Bank), unsecured loans, and/or amounts allocated towards general corporate purposes.

(3) The Company has clarified that availing GST input tax credit (ITC) on capital assets, particularly high-value equipment and machinery, would result in the accumulation of unutilised credits in the Electronic Credit Ledger, as the Company's monthly GST output liability is largely met through GST-TDS credits received from Government customers and input tax credits arising from regular operating expenses. Consequently, claiming ITC on such capital assets would not yield an immediate set-off benefit and would instead lead to blockage of working capital. To optimise cash flows and avoid the creation of idle ITC balances, the Company has adopted to capitalise Equipment, Plant and Machinery inclusive of GST, and availing depreciation on the GST component over the useful life of the asset, in accordance with applicable laws.

**Distributors of Overseas Suppliers*

Except as explicitly mentioned above, we have not entered into definitive agreements with any of these suppliers and there can be no assurance that the same suppliers would be engaged to eventually supply the equipment or at the same costs. The quantity of equipment to be purchased is based on the present estimates of our management. All quotations received from the suppliers mentioned above are valid as on the date of this Red Herring Prospectus. If we engage someone other than the identified third-party supplier from whom we have obtained quotations or if the quotations obtained expire, such suppliers estimates and actual costs for the plant and machinery may differ from the current estimates. For further details, see "*Risk Factors –We intend to utilize a portion of the Net proceeds for setting up the Proposed New Facility at Plot No. 6/2, TGIIC Hardware Park Phase II, Rangareddy District, Hyderabad 500005 - ("**Proposed New Facility**"). We are yet to place orders for the plant, machinery and equipment and apply for requisite government approvals for the Proposed New Facility. If we are unable to commission our Proposed New Facility without time and cost overruns or unable to adhere to the schedule of implementation, it may adversely affect our business, results of operations and financial conditions*." on Page 38.

Our Promoters, Directors, Key Management Personnel or Group Entities have no interest in the proposed works, as stated above.

None of the Promoters, Promoter Group, Director (s), Key Managerial Personnel or Senior Managerial Personnel have any interest or are related to vendor for Objects of the Issue in any capacity.

Schedule of implementation

The expected schedule of implementation for setting up the Proposed New Facility[(1)] is given below:

Sr No.	Particulars	Estimated date of commencement	Estimated date of completion
1.	Procurement of the Land	Jan 2025	Sep 2025
2.	Land Development	Sep 2025	Jan 2026
3.	Building(s) Construction	Jan 2026	May 2027
4.	Placing of Orders for the Plants / Machineries / Equipment	Dec 2026	Feb 2027
5.	Receipt of the Plants / Machineries / Equipment	Apr 2027	May 2027
6.	Installation of Plants / Machineries / Equipment	Jun 2027	Jul 2027
7.	Power Connection	Jun 2027	Jul 2027
8.	Commissioning of the Plant / Machineries / Equipment / Furniture / Office Equipment	Jul 2027	Aug 2027
9.	Staff Appointments & Onboarding	Aug 2027	Sep 2027
10.	Trial Run of the Project	Oct 2027	Nov 2027
11.	Commercial Production	Dec 2027	

[(1)] Based on the Capital Expenditure Report dated January 09, 2026, prepared by Mr. V Srirama, Independent Chartered Engineer.

Government approvals

The Company has commenced the setting up of the Proposed New Facility and Land Development is currently underway. The Company has also obtained the necessary licenses / approvals from government authorities for Proposed New Facility at this stage as per current schedule of implementation. The material approvals that have been obtained, applied and to be applied at a later stage will be required in connection with setting up the Proposed New Facility along with their current status include the following is given below[(1)]

Sr. No.	Name of Government Approvals	Approving Authority	Stage at which approvals are required	Status
1.	Permission from Ground Water Department to dig bore well	Ground Water Department, Telangana	Applied	Approval received
2.	Building Plan Approval	Industrial Area Local Authority (IALA) / Telangana Industrial Infrastructure Corporation Limited (TGIIC)	Applied	Approval received

3.	Factory plan approval	Department of Factories, Telangana	Applied	Approval received
4.	Consent for Establishment (CFE)	Telangana State Industrial department	Applied	Approval received
5.	Environmental Clearance	Telangana State Pollution Control Board	Applied	Approval received
6.	Height Clearance	Airports Authority of India	Applied	Pending for Approval
7.	Temporary power connection	Southern Power Distribution Company of Telangana Limited	Will be applied on receipt of CFE	Yet to apply
8.	Power Connection & Power Release	Southern Power Distribution Company of Telangana, Hyderabad	Power connection will be applied after construction of Factory building & Power Release will be applied with CEIG certificate	Yet to apply
9.	Electrical approvals- CEIG	Department of Electrical Inspectorate, Government of Telangana	Will be applied after completing one-month operations with regular power connection	Yet to apply
10.	Factories License	Director of Factories, Hyderabad	License needs to be applied for close to completion of building	Yet to apply
11.	Occupancy Certificate	Industrial Area Local Authority (IALA) / Telangana Industrial Infrastructure Corporation Limited (TGIIC)	Will be applied after construction of Factory building & development of common areas as per approved plan	Yet to apply
12.	Property Tax Assessment	Commercial Taxes Department, Government of Telangana	Will be applied before trails runs/operations	Yet to apply
13.	Consent for Operation (CFO)*	Telangana State Industrial department	Will be applied post completion of building	Yet to apply

[(1)]Based on the Capital Expenditure Report dated January 09, 2026, prepared by Mr. V Srirama, Independent Chartered Engineer.
**Addition of address of Proposed New Facility in the existing Udyam Registration Certificate (Registration No. UDYAM-TS-02- 0008778) & GST Certificate (Registration No. 36AAECD0732B1ZB) prior to filing for Consent for Operation.*

Our Company will undertake the relevant steps to apply to the authorities for the relevant approvals in accordance with applicable law. All such approvals shall be procured as and when they are required in accordance with applicable law.

For details on certain approvals obtained by our Company, including in relation to the existing facility, see "*Government and Other Approvals*" on page 311

2. Pre-payment/ re-payment, in part or full, of certain outstanding borrowings availed by our Company:

Our Company proposes to utilise ₹ 800.00 lakhs towards funding prepayment or repayment of all or a portion of certain outstanding borrowings.

Our Company has entered into financing arrangements with various banks and financial institutions for its operations in the ordinary course of its business. For details of our outstanding borrowings, see "*Financial Indebtedness*" on page 298. Our Company proposes to utilise an estimated amount of ₹ 800.00 lakhs from the Net Proceeds towards pre-payment or scheduled repayment of all or a portion of certain outstanding loans and credit facilities availed by our Company. Pursuant to the terms of the borrowing arrangements, prepayment of certain indebtedness may attract prepayment charges as prescribed by the respective lender. Such prepayment charges, as applicable, will also be funded out of the internal accruals. We believe that the pre-payment or scheduled repayment will help reduce our existing borrowings, assist us in maintaining a favourable debt-equity ratio and enable utilisation of our internal accruals for further investment in business growth and expansion.

The selection of borrowings proposed to be prepaid or repaid or redeemed amongst our borrowing arrangements will be based on various factors, including (i) maturity profile and the remaining tenor of the loans, (ii) cost of the borrowing, including applicable interest rates, (iii) any conditions attached to the borrowings, restricting our ability to prepay/ repay the borrowings and time taken to fulfil, or obtain waivers for fulfilment of such conditions, or relating to the terms of repayment, (iv) levy of any prepayment penalties and the quantum thereof, (v) provisions of any laws, rules and regulations governing such borrowings, and (vi) other commercial considerations including, among others, the amount of the loans outstanding.

The following table provides details of loans and facilities availed by our Company that we wish to consider for pre-payment or repayment, in part or full up to an amount aggregating to ₹ 800.00 lakhs from the Net Proceeds:

Category of borrowing	Name of the Lender	Date of Sanction Letter / Agreement	Sanctioned Amount (₹ in Lakhs) as on 31.08.2025	Outstanding amount (₹ in Lakhs) as on 15.12.2025	Rate of Interest p.a.	Tenure	Repayment Terms	Collateral / Asset Charged	Purpose for which the loan was sanctioned*
Cash Credit Facility	Axis Bank	30.05.2025	1,500.00	733.02	REPO + 2.75%	On demand	On demand	1. Hypothecation of entire current assets both present and future on exclusive basis 2. Hypothecation of entire movable fixed assets both present and future. 3. EM of Plot no.234,235&236 in "Sark Green Plains" at Sy.No.3/part, 4/part, 5/part, 6/part & 7/part situated at Almasguda (V), Mankhal (GP), Maheshwaram mandal, RR district standing in the name of M/s. Digilogic Systems Pvt. Ltd. 4. EM of Office unit at 101/E, "DSL Abacus", Sy.No.581,581/1,581/2,582 & 583 situated at Uppal Kalsa village, Uppal Mandal, Medchal -	Cash Credit - To meet working capital requirements

								Malkajgiri District in the name of M/s. Digilogic Systems Pvt. Ltd. 5. EM of Commercial office space at 102, "DSL Abacus" Sy.No.581, 581/1, 581/2, 582 & 583 situated at Uppal Kalsa village, Uppal Mandal, Medchal - Malkajgiri District in the name of M/s. Digilogic Systems Pvt. Ltd.	
Term loan	India n Bank	19.06.20 25	2788.00	806.20	REPO + 3.40%	120 months	Prinicipal to be repaid in 87 equal monthly installment s of Rs.32,04,5 98/-each commennc ing from 34th month of first disburseme nt after completion of holiday period of 33 months from the date of first disburseme nt Interest to service as and when debited throughout the door to door tenure inccluding holiday period.	1. Equitable Mortagage of Factory Land situated at plot no :6/2 at TSIIC hardware Park phase-II in Sy nos1/1 admeasuring 8336.82 Sq.mts as per provisional allotment letter (Lr no TGIIC/52261/TSICC HARDWARE PARK PH-II/2025) issued by TGIIC dated 24.04.2025 at Kancha Imarat village,Maheswaram mandal & Sy:99/1,Mamidipally(villag e),ranga reddy district,Telangana. 2. Equitable Mortgage (EM) of Immovable property situated at flat no.404, “The Legend” in premises no.1-11-252/19/A, 1-11-252/19/19, Mothilal Nagar, Begumpet, Hyderabad in the joint name of Mr. J Madhusudhan Varma and Mrs. J Radhika Varma 3. EM of Residential plot no.320 in Sy.No.246 situated at Bahadurpally village, Quthubullapur mandal in the name of Mr. J Madhusudhan Varma 4. EM of Residential plot no.298 & 299 in Sy.No.212/12 of No.22 in Gajalakshmi Green City at Daminedu Village, Tirupati Rural mandal, Chittoor District in the name of Mr. J Madhusudhan Varma 5. EM of Residential plot no.75 & 76 in Sy.No.2/1,3,4/1,4/2,5,6,&7 situated at Icon's Isle at Papaiah Kumudan revenue village, Jalpally Gram Panchayat, Sarror nagar mandal, Rangareddy district	Setting up the Proposed New Facility.

								in the name of Mr. J Madhusudhan Varma 6. EM of Residential flat no.803 in D block of "Necklace Pride" in Sy.No.33 to 39, 85/1, Kavadiguda, Secunderabad in the joint name of Mr. J Madhusudhan Varma and Mrs. J Radhika Varma 7. EM of Plot no.394 in Sy.No.318, 318EE situated at Nandigama Revenue village, Rangapoor Village & GP, Kothur Mandal, Mahabubnagar district admeasuring 269 Sq. ft. in the name of Mr. J Madhusudhan Varma. 8. Exclusive charge on commercial office space bearing no.1001 in "DSL Abacus" in SY.No.581, 581/1, 581/2, 582 & 583 situated at Uppal Kalsa Village, Uppal Mandal, Medchal-Malkajgiri District owned by Jetty Radhika Varma & Jetty Madhusudhan Varma.	
Home Loan (Term Loan)	Axis Bank	05.01.2024	210.00	151.10	REPO + 2.5%	180 Equated monthly installments	To be repaid in 180 Equated monthly installments of Rs.2,12,996/- along with 3 months Pre EMI	Mortgage of the property proposed to be purchased out of loan proceeds	Purchase of Under Construction Residential property for Guest House
Emergency Credi0t Line (ECLGS)	Axis Bank	08.11.2021	84.00	25.67	REPO + 2.75%	35 monthly installments	Interest to be served monthly as and when charged. Principal to be repaid from 3rd year to 5th year in 35 monthly installments of Rs.2,33,334/- each	Second charge on all the securities given for cash credit facility	To meet liquidity mismatch arising out of Covid-19 under ECLGS 1.0 Extension scheme
Total			**4,582.00**	**1,715.99**					

**All the loans taken by our Company have been utilized for the purpose for which they were availed.*
Our Statutory Auditors, M/s. B Srinivasa Rao & Co., Chartered Accountants, have confirmed that the above borrowing has been utilised for the purpose of which they are availed pursuant to their certificate dated January 12, 2026.

There has been no instance of delays, defaults and rescheduling/restructuring of the aforementioned borrowings of our Company. In addition to the borrowings identified above, we may, from time to time, enter into further financing arrangements and draw down funds under such arrangements. In the event that any of the identified loans (excluding interest thereon) are pre-paid, re-paid or refinanced prior to the completion of the Offer, we may utilise the Net Proceeds of the Issue towards the pre-payment and/or repayment of such additional and/or refinanced indebtedness, subject to compliance with applicable laws.

General Corporate Purposes

We propose to deploy the balance Net Proceeds aggregating to ₹ [●] Lakhs towards general corporate purposes, subject to such utilisation not exceeding 15% of the Gross Proceeds or ₹ 1,000 lakhs whichever is lower from the Fresh Issue, in compliance with SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilise Net Proceeds include, without limitation, funding growth opportunities, business development initiatives, design and development, acquiring fixed assets, meeting any expense including salaries and wages, rent, administration, insurance, repairs and maintenance, taxes and duties, expenses incurred in the ordinary course of business and towards any exigencies or any other purpose, as may be approved by the Board or a duly constituted committee thereof, subject to compliance with applicable law, including provisions of the Companies Act.

The quantum of utilisation of funds towards each of the above purposes will be determined by our Board, based on the amount available under this head and our business requirements, from time to time. Our management, in accordance with the policies of our Board, shall have flexibility in utilising surplus amounts, if any.

We confirm that any Issue related expenses shall not be considered as a part of General Corporate Purpose. Further in case, our actual issue expenses turn to be lesser than the estimated Issue expenses of ₹ [●] lakhs, such surplus amount shall be utilized for General Corporate Purpose in such a manner that the amount for general corporate purposes, as mentioned in the Red Herring Prospectus, shall not exceed 15% of the Gross Proceeds raised by our Company through this Issue or ₹ 1,000 Lakhs whichever is lower.

Details of Deployment of Funds and sources of funds

The funds deployed till January 12, 2026 towards the object of this Offer and its sources is given below. This is certified by M/s. B Srinivasa Rao & Co., Statutory Auditors of our Company pursuant to their certificate dated January 12, 2026.

Sr. No.	Deployment of Funds	Amount * *(₹ in Lakhs)*
1	Capital expenditure towards setting up the Proposed New Facility	
a	Land	1,057.72
b	Development & Construction	138.52
2	Offer related expenses	98.42
	Total	**1,294.66**

**inclusive of GST, wherever applicable*

Sr. No.	Sources of Funds	Amount * *(₹ in Lakhs)*
1	Secured Loans	806.20
2	Internal Accruals	488.46
Total		**1,294.66**

Estimated Offer Related Expenses:

Except for (i) listing fees and expenses for any corporate advertisements consistent with past practice of our Company (not including expenses relating to marketing and advertisements undertaken in connection with the Offer), which shall be borne

solely by our Company; and (ii) the applicable tax payable on transfer of Offered Shares which shall be borne by the Promoter Selling Shareholder, our Company and the Promoter Selling Shareholder shall share the costs and expenses (including all applicable taxes) directly attributable to the Offer (including fees and expenses of the BRLM, legal counsel and other intermediaries, advertising and marketing expenses, printing, underwriting, in proportion to the number of Equity Shares issued and Allotted by our Company through the Fresh Issue and sold by the Promoter Selling Shareholder through the Offer for Sale. Our Company will be reimbursed by the Promoter Selling Shareholder for such costs and expenses upon successful completion of the Offer. Such payments, expenses and taxes, to be borne by the Promoter Selling Shareholder will be deducted from the proceeds from the sale of Offered Shares, in accordance with applicable laws. It is clarified that in the event that the Offer is withdrawn or not completed for any reason, all the costs and expenses (including all applicable taxes) in connection with the Offer shall be borne in proportion to the number of Equity Shares proposed to be issued and Allotted by our Company through the Fresh Issue and proposed to be sold by the Promoter Selling Shareholder through the Offer for Sale, in accordance with, and subject to applicable law.

Except for amounts payable to the BRLM by the Promoter Selling Shareholder (in proportion to the number of Equity Shares transferred) which shall be payable directly from the Public Offer Account in the manner set out in the Cash Escrow and Sponsor Bank Agreement, all such payments shall be made first by the Company, and only upon successful consummation of the transfer of the Offered Shares in the Offer, any payments by the Company in relation to the Offer expenses on behalf of the Promoter Selling Shareholder shall be reimbursed by the Promoter Selling Shareholder to the Company inclusive of taxes.
The total expenses for this Offer are estimated not to exceed ₹ [●] Lakhs which is [●]% of Offer Size. The details of Offer expenses are tabulated below:

(₹ in Lakhs)

Particulars	Estimated Amount	% of Total Offer Expenses	% of Total Offer size
Fees payable to the BRLM including underwriting commission	[●]	[●]	[●]
Fees payable to Registrar to the Offer	[●]	[●]	[●]
Fees payable to Legal Counsel	[●]	[●]	[●]
Fees payable to Market Maker	[●]	[●]	[●]
Fees payable to Monitoring Agency	[●]	[●]	[●]
Fees payable to Regulators including stock exchange and depositories	[●]	[●]	[●]
Fees payable to other parties, including but not limited to Statutory Auditors, Practicing Company Secretary, Independent Chartered Accountant, industry expert, the Independent Chartered Engineer and the concurrent auditor	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Payment for Printing and stationery, postages etc.	[●]	[●]	[●]
Selling Commission and processing fees for SCSBs, Sponsor Banks and Bankers to the Offer [(1)(2)] brokerage, underwriting and selling commission and bidding Charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs[(3)(4)(5)(6)]	[●]	[●]	[●]
Miscellaneous	[●]	[●]	[●]
Total estimated Offer Expenses	**[●]**	**[●]**	**[●]**

Note: Amounts will be finalized and incorporated in the Prospectus on determination of Offer Price. Offer expenses include applicable taxes, where applicable. Offer expenses are estimates and are subject to change.

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

*Portion for Individual Bidders**	*0.20% of the Amount Allotted (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*0.10% of the Amount Allotted (plus applicable taxes)*

**Amount allotted is the product of the number of Equity Shares Allotted and the Offer Price. The selling commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of BSE.*

Selling commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the bid book of BSE. No additional processing fees shall be payable to the SCSBs on the applications directly procured by them.

The total selling commission payable to SCSBs will be subject to a maximum cap of ₹0.50 lakh (plus applicable taxes). In case the total uploading charges/processing fees payable exceeds ₹0.50 lakh, then the amount payable to Members of the Syndicate, RTAs, CDPs, Registered Brokers would be proportionately distributed based on the number of valid applications such that the total uploading charges / processing fees payable does not exceed ₹0.50 lakh.

(2) No uploading/ processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them. Processing fees payable to the SCSBs on the portion for Individual Bidders and Non-Institutional Bidders (excluding UPI Bids) which are procured by the members of the Syndicate / sub-Syndicate / Registered Broker / CRTAs / CDPs and submitted to SCSB for blocking, would be as follows:

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

** Processing fees payable to the SCSBs on the ASBA Form for Non-Institutional Bidder and Qualified Institutional Bidders with bids above ₹ 5.00 Lakh would be ₹10 plus applicable taxes, per valid application*

Notwithstanding anything contained above the total processing fee payable under this clause will not exceed ₹ 0.5 lakh (plus applicable taxes) and in case if the total processing fees exceeds ₹ 0.5 lakh (plus applicable taxes) then processing fees will be paid on pro-rata basis.

(3) Selling commission on the portion for Individual Bidders and Non-Institutional Bidders which are procured by members of the Syndicate Members, Registered Brokers, CRTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the Registered Brokers would be as follows:

*Portion for Individual Bidders**	*0.20% of the Amount Allotted (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*0.10% of the Amount Allotted (plus applicable taxes)*

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

(4) The Selling Commission payable to the brokers will be determined (i) for Individual Bidders and Non-Institutional Bidders (up to ₹ 5.00 Lakh), based on the application form number / series, provided that the application is also bid by the respective Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the selling commission will be payable to the SCSB and not the Syndicate / Sub-Syndicate Member,' and (ii) for Non-Institutional Bidders (above ₹ 5.0 Lakh), Syndicate ASBA Form bearing SM Code & Sub-Syndicate Code of the application form submitted to SCSBs for Blocking of the Fund and uploading on the Exchanges platform by SCSBs. For clarification, if a Syndicate ASBA application on the application form number, is bid by an SCSB, the Selling Commission will be payable to the Syndicate / Sub-Syndicate Member and not the SCSB.

(5) Bidding charges payable to Registered Brokers on the applications made using 3-in-1 accounts, would be ₹10.00 plus applicable taxes, per valid application bid by the Broker. Bidding charges payable to SCSBs on the QIB Portion and Non-Institutional Bidders (excluding UPI Bids) which are procured by the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSBs for blocking and uploading would be ₹10.00 per valid application (plus applicable taxes). Bidding charges payable on the application made using 3-in-1 accounts will be subject to a maximum cap of ₹ 0.50 lakh (plus applicable taxes). The selling commission and bidding charges payable to Registered Brokers, the RTAs and CDPs will be determined based on the bidding terminal id as captured in the Bid Book of BSE

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

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

Bidding charges / processing fees for applications made by UPI Bidders would be as under

Payable to members of the Syndicate (including their sub-Syndicate Members)/ RTAs / CDPs	*₹10 per valid application (plus applicable taxes)*

Payable to Sponsor Bank	*₹ 6.50 per valid application (plus applicable taxes).The Sponsor Banks shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, agreements and other Applicable Laws*

(6) *The total uploading charges / processing fees payable to Members of the Syndicate, RTAs, CDPs, Registered Brokers as listed under (2) will be subject to a maximum cap of ₹0.50 lakh (plus applicable taxes). In case the total uploading charges/processing fees payable exceeds ₹0.50 lakh, then the amount payable to Members of the Syndicate, RTAs, CDPs, Registered Brokers would be proportionately distributed based on the number of valid applications such that the total uploading charges / processing fees payable does not exceed ₹1.00 lakh.*

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Escrow and Sponsor Banks Agreement. The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/570 dated June 02, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/l/M dated March 16, 2021.

The terminal from which the application has been uploaded will be taken into account to determine the total processing fees payable to the relevant registered broker and other intermediaries.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI ICDR Master Circular and such payment of processing fees to the SCSBs shall be made in compliance with SEBI ICDR Master Circular and the SEBI RTA Master Circular (as applicable to RTAs).

Interim Use of Net Proceeds

Our Company, in accordance with Companies Act and other applicable laws, policies established by our Board from time to time and to attain the Objects set out above, will have flexibility to deploy the Net Proceeds. Pending utilization of the Net Proceeds for the purposes described in this section, our Company may only invest the Net Proceeds in deposits in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as may be approved by our Board. In accordance with Section 27 of the Companies Act, our Company confirms that, other than as specified in this section for the purposes of the Objects, it shall not use the Net Proceeds for buying, trading or otherwise dealing in equity securities or any equity linked securities.

Shortfall of Funds

Any shortfall in meeting the fund requirements, including for setting up the Proposed New Facility, shall be met through internal accruals, borrowings from financial institutions or NBFCs (including Term Loan already sanctioned by Indian Bank), unsecured loans, and/or from amounts allocated towards general corporate purposes

Bridge Financing Facilities

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

Appraising entity

Pursuant to an evaluation of a proposal submitted by the Company, Indian Bank has sanctioned term loan totalling to ₹ 4,000 lakhs for setting up the Proposed New Facility.

Monitoring of Utilisation of Funds

In accordance with Regulation 262 of the SEBI ICDR Regulations and amendments thereto, our Company has appointed Brickwork Ratings India Private Limited as the Monitoring Agency for monitoring the utilisation of Fresh Issue, as the proposed Fresh Issue exceeds ₹ 5,000 Lakhs. Our Audit Committee and the Monitoring Agency will monitor the utilisation of the Fresh Issue Proceeds and the Monitoring Agency shall submit the report required under Regulation 262(2) of the SEBI ICDR Regulations and amendments thereto, on a quarterly basis, till at least ninety five per cent of the proceeds of the issue, excluding proceeds raised for general corporate purposes, have been utilised by our Company in full in the format specified in Schedule XI of SEBI ICDR Regulations.

In accordance with Regulation 262(3) and (4) of the SEBI ICDR Regulations read with SEBI (ICDR) (Amendments) Regulations, 2025, the board of directors and the management of the issuer shall provide their comments on the findings of the monitoring agency as specified in Schedule XI as per SEBI ICDR Regulations. Our Company will, within 45 days from the end of each quarter, publicly disseminate the report of the monitoring agency by uploading the same on its website as well as submitting the same to the BSE.

Variations in Objects

In accordance with Section 13(8) and 27 of the Companies Act, 2013, our Company shall not vary the objects of the Offer without our Company being authorized to do so by the Equity Shareholders by way of a special resolution. In addition, the notice issued to the Equity Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules there under. As per the current provisions of the Companies Act, our Promoters or controlling Equity Shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

Other Confirmations

No second hand or used machinery is proposed to be purchased out of the Net Proceeds.

There are no material existing or anticipated transactions with our Promoters, our Directors, our Company's Key Managerial Personnel and Group Companies, in relation to the utilization of the Net Proceeds. No part of the proceeds of the Offer will be paid by us to the Promoter and Promoter Group, Group Companies, the Directors, associates or Key Management Personnel, except in the normal course of business and in compliance with applicable law.

BASIS FOR OFFER PRICE

Investors should read the following summary with the section titled "***Risk Factors***", the details about our Company under the section titled "**Our Business**" and its financial statements under the section titled "**Financial Information**" beginning on page 38, 178 and 251 respectively of the Red Herring Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.

The Offer Price shall be determined by our Company in consultation with the Book Running Lead Manager on the basis of the assessment of market demand for the Equity Shares through the Book Building Process. Furthermore, the Price Band has been determined by our Company in consultation with the Book Running Lead Manager on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares is ₹ 2/- each and the Floor Price is 49.00 times of the face value at the lower end of the Price Band and Cap Price is 52.00 times of the face value at the upper end of the Price Band.

Qualitative Factors:

Some of the qualitative factors and our strengths which form the basis for the Offer Price are:

- Experience in delivering Defence and Aerospace Systems
- Strong industry relationships and International collaborations
- End-to-end solution capabilities
- Reusable engineering platforms for efficient delivery
- Professional and experienced leadership team with technical and industry expertise

For further details, see "*Risk Factors*" and "*Our Business*" on pages 38 and 178, respectively.

Quantitative Factors:

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

1. Basic and Diluted Earnings per share (EPS), as adjusted for changes in capital (Post Bonus & Share Split)

Period	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
Year ended March 31, 2025	3.89	3.89	3
Year ended March 31, 2024	1.20	1.20	2
Year ended March 31, 2023	1.09	1.09	1
Weighted Average	**2.53**	**2.53**	
For the half year ended September 30, 2025*	**0.72**	**0.72**	

**Not annualised.*

Notes:

a) The figures disclosed above are based on the Restated Financial Statements of the Company

b) The face value of each Equity share is ₹2/-

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

d) Basic Earnings Per Share = Restated Net Profit after tax / Weighted average number of equity shares outstanding during the year.

e) Diluted Earnings Per Share = Restated Net Profit after tax / Weighted average number of diluted potential equity shares outstanding during the year

f) Basic and Diluted EPS calculations are in accordance with Accounting Standard 20 "Earnings per Share", notified under section 133 of Companies Act, 2013 read together along with paragraph 7 of Companies (Accounting) Rules, 2014.

2. Price/ Earning (P/E) Ratio in relation to the Price Band of ₹ 98.00 to ₹ 104.00 per equity share:

Particulars	(P/E) Ratio at the lower end of the Floor Price (no. of times)*	(P/E) Ratio at the higher end of the Price Band (no. of times)*
Based on Basic or Diluted EPS as per the Restated Financial Statements for the year ended March 31, 2025	25.19	26.74
Based on Weighted Average Basic and Diluted EPS	38.79	41.16

Industry Peer Group P/E ratio

Particulars	P/E Ratio)*
Highest	132.45
Lowest	40.31
Average	86.38

**P/E ratio for the peer group has been computed based on the closing market price of equity shares on BSE Limited as on January 09, 2026, divided by the diluted EPS for financial year ended March 31, 2025.*

3. Average Return on Net Worth (RoNW)

For Year/Period Ended	RoNW	Weight
March 31, 2025	34.57	3
March 31, 2024	19.53	2
March 31, 2023	21.75	1
Weighted Average	**27.42**	
For the half year ended September 30, 2025*	**4.71**	

**Not annualised.*

Notes:

a) RoNW has been computed by dividing restated net profit after tax with the average restated Net worth of beginning and the end of the year

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

4. Net Asset Value (NAV) per Equity Share

Particulars	NAV (₹)
As on September 30, 2025	15.76
Year Ended March 31, 2025	15.04
Year Ended March 31, 2024	13.48
Year Ended March 31, 2023	11.08
NAV per Equity Share at Floor Price of ₹ 98/- (refer Note c)	34.79
NAV per Equity Share at Cap Price of ₹ 104/- (refer Note c)	36.18
NAV at Offer Price*	[●]
Offer Price per share*	[●]

**To be updated at the Prospectus stage*

Notes:

a) NAV per equity share =Restated Net worth at the end of the year / Number of Equity shares outstanding at the end of the year adjusted for the Share Split.

b) Net worth is computed as the sum of the aggregate of paid-up Equity share capital, all reserves created out of the profits, securities premium account received in respect of equity shares.

c) As certified by M/s. B Srinivasa Rao & Co., Chartered Accountants, the Statutory Auditor of our Company pursuant to their certificate dated January 12, 2026.

5. Comparison of Accounting Ratio with Industry Peers:

Name of the Company	Current Market Price (₹)	Face Value (₹)	Basic EPS (₹)	P/E (x) times	RoNW (%)	Net Asset Value per share (₹)
Digilogic Systems Limited	[●]	2.00	3.89	[●]	34.57	15.04
Peer Group						
DCX Systems Limited	187.25	2.00	3.49	53.65	3.14	103.64
Zen Technologies Limited	1,292.65	1.00	32.07	40.31	27.85	187.09
Data Patterns (India) Limited	2,650.85	2.00	39.62	66.91	15.66	269.37
Apollo Micro System Limited	246.35	1.00	1.86	132.45	10.02	19.85
Ananth Technologies Private Limited	N/A	N/A	N/A	N/A	N/A	N/A

Notes:

a) The figures for our company are as certified by M/s. B Srinivasa Rao & Co., Chartered Accountants, Statutory Auditor of our Company pursuant to their certificate dated January 12, 2026.

b) The figures for the Peer Group are based on / computed based on the Financial Information present in the Annual report for the year ended March 31, 2025

c) Current Market Price (CMP) is the closing price as on January 09, 2026 and is sourced from www.bseindia.com. For our company, CMP = Offer Price

d) P/E Ratio has been computed based on the CMP as divided by the Basic EPS as on March 31, 2025

e) RoNW has been computed by dividing restated net profit after tax with the average restated Net worth of beginning and the end of the year / period

f) The Offer Price determined by our Company in consultation with the BRLM is justified by our Company in consultation with the BRLM on the basis of the above parameters.

g) The face value of our equity shares is ₹2/- per share and the Offer Price is of ₹ [●] per share is [●] times of the face value

h) Listed peers are as identified by us on the basis of similar industry / sector as our Company, however the peers may not be comparable with size of our Company. The peers provide a wide range of products / services in addition to bushings.

6. Key Performance Indicators (KPIs)

a) The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, help us in analysing the growth in comparison to our peers. The KPIs disclosed below have been approved, by a resolution of our Audit Committee dated, December 31, 2025 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 Red Herring Prospectus. Further, the KPIs herein have been *certified by M/s. B Srinivasa Rao & Co., Chartered Accountants, the Statutory Auditor of our Company pursuant to their certificate dated December 31, 2025* 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.

S. No.	Key Performance Indicator	For the half year ended September 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
1.	Revenue from Operations (₹ In lakhs)	1,817.73	7,205.98	5,155.93	5,596.23
2.	Year-to-Year growth in Revenue from Operations (in %)	NA	39.76%	(7.87%)	39.39%
3.	EBITDA (₹ In lakhs)	334.26	1,339.96	544.45	527.65
4.	EBITDA %	18.39%	18.60%	10.56%	9.43%
5.	PAT (₹ In lakhs)	161.26	811.35	239.96	217.51
6.	PAT %	8.87%	11.26%	4.65%	3.89%
7.	ROE %	4.71%	34.57%	19.53%	21.76%
8.	ROCE %	4.71%	34.27%	19.10%	20.68%
9.	Return on Networth %	4.71%	34.57%	19.53%	21.76%
10.	Debt to Equity (in times)	0.63	0.40	0.60	0.98
11.	Interest Coverage Ratio (in times)	6.59	12.00	3.80	3.93
12.	Net Working Capital (Days)	212	113	34	26

Notes:

1. *Revenue from Operations = This amount is Revenue from Operations as appearing in the Restated Financial Statements*
2. *Year-to-Year growth in Revenue from operations (%) = (Revenue from operations of relevant period - Revenue from operations of preceding period) / Revenue from operations of preceding period*
3. *EBITDA = Profit Before Tax + Interest Expense on borrowings + Depreciation & Amortisation cost – Other Income*
4. *EBITDA % = EBITDA / Revenue from Operations*
5. *Profit After Tax Means Profit for the period/year as appearing in the Restated Financial Statements*
6. *PAT (%) = Profit After Tax / Revenue from Operations*
7. *Return on Equity (ROE %) = Net Profit After Tax / Average Shareholder's Funds*
8. *Return on Capital Employed (ROCE %) = Earnings Before Interest and Taxes / Average Capital Employed*
   Where Capital Employed = Tangible Net worth + Long Term Borrowings + Short Term Borrowings-Deferred Tax Liability
9. *Return on Networth (%) = Net Profit After Tax / Average Networth*
   where Networth = Paidup share capital + Securities premium + Surplus in Profit & Loss
10. *Debt to Equity (in times) = Total Debt / Shareholders Funds*
    where Total Debt = Long Term borrowings + Short Term borrowings
11. *Interest Coverage Ratio (times) = Earnings Before Interest and Taxes / Interest Expense on Borrowings*
    Where Earnings Before Interest and Taxes = Profit before tax + Interest expense on borrowings (excluding interest capitalised) - Other income
12. *Net working capital (Days) = (Current Assets – Current Liabilities) *No. Of Days in the period/year/ Revenue from Operations*
13. *Year-to-Year growth in Revenue from Operations cannot be certified for the six months stub period.*

7. **Set forth below are the details of comparison of key performance of indicators with our listed individual peers**

For the period ended September 30, 2025

(*in ₹ lakhs except % and ratios*)

Particulars	Digilogic Systems Limited*	DCX Systems Limited	Zen Technologies Limited	Data Patterns (India) Limited	Apollo Micro System Limited	Ananth Technologies Private Limited
Revenue from Operations [(1)]	1,817.73	41,502	33,179	40,679	35,885	N/A
Y-o-Y Growth in Revenue from Ops. (%)	N/A	N/A	N/A	N/A	N/A	N/A
EBITDA[(2)]	334.26	1,479	17,409	11,599	9,579	N/A
EBITDA % [(3)]	18.39%	3.35%	45.95%	27.40%	26.53%	N/A
PAT[(4)]	161.26	(498)	11,498	7,469	4,771	N/A
PAT %[(5)]	8.87%	(1.13%)	30.35%	17.65%	13.22%	N/A
Return on Net Worth (%)	4.71%	(0.35%)	6.43%	4.90%	5.66%	N/A
ROCE (%)	4.71%	0.48%	8.96%	6.78%	6.48%	N/A
Debt-Equity Ratio (times)	0.63	0.29	0.04	0.03	0.34	N/A
Net Working Capital (Days)	212	N/A	N/A	N/A	N/A	N/A
Interest Coverage Ratio (times)	6.59	4.21	29.95	18.91	3.78	N/A

Fiscal 2025

(*in ₹ lakhs except % and ratios*)

Particulars	Digilogic Systems Limited*	DCX Systems Limited	Zen Technologies Limited	Data Patterns (India) Limited	Apollo Micro System Limited	Ananth Technologies Private Limited
Revenue from Operations [(1)]	7,205.98	1,08,367.00	97,364.00	70,835.00	56,207.00	N/A
Y-o-Y Growth in Revenue from Ops. (%)	39.76%	(76.56%)	12.87%	36.27%	(32.32%)	N/A
EBITDA[(2)]	1,339.96	8,464.00	43,190.00	32,134.00	13,210.00	N/A
EBITDA % [(3)]	18.60%	7.81%	44.36%	45.36%	23.50%	N/A
PAT[(4)]	811.35	3,887.00	29,933.00	22,181	5,636	N/A
PAT %[(5)]	11.26%	3.59%	30.74%	31.31%	10.03%	N/A
Return on Net Worth (%)	34.57%	3.14%	27.85%	15.66%	10.02%	N/A
ROCE (%)	34.27%	5.18%	23.26%	20.38%	12.44%	N/A

Debt-Equity Ratio (times)	0.40	0.38	0.18	0.22	0.52	N/A
Net Working Capital (Days)	113	140.04	242.57	449.58	381.35	N/A
Interest Coverage Ratio (times)	12.00	3.08	56.67	25.45	3.31	N/A

Fiscal 2024

(*in ₹ lakhs except % and ratios*)

Particulars	Digilogic Systems Limited*	DCX Systems Limited	Zen Technologies Limited	Data Patterns (India) Limited	Apollo Micro System Limited	Ananth Technologies Private Limited
Revenue from Operations [(1)]	5,155.93	1,42,358.00	43,985.00	51,980.00	37,163.00	27,245.00
Y-o-Y Growth in Revenue from Ops. (%)	(7.87%)	13.56%	100.98%	14.63%	24.91%	25.28%
EBITDA[(2)]	544.45	12,954.00	19,570.00	26,765.00	8,568.00	6,957.00
EBITDA % [(3)]	10.56%	9.10%	44.49%	51.49%	23.06%	25.53%
PAT[(4)]	239.96	8,011.00	12,950.00	18,169.00	3,110.00	4,412.00
PAT %[(5)]	4.65%	5.63%	29.44%	34.95%	8.37%	20.29%
Return on Net Worth (%)	19.53%	9.70%	33.87%	14.59%	6.90%	7.55%
ROCE (%)	19.10%	8.78%	40.36%	18.99%	10.25%	9.17%
Debt-Equity Ratio (times)	0.60	0.64	0.61	0.28	0.55	0.50
Net Working Capital (Days)	34.00	109.52	257.06	614.73	482.14	298.62
Interest Coverage Ratio (times)	3.80	4.17	82.64	26.96	2.46	9.53

Fiscal 2023

(*in ₹ lakhs except % and ratios*)

Particulars	Digilogic Systems Limited*	DCX Systems Limited	Zen Technologies Limited	Data Patterns (India) Limited	Apollo Micro System Limited	Ananth Technologies Private Limited
Revenue from Operations [(1)]	5,596.23	1,25,363.00	21,885.00	45,345.00	29,753.00	21,747.00
Y-o-Y Growth in Revenue from Ops. (%)	39.39%	13.73%	213.76%	45.87%	22.34%	6.58%
EBITDA[(2)]	527.65	11,322.00	7,987.00	18,103.00	6,492.00	5,478.00
EBITDA % [(3)]	9.43%	9.03%	36.50%	39.92%	21.82%	25.19%
PAT[(4)]	217.51	6,966.00	4,997.00	12,400.00	1,874.00	3,321.00
PAT %[(5)]	3.89%	5.56%	22.83%	27.35%	6.30%	16.28%
Return on Net Worth (%)	21.76%	21.45%	16.68%	14.24%	5.33%	6.09%

ROCE (%)	20.68%	10.35%	22.55%	14.78%	9.75%	7.54%
Debt-Equity Ratio (times)	0.98	1.15	0.43	0.23	0.37	0.51
Net Working Capital (Days)	26.00	59.70	214.98	428.12	434.70	248.99
Interest Coverage Ratio (times)	3.93	4.35	18.54	22.30	2.29	5.71

**Financial information for Digilogic Systems Limited and listed industry peers mentioned above is on a consolidated basis and is sourced from the Industry Report dated January 05, 2026 issued by Ken Research Private Limited.*

8. Weighted average cost of acquisition

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

The primary issuance during the 18 months prior to the date of this Red Hearring Prospectus (excluding shares issued under ESOP/ESOS and bonus shares) where such issuance was equal to or more than 5% of fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested) in a single transaction or multiple transactions combined together over a span of rolling 30 days: **₹48.00**

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

There have been no secondary issuance by Promoter and Promoter Group and/or the other shareholders during the 18 months prior to the date of this RHP (excluding gifts) and where such sale or acquisition was equal to or more than 5% of fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested) in a single transaction or multiple transactions combined together over a span of rolling 30 days**.**

C. Weighted average cost of acquisition, floor price and cap price

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares)*	Floor price (i.e. ₹98/-)	Cap price (i.e. ₹104/-)
Weighted average cost of acquisition of primary / new issue as per paragraph A above	48.00	2.04	2.17
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph B above.	NA	NA	NA

**as adjusted for changes in capital*

D. **The Offer Price is [●] times of the face value of the equity shares**

The face value of our share is ₹2/- per share and the Offer Price is of ₹ [●] per share are [●] times of the face value. Our Company and Promoter Selling Shareholder in consultation with the Book Running Lead Manager believes that the Offer Price of ₹ [●] per share for the Public Offer is justified in view of the above quantitative and qualitative parameters. Investor should read the abovementioned information along with the section titled "Risk Factors" beginning on page 38 of this Red Herring Prospectus and the financials of our Company as set out in the section titled "*Restated Financial Information*" beginning on page 251 of this Red Herring Prospectus

STATEMENT OF SPECIAL TAX BENEFITS

To
The Board of Directors
Digilogic Systems Limited
#102, 1ST Floor,
DSL Abacus Tech Park Uppal Kalsa Village,
Uppal Mandal, Rangareddy,
Telangana, India - 500039.

INDORIENT FINANCIAL SERVICES LIMITED
B/805, Rustomjee Central Park,
Andheri Kurla Road, Chakala, Mumbai – 400093,
Maharashtra, India.

(the "**Lead Manager**")

Dear Sir/ Madam,

Ref: Proposed initial public offering of equity shares of face value of ₹ 2/- each (the "Equity Shares") of Digilogic Systems Limited (the "Company"/ "the "Issuer") comprising a fresh issue of the Equity Shares by the Company (the "Fresh Issue") and an offer for sale of Equity Shares by Promoter Selling Shareholder of the Company ("Offer for Sale" and together with the Fresh Issue, the "Offer").

Sub: Statement of Special Tax Benefits ('The Statement') available to Digilogic Systems Limited ("The Company") and its shareholders under the Direct and Indirect Tax Laws in India

This report is issued in accordance with the engagement letter dated 06.02.2025.

We hereby confirm that the enclosed annexure of the Statement prepared by the management of the Company, states the possible special tax benefits available to the Company and its shareholders under the Income-Tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively the "**GST Act**") and Customs Act, 1962, presently in force in India as on the signing date (collectively the "**Act**"). Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not choose to fulfill. The Company does not have any material subsidiary.

The benefits discussed in the Statement enclosed under Annexure cover only possible special tax benefits available to the Company and its shareholders in India and do not cover any general tax benefits available to the Company and its shareholders in India. Further, the preparation of enclosed Statement and the contents stated therein is the responsibility of the Company's management. We are informed that this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of Equity shares by the Company.

We conducted our examination in accordance with the "Guidance Note on Reports or certificates for Special Purposes (Revised 2016)" (the "Guidance Note") 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 Institute of Chartered Accountants of India.

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

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

a) The Company or its shareholders in India will continue to obtain these possible special tax benefits in future; or
b) The conditions prescribed for availing the possible special tax benefits where applicable, have been/would be met with.

The contents of the enclosed 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. We have relied upon the information and documents of the Company being true, correct and complete and have not audited them.

Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein. We do not assume responsibility to update the views consequent to such changes. Further, we give no assurance that the revenue authorities / courts will concur with our views expressed herein.

This report including enclosed annexure are intended solely for your information and for the inclusion in the red herring prospectus, prospectus and in any other material used in connection with the Offer ("**Offer Document**") and is not to be used, referred to or distributed for any other purpose without our prior written consent.

We also consent to the references to us as "experts" as defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) of the Companies Act, 2013 to the extent of the certification provided hereunder and included in the Offer Document.

This certificate can be relied on by the Company, the Lead Manager and the legal counsel to the Offer and the Lead Manager appointed in relation to the Offer. We hereby consent to this certificate being disclosed by the Lead Manager, if required (i) by reason of any law, regulation, order or request of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

We undertake to immediately update you, in writing, of any changes in the abovementioned information until the date the Equity Shares issued pursuant to the Offer commences trading on the relevant stock exchange. In the absence of any such communication, you may assume that there is no change in respect of the matters covered in this certificate until the date on which the Equity Shares commence trading on the relevant stock exchange.

All capitalized terms used but not defined herein shall have the meaning assigned to them in the Offer Document.

For M/s. B.Srinivasa Rao & Co.
Chartered Accountants
Firm's Registration No: 008763S

M.Ranga Rai Chowdary
Partner
Membership No: 243733
UDIN: 26243733OIMEGP2684

Date : January 13, 2026
Place: Hyderabad

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE DIRECT AND INDIRECT TAXES ("TAX LAWS")

Outlined below are the Possible Special Tax Benefits available to the Company and its shareholders under the Tax Laws. These Possible Special Tax Benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the Tax Laws. Hence, the ability of the Company and its shareholders to derive the Possible Special Tax Benefits is dependent upon fulfilling such conditions, which are based on business imperatives it faces in the future, it may or may not choose to fulfil.

UNDER THE TAX LAWS

A. SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY

DIRECT TAX LAWS

Nil

INDIRECT TAX LAWS

Nil

B. **SPECIAL TAX BENEFITS AVAILABLE TO SHAREHOLDERS**

Nil

NOTES:

1. The above is as per the current Tax Laws prevalent as on the date of issuance of this certificate.

2. The above Statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of equity shares of the Company.

3. This Statement does not discuss any tax consequences in any country outside India of an investment in the equity shares of the Company. The shareholders / investors in any country outside India are advised to consult their own professional advisors regarding possible income tax consequences that apply to them under the laws of such jurisdiction.

4. The possible special tax benefits are subject to conditions and eligibility criteria which need to be examined for tax implications.

5. The tax benefits discussed in the Statement are not exhaustive and are only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

6. The stated benefits will be available only to the sole/ first named holder in case the equity shares are held by joint holders.

7. In respect of non-residents, the tax rates and the consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

8. For the purpose of reporting here, we have not considered the general tax benefits available to the company or shareholders.

9. The above statement covers only certain relevant direct tax law benefits and indirect tax law benefits or benefit.

10. 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.

For **Digilogic Systems Limited**
(formerly known as Digilogic Systems Private Limited)

Madhusudhan Varma Jetty
Managing Director

SECTION VIII: ABOUT THE ISSUER

OUR INDUSTRY

Unless otherwise indicated, the industry and market data contained in this Red Herring Prospectus is derived from the "Ken Research Report", which has been commissioned by our Company. We have received the consent to use the extracts from this report vide Consent Letter dated January 05, 2025. Unless otherwise indicated, all financial, operational, industry and other related information derived from the Ken Research Report and included herein with respect to any particular year, refers to such information for the relevant calendar year.

INDUSTRY OVERVIEW

Unless noted otherwise, the information in this section is derived from "India Critical Test, Measurement, & Simulation Technologies Market Outlook to 2030F" (Ken Research Report, 5th January 2026) as well as other 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. 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.

Ken Research Report, 5th January 2026 has been prepared by Ken Research Private Limited at the specific request of our Company. The market research process for the report has been undertaken thorough secondary / desktop research as well as primary research, which involves discussing the status of the market with leading participants and experts.

The research methodology used is the Expert Opinion Methodology. Quantitative market information was sourced from interviews by way of primary research as well as from trusted portals, and therefore, the information is subject to fluctuations due to possible changes in the business and market climate. Ken Research's estimates and assumptions are based on varying levels of quantitative and qualitative analyses, including industry journals, company reports and information in the public domain.
Forecasts, estimates, predictions, and other forward-looking statements contained in this report are inherently uncertain because of changes in factors underlying their assumptions, or events or combinations of events that cannot be reasonably foreseen. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements.

Ken Research has prepared this study in an independent and objective manner, and it has taken adequate care to ensure its accuracy and completeness. Ken Research believes that this study presents a true and fair view of bus industry, its key segments pertaining to technologies, end-user industry and competition within the limitations of, among others, secondary statistics and primary research, and it does not purport to be exhaustive. Research has been conducted with an "overall industry" perspective, and it will not necessarily reflect the performance of individual companies in the industry. Ken Research shall not be liable for any loss suffered because of reliance on the information contained in this study. This study should also not be considered as are commendation to buy or not to buy the shares of any company or companies as mentioned in it or otherwise.

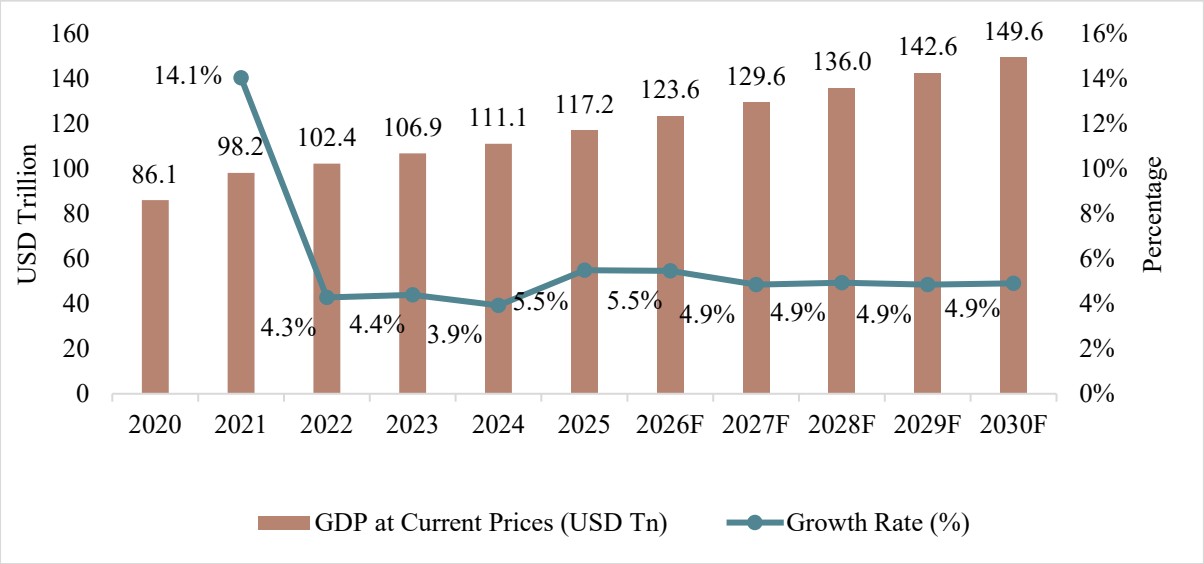
1. Global Macroeconomic Landscape

1.1. Global Economic Landscape

The nominal Gross Domestic Product (GDP) at a global level stood at USD 117.2 Tn in 2025 and witnessed a CAGR of 6.4% between 2020-2025. The same is expected to grow at a CAGR of 6.4% during 2025-2030.

The global economic growth is primarily driven by fiscal and monetary stimulus, stabilized supply chains, increased consumer spending, and renewed Global economic growth is driven by fiscal and monetary stimulus, stabilized supply chains, increased consumer business investments. Additionally, subsiding inflation rates and eased fiscal policies in advanced economies support this growth.

Figure 1-1: Global GDP in USD Trillion (at current prices) and Growth Rate in (%) Outlook, 2020-2030F



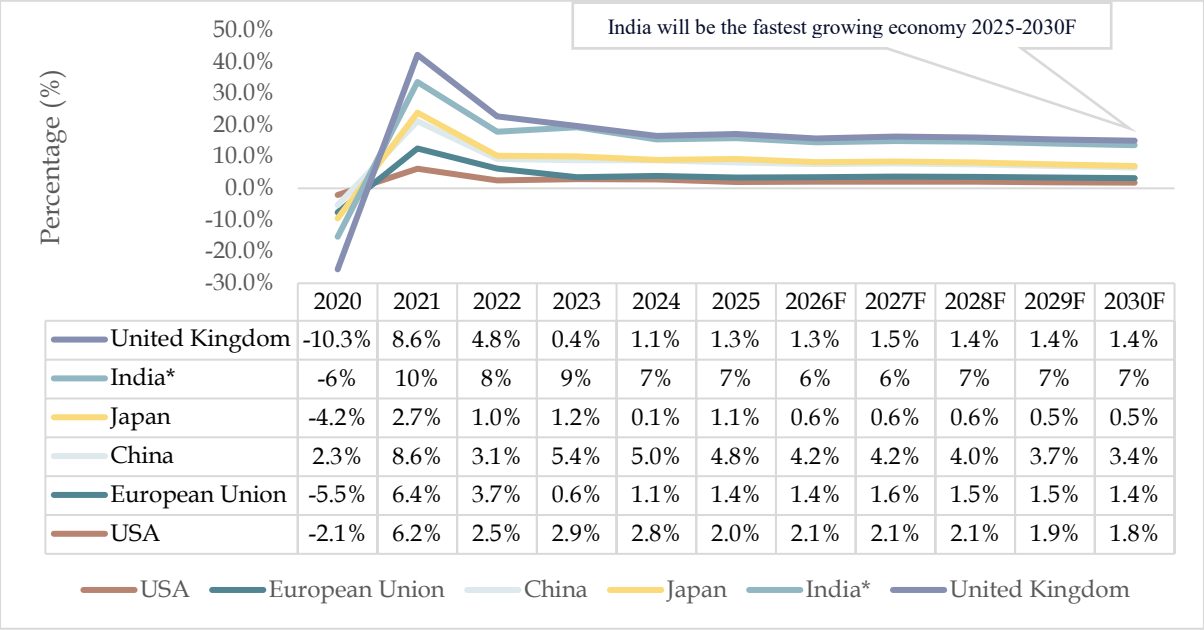
Source: Word Economic Outlook, 2025 (IMF)
Note: F represents Forecasted figures

Advanced economies are expected witness moderation in growth rates from 4.2% in 2024 to 5.7% in 2025.

The US GDP growth is expected to drop from 5.3% in 2024 to 4.5% in 2025. Japan and the EU will see growth rates of -4.4% and 4.4% in 2024. Emerging economies will grow from 3.5% to 5.1%. China's growth will rise from 2.6% to 3.5% due to increased demand and market confidence.

By 2027, India is projected to become the world's third-largest economy, surpassing Japan and Germany. Despite global challenges like COVID-19, geopolitical conflicts, and high interest rates, India remains a significant contributor to world economic growth and is increasing its foreign trade.

Figure 1-2: GDP Growth of Major Economies (Growth Rates, in %), 2020-2030F



	2020	2021	2022	2023	2024	2025	2026F	2027F	2028F	2029F	2030F
United Kingdom	-10.3%	8.6%	4.8%	0.4%	1.1%	1.3%	1.3%	1.5%	1.4%	1.4%	1.4%
India*	-6%	10%	8%	9%	7%	7%	6%	6%	7%	7%	7%
Japan	-4.2%	2.7%	1.0%	1.2%	0.1%	1.1%	0.6%	0.6%	0.6%	0.5%	0.5%
China	2.3%	8.6%	3.1%	5.4%	5.0%	4.8%	4.2%	4.2%	4.0%	3.7%	3.4%
European Union	-5.5%	6.4%	3.7%	0.6%	1.1%	1.4%	1.4%	1.6%	1.5%	1.5%	1.4%
USA	-2.1%	6.2%	2.5%	2.9%	2.8%	2.0%	2.1%	2.1%	2.1%	1.9%	1.8%

Source: Word Economic Outlook, 2025 (IMF) and Ken Research Analysis
Note: F represents Forecasted figures

1.2. Overview of Global Defence & Aerospace Sector

The global defence and aerospace sector is undergoing a significant transformation fueled by geopolitical tensions, rapid tech advancements, and rising government spending. This has led to higher military expenditures and robust order pipelines for leading aerospace firms.

Global Defence Spending Overview

Between 2019 and 2025, global military expenditure saw a steady growth, reaching USD 2,718.2 billion in 2025. This increase is primarily driven by evolving security threats, regional conflicts, and accelerated defence modernization efforts.

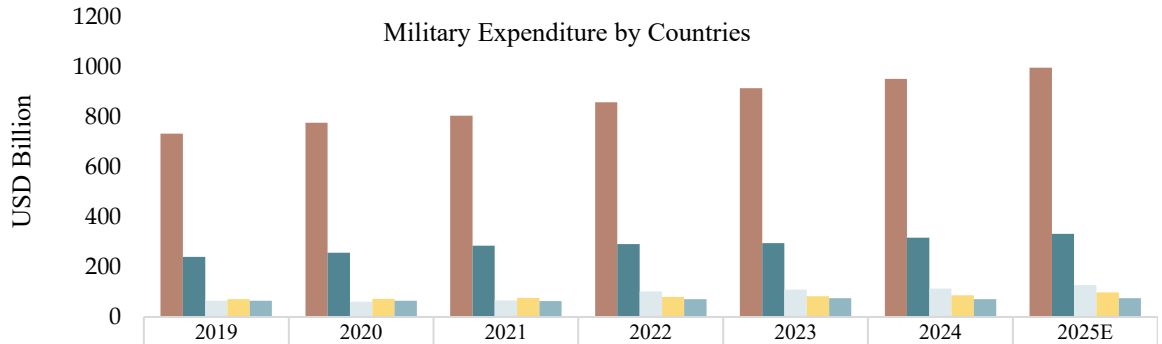
The United States remained the world's largest military spending nation, with its budget rising from USD 778.4 billion in 2020 to USD 1,027.0 billion in 2025. This sustained growth reflects ongoing investments in global military presence, advanced defence systems, nuclear capabilities, and cyber warfare infrastructure.

Russia's military expenditure experienced a sharp rise after 2018, growing from USD 61.7 billion in 2020 to an estimated USD 152.0 billion in 2025. This surge is attributed to the prolonged conflict in Ukraine and the strategic realignment of defence spending toward long-term military readiness.

Further, India's military expenditure growth reflects its focus on strengthening border security, regional tensions with Pakistan and China, upgrading defence infrastructure, and promoting indigenous manufacturing through defence self-reliance initiatives.

Overall, the composition of military expenditure has evolved, with increasing focus on cyber capabilities, autonomous systems, and high-tech warfare, aligning defence strategies.

Figure 1-3: Global Military Expenditure by Top Countries (in USD Billions), 2019-2025E



	2019	2020	2021	2022	2023	2024	2025E
USA	734.3	778.4	806.2	860.7	916.0	953.8	998.0
China	240.3	258.0	285.9	292.0	296.4	317.8	332.6
Russia	65.2	61.7	65.9	102.4	109.5	113.2	128.3
India	71.5	72.9	76.3	80.0	83.6	86.6	98.6
Saudi Arabia	65.4	64.6	63.2	70.9	75.8	71.2	75.6

Source: Stockholm International Peace Research Institute (SIPRI), Ken Research Analysis
Note1: E represents estimated figures
Note 2: RoW represents rest of the world

"India's share of global arms imports decreased to 8.4% during 2020-2024 due to country's push for indigenous defence production under the 'Make in India' and 'Aatmanirbhar Bharat' initiatives."

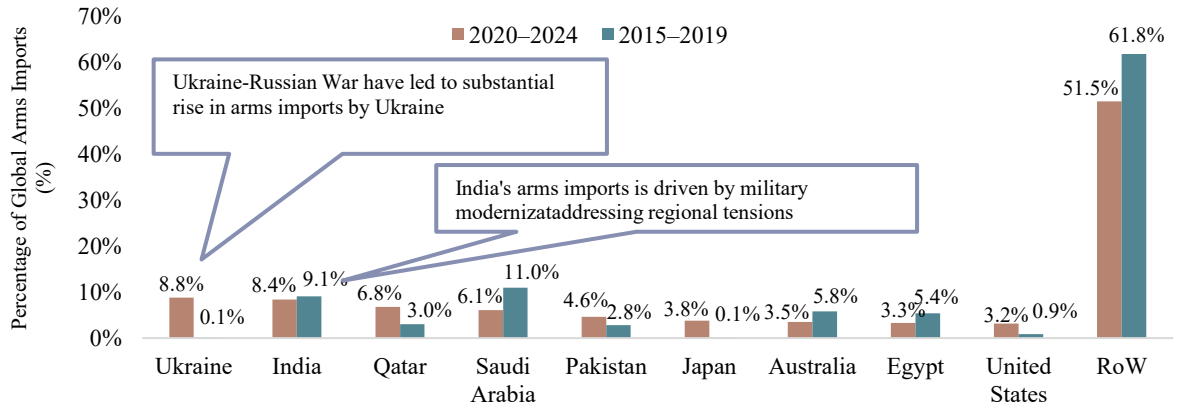
Global Arms Imports by Country

The global arms import is being shaped due to regional conflicts, evolving threat perceptions, and national defence modernization strategies. **Ukraine and India have emerged as the top two importers of arms in the 2020–2024 period, accounting for 8.8% and 8.4% of global arms imports, respectively**. While Ukraine's rapid rise in share is a result of active wartime procurement following the Russia-Ukraine conflict, India's position reflects its long-standing reliance on foreign suppliers to support large-scale defence modernization.

India's share of global arms imports is declining owing to Indian government's increased push for indigenous defence production under the 'Make in India' and 'Aatmanirbhar Bharat' initiatives. India's defence procurement strategy over the past few years has emphasized diversification of suppliers while maintaining long-standing defence partnerships with Russia, France, the United States, and Israel, with increasing emphasis on transfer of technology and co-production agreements.

The Rest of the World (RoW) accounts for 51.5% of global arms imports—down from 61.8%—indicating a growing concentration of arms purchases among a few high-demand countries amid shifting global power dynamics.

Figure 1-4: Arms Imports by top 10 Countries, 2020-2024 Vs 2015-2019



Source: Stockholm International Peace Research Institute (SIPRI), Ken Research Analysis
Note: RoW represents Rest of the World

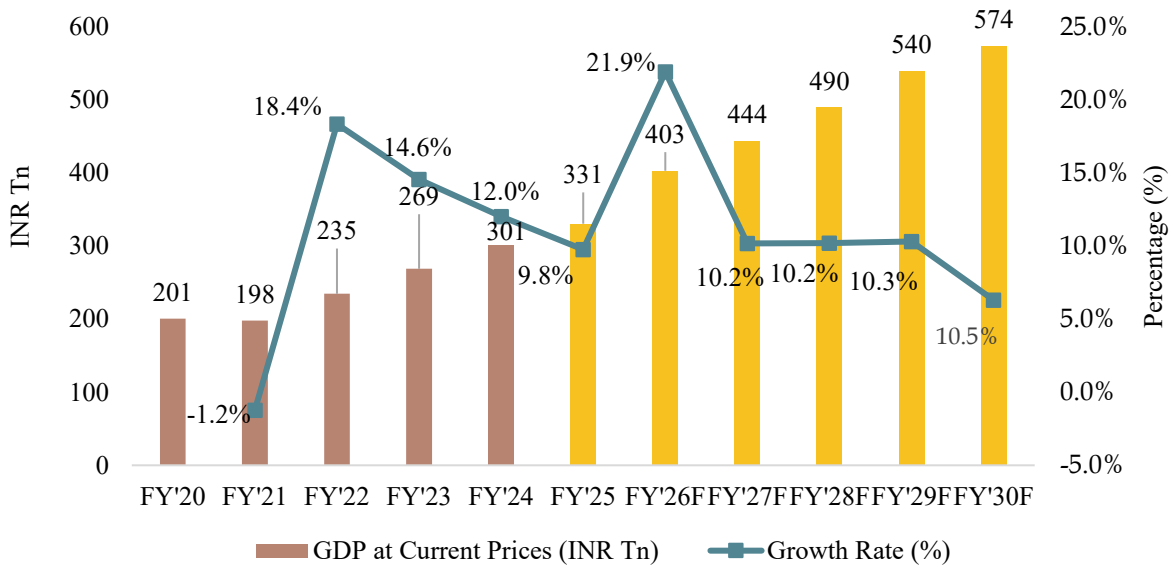
2. Indian Economic Outlook Landscape

2.1. Overview of Indian Economic Environment

"India has emerged as the fastest-growing major economy in the world with nominal GDP growth rate, backed by its robust democracy and strong partnerships."

India's investment appeal has strengthened amid global volatility, with record funding in 2022 highlighting investor confidence in the "Invest in India" narrative.

Figure 2-1: Indian GDP (at current prices in INR Trillion) and Growth Rate (in %), FY'20 - FY'30F



Source: Ministry of Statistics and Programme Implementation (MoSPI), Word Economic Outlook, 2024 (IMF), Ken Research Analysis
Note: F represents Forecasted figures

2.2. Key Economic Indicators & Impact on Defence and Aerospace Industry in India

India's defence sector is backed by robust government spending and structural policy reforms. ***The total defence budget allocation for FY 2025–26, excluding pensions, stands at INR 6.8 lakh crore—reflecting the government's strong commitment to strengthening military capability and indigenous manufacturing. (Source: Ministry of Defence, Government of India)***

Further, the capital influx on indigenization through the 'Aatmanirbhar Bharat' initiative. Strategic reforms, including positive indigenization lists, production-linked incentives (PLIs), and defence testing infrastructure schemes, are accelerating domestic production capabilities in aerospace, armaments, and next-generation technologies.

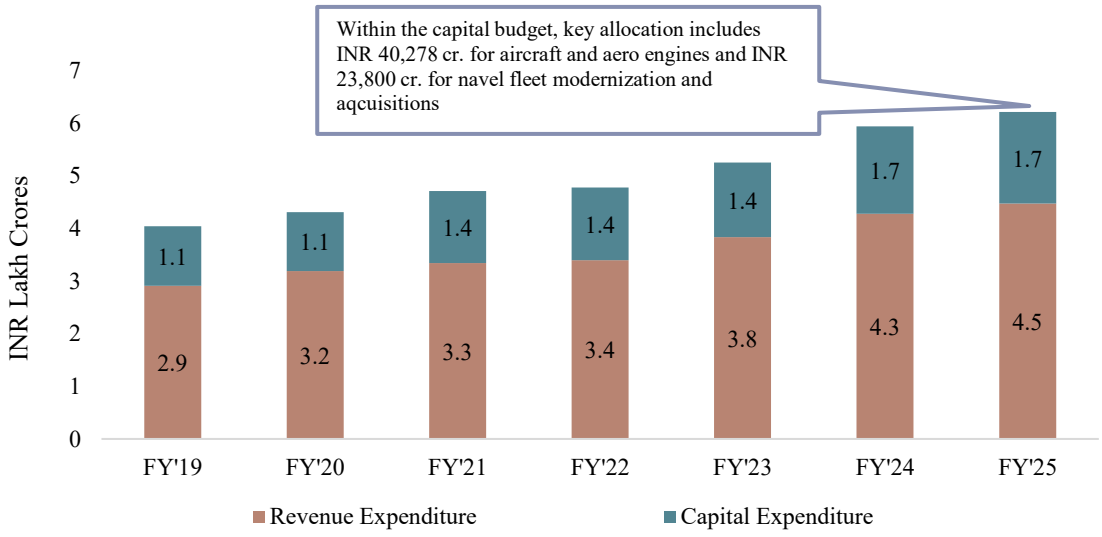
India has also emerged as one of the top global investment destinations, driven by liberalized FDI norms—up to 74% through the automatic route and 100% via government approval. (Source: Press Information Bureau, Government of India)

Government, Private Capital Expenditure & Initiatives for Aerospace and Defence Sectoral Growth

The total Defence budget allocation for FY'24–25, excluding pensions, stands at **INR 6.2 lakh crore**, reflecting a **7.1% increase** over FY'23–24. Of this, **INR 4.5 lakh crore** is earmarked for **revenue expenditure**, while **INR 1.7 lakh crore** has been allocated to **capital expenditure**.

The capital expenditure for FY'24–25 continues to be presented as a consolidated allocation for Defence Services, rather than being split among the Army, Navy, and Air Force—a budgeting approach that has become institutionalized over recent years. Higher capital allocation highlights the government's continued focus on modernizing military infrastructure and strengthening force readiness through the procurement of next-generation platforms and technologies. (Source: Ministry of Defence, Government of India)

Figure 2-2: India's Defence Budget by Revenue and Capital Expenditure (in INR Lakh Crores), FY'19-FY'25

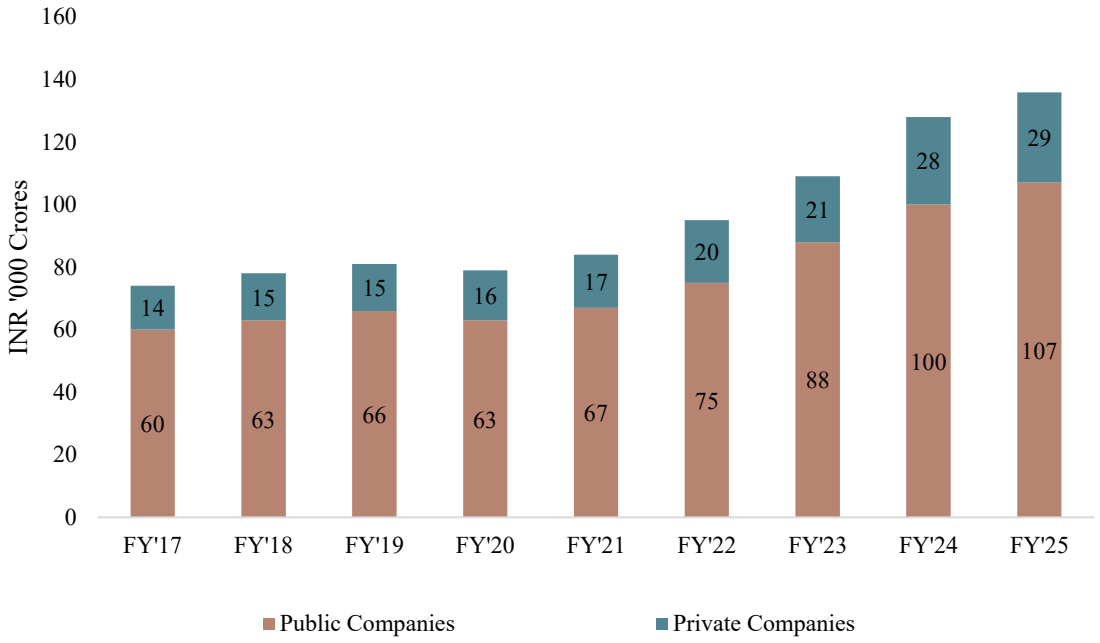


Source: Union Budgets of India, FY'19-25 & Ken Research Analysis
Note: FY refers to financial year ending March

Contribution by Public & Private Players in India's Aerospace and Defence Sector: India's Aerospace and Defence Sector is witnessing a visible shift with the private sector gaining ground alongside traditional public sector entities. Since FY2017, the share of private companies has grown at a **compound annual growth rate (CAGR) of 8.0%**, highlighting increased participation, policy support, and greater involvement in critical defence manufacturing programs.

By FY'25, private sector revenue reached **INR 28,800 crore,** while the public sector **generated INR 1,07,100 crore.** This reflects doubling of private sector revenue over seven years, driven by liberalised policies and greater technology access. One of the key enablers for this growth has been the delicensing of 65% of components and sub-systems, creating ample room for private players to enter traditionally restricted areas.

Figure 2-3: India's Aerospace and Defence Sector's Revenue Contribution (in INR'000 Crores) by Public & Private Players, FY'17-FY'25

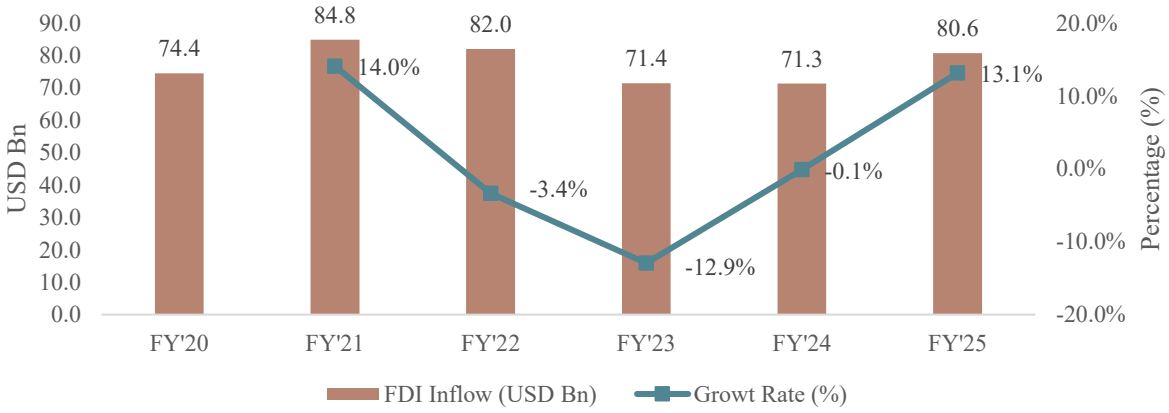


Source: Department of Defence Production, MOD & Ken Research Analysis
Note: FY refers to financial year ending March

FDI Flow, Investment Climate and Trends in India

India is a leading FDI destination with a total inflow of USD 80.6 billion and FDI equity inflows at USD 18.6 billion in FY'25. **The top sectors receiving FDI equity inflows are Manufacturing (20%), Electricity and Other Energy Generation Distribution & Transmission (12%),** Computer Services (11%), Financial Services (10%), and Retail and Wholesale Trade (9%).

Figure 2-4: Foreign Direct Investment (in USD Billion) and Y-o-Y Growth Rates (in %), FY'20-FY'25



Source: Invest India, Make in India & Ken Research Analysis

FDI Scenario of Defence Sector in India: From 2018 to 2024, the Government of India have liberalized its FDI policy in the defence and aerospace sector to attract foreign capital, bring in cutting-edge technologies, and reduce import dependency. **In September 2020, the government raised the automatic FDI cap to 74%, marking a pivotal shift that allowed foreign** Original Equipment Manufacturers (**OEMs**) to hold a majority stake.

"Before 2020, FDI in defence manufacturing was capped at 49% via the automatic route. In September 2020, the cap was raised to 74%, automatically and 100% through the government route."

The post-2020 policy environment encouraged greater foreign participation in Joint Ventures and greenfield projects. Companies such as Airbus (with Tata), Elbit (with Adani), and Nexter (with L&T) leveraged this policy change to set up advanced manufacturing lines in India, including facilities for aircraft assembly, electronic warfare systems, and smart munitions.

Additionally, **in 2022–2023, the government introduced exemptions and eased entry norms for defence-related start-ups and MSMEs**. This allowed smaller technology ventures to receive FDI below the threshold without extensive compliance burdens.

- **The current threshold stands at 74% under the automatic route and up to 100% under the government route** in cases where it brings in advanced technologies or enhances India's defence capabilities.

Currency Dynamics Linked to Rupee-Dollar Exchange Rate

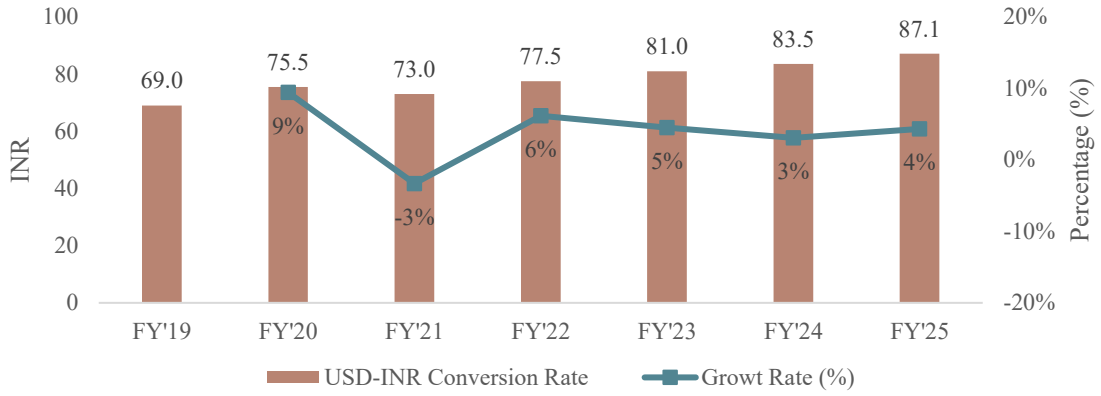
Understanding the dynamics of currency exchange between the INR and the USD is crucial for navigating India's economic landscape. As of 2025, the exchange rate hovers around 87.1 INR per USD, influenced by key factors listed below.

- **Inflation rate:** The Y-o-Y inflation rate based on CPI moderated to 3.3% in FY'25, slightly easing pressure on the INR's purchasing power. While lower inflation helps domestic consumption, it may reduce the relative export advantage by stabilizing the INR against the USD. (Source: Ministry of Statistics & Programme Implementation)

- **Trade balance:** India recorded a trade deficit of USD 78.12 billion, a 35.77% improvement from USD 121.62 billion in FY'23, indicating a narrowing gap between imports and exports. However, the deficit shows imports still exceed exports, increasing demand for foreign currencies like the USD. FY'24 trade includes USD 776.68 billion in exports and USD 854.8 billion in imports. (Source: Ministry of Commerce & Industry)

- **Geopolitical events and economic trends:** Global oil prices rose from USD 55.6 per barrel in 2019 to USD 80.5 per barrel in 2024, increasing India's import costs and impacting the INR. As a major oil importer, higher prices drive up USD demand, weakening the INR.

Figure 2-5: Currency Exchange Rate from USD to INR and Growth Rate in (%), FY'19 – FY'25



Source: Reserve Bank of India (RBI) & Ken Research Analysis
Note 1: FY represents Financial Year (April-March)
Note 2: The data is given for average exchange rate for the financial year

3. Regulatory Landscape

The regulatory landscape for the Critical Test, Measurement, and Simulation Technologies Market in India is shaped by a set of robust, defence-specific frameworks that ensure operational reliability, technical airworthiness, and compliance with national security standards. These regulations govern the design, testing, certification, and deployment of TMS systems which are Backed by institutions like DRDO, CEMILAC, and the Ministry of Defence, the ecosystem emphasizes indigenous development under the Make-in-India initiative. Key regulations governing the TMS space are as follows:

Figure 3-1: Key Regulations in India Critical Test, Measurement, and Simulation Technologies Market

Regulation	Details	Impact on TMS Market
Indian Military Technical Airworthiness Requirements (IMTAR-21)	• Establishes technical airworthiness for military air systems • Covers full lifecycle of aviation test systems	• Mandatory for ATEs, radar, avionic test tools • Requires internal validation infrastructure • Non-compliance leads to program disqualification
Defence Design, Development, Production and Military Airworthiness Standards (DDPMAS-2021)	• Covers design-to-certification for military-grade equipment • Emphasizes reliability across development lifecycle	• Used in MoD procurement evaluation • Impacts simulation tool qualification • Encourages self-reliant production cycles
AQA Directive on QTP & ATP of Ground Equipment	• Defines test protocols for actuator, checkout, support systems • Enforces test jigs and procedure standards	• Raises compliance threshold for MSMEs • Mandatory QTP/ATP for IAF acceptance • Impacts project readiness and documentation cycles
Framework for Simulators in Armed Forces (2021)	• Provides simulation guidelines for training and evaluation • Applicable to radar, cockpit, control systems	• Enables simulator funding via Defence budgets • Encourages public-private simulator partnerships • Influences procurement in modern warfare training

Source: Ken Research Analysis

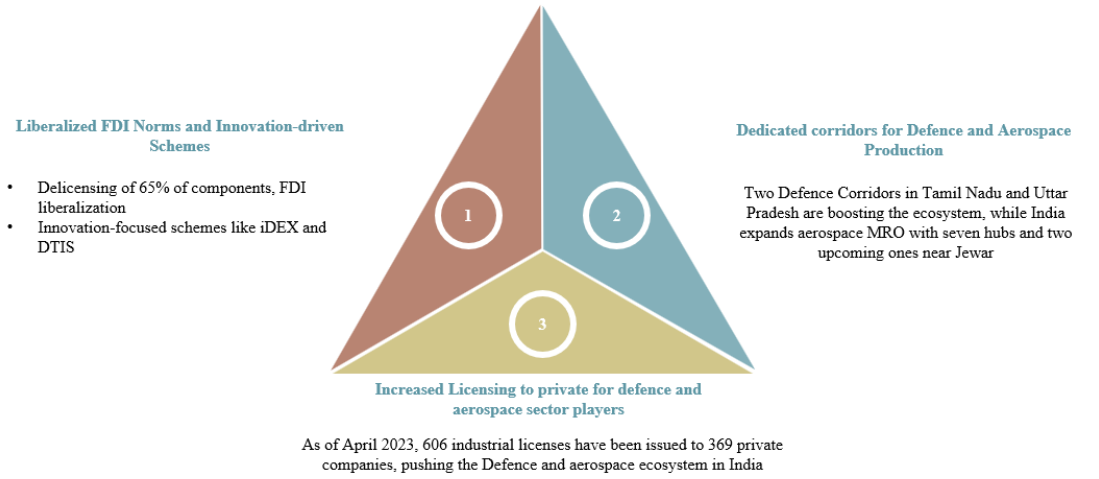
Impact of India's Growing Focus on 'Indigenization' and 'Make in India' for Defence and Aerospace Production

India's defence sector is undergoing structural transformation, driven by strong policy reforms under the **'Aatmanirbhar Bharat' initiative**.

- In FY'24, total Defence production reached a record INR 1,26,887 crore, up from INR 74,054 crore in FY'17—reflecting a 68% growth over seven years.
- The private sector's participation has been strengthened by measures such as the **delicensing of 65% of components, FDI liberalisation (up to 74% automatic, 100% government route),** and innovation-focused schemes like iDEX and DTIS.
- **Two Defence Industrial Corridors in Tamil Nadu and Uttar Pradesh are facilitating ecosystem development**, while India strengthens its aerospace MRO capabilities through seven existing hubs and two new ones near Jewar.
- The Ministry of Defence received a record INR 6,21,941 crore in FY'24–25, accounting for 13% of government spending but still below 2% of GDP. The budget supports indigenous manufacturing, capability modernisation, and job creation.
- **India targets USD 26 billion in aerospace and Defence manufacturing turnover by 2025,** including USD 5 billion in exports.

- **As of March 2025, 700+ industrial licenses have been issued to 436 companies**, reflecting rising private sector participation and momentum toward self-reliance.

Figure 3-2: Key Initiatives under 'Aatmanirbhar Bharat' and 'Make in India' for Defence and Aerospace Sector

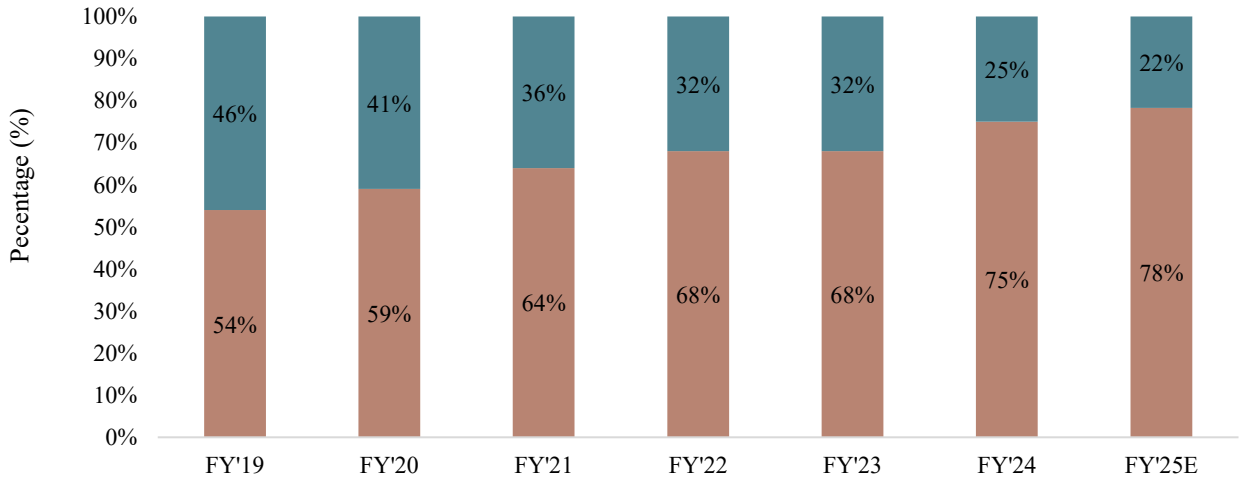


Source: Department of Defence Production, Ministry of Defence & Ken Research Analysis

Import Vs Domestic Production Scenario in India's A&D sector: As of FY'23, 68% of total capital contract value was awarded to domestic vendors, with the government targeting 75% in FY'24. This shift aligns with India's broader push for self-reliance under the 'Aatmanirbhar Bharat' initiative.

This transition has been driven by a suite of favorable policy measures, including the Buy (Indian-IDDM) category, import embargoes on 500+ items, and positive indigenization lists published by the Department of Military Affairs.

Figure 3-3: India's Aerospace and Defence Indigenous Production Vs Imports (in %) on the basis of Value in (INR Lakh Crores), FY'19-25E



Source: Department of Defence Production, Ministry of Defence & Ken Research Analysis

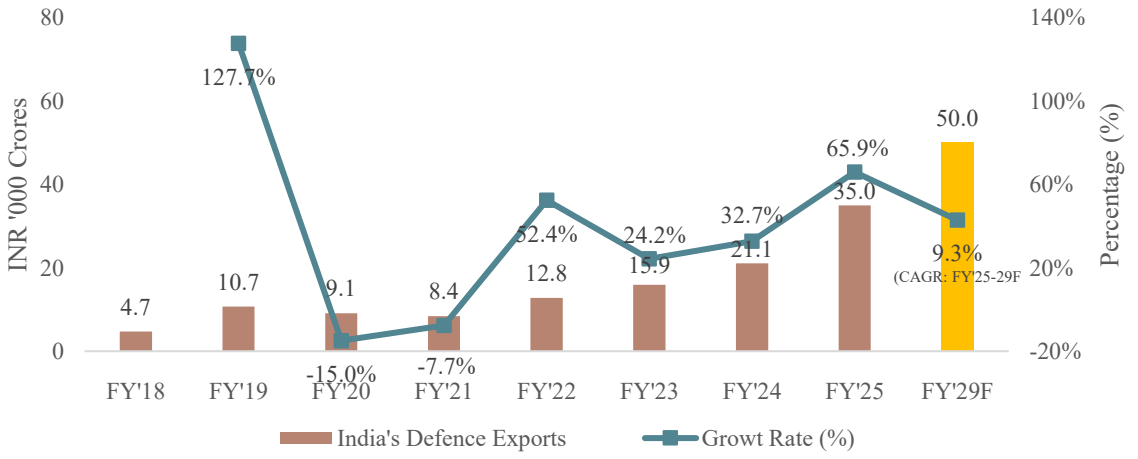
Note 1: FY represents Financial Year (April-March)

India's Defence Exports Scenario: India, once ranked as the world's second-largest has recently emerged as of the top 25 global arms exporters. This progress is attributed to the combined efforts of Defence Public Sector Undertakings (DPSUs) and an increasingly active private sector, both of which have played a pivotal role in boosting defence exports to record levels.

- In FY'24, India issued 1,507 export authorisations, up from 1,414 in FY'23, indicating growing international demand and stronger engagement with global partners.
- Over 100 Indian companies are currently exporting a wide range of defence equipment to more than 85 countries. These exports include highly regarded systems and platforms such as the Dornier-228 aircraft, 155 mm Advanced Towed Artillery Guns (ATAGS), BrahMos missiles, Akash Missile Systems, PINAKA rocket launchers, radars, simulators, and armoured vehicles.

India's evolving defence export narrative underscores a broader vision—strengthening self-reliance while expanding the country's footprint in the global defence market.

Figure 3-4: India's Defence Exports on the basis of Value (in '000 Crores) and Y-o-Y Growth Rate (in %), FY'18-FY'29



Source: Department of Defence Production, Ministry of Defence; Press Information Bureau & Ken Research Analysis
Note: FY represents Financial Year (April-March)

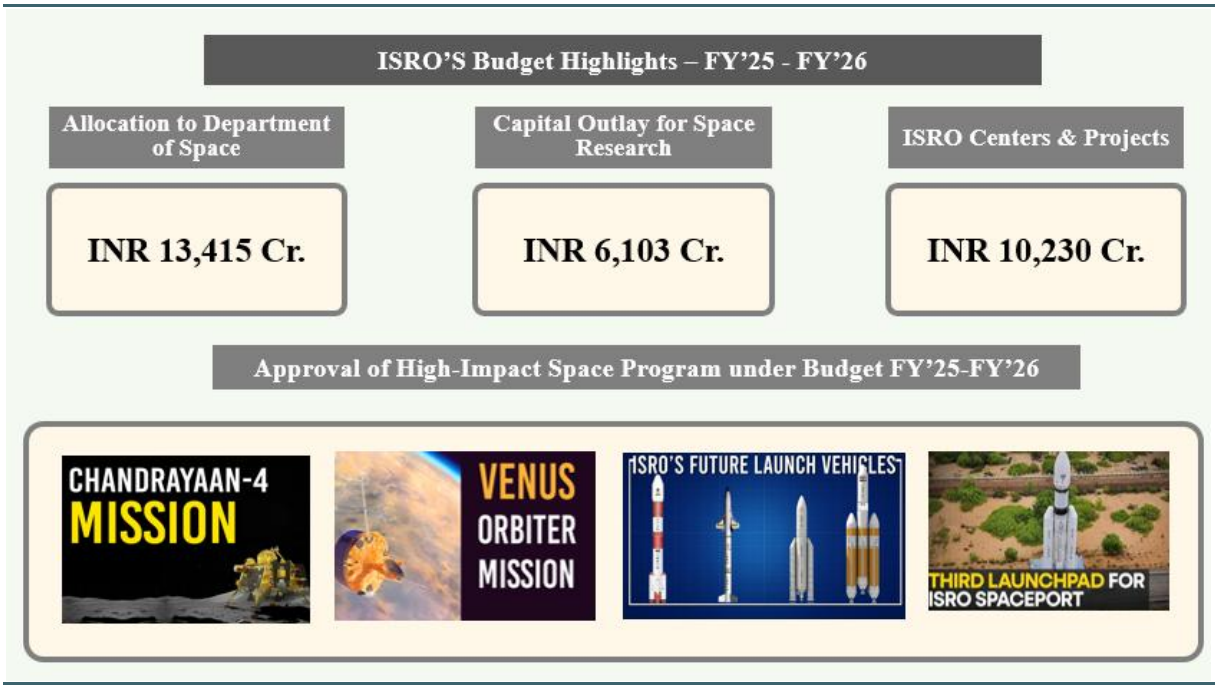
India Aerospace Sector Overview – Focus on ISRO Budgets & Missions

India's space ambitions received a significant push in the Union Budget 2025–26, with increased focus on domestic innovation, public-private partnerships, and strategic missions.

- Funding targeting deeper integration of satellite-based technologies in areas like agriculture, disaster response, and smart urban planning announced.
- Aligning national initiatives such as the National Geospatial Mission and the National Manufacturing Mission, reinforcing India's push for advanced technological self-reliance.
- In addition, the budget promotes public-private collaboration through a liberalized FDI policy, allowing up to 100% FDI in satellite and related system manufacturing:

Further, the increased allocation towards space research and the announcement of complex missions such as Chandrayaan-4 and the Venus Orbiter are likely to intensify the technical requirements for testing and validation, also necessitating the need for advanced TMS systems—capable of supporting high-frequency, real-time diagnostics and performance evaluation.

Figure 3-5: Key Highlights of ISRO'S Budget (In INR Crores) for FY'25 – FY'26



Source: Indian Space Research Organisation
Note: FY represents Financial Year (April-March)

Importance of India's Critical Test, Measurement, and Simulation Technologies Market in Defence & Aerospace Industry

Critical test, measurement, and simulation technologies plays a vital role in ensuring the seamless integration and operational effectiveness of defence and aerospace systems. This market primarily focuses on providing system and subsystem solutions such as Avionic Test Systems, Checkout Systems, Actuator Test Systems, Radar Test and Evaluation Systems, Automated Test Equipment (ATE), and Digital Receiver Systems. These solutions are critical in reducing risks, ensuring quality, and meeting stringent regulatory standards, which are all essential for maintaining the competitiveness and reliability of India's defence and aerospace sectors.

- **Avionic Test Systems** ensure reliable performance of flight-critical avionics, minimize integration risks, and support regulatory compliance through comprehensive subsystem validation.
- **Checkout Systems** verify operational readiness, conduct in-depth diagnostics, and enhance quality assurance prior to platform deployment.
- **Actuator Test Systems** simulate mechanical stress conditions to validate actuator reliability, precision, and durability in mission environments.
- **Radar Test and Evaluation Systems** assess radar accuracy, signal quality, and environmental performance to ensure operational effectiveness and threat detection.
- **ATE** enables high-speed, error-free testing of electronic systems, improving fault isolation and accelerating **quality control.**
- **Digital Receiver Systems** process real-time digital signals for communication and radar platforms, enhancing data analytics, signal integrity, and situational awareness

Business Opportunity for Electronic Components in Defence and Aerospace Sectors via Built to specs (BTS) and Built to Print (BTP)

There is a growing need for application-specific electronic components that meet the performance, integration, and lifecycle requirements of defence and aerospace testing platforms. Two prominent manufacturing approaches—**Built-to-Specs (BTS)** and **Built-to-Print (BTP)**—are increasingly relevant in addressing these demands:

- **Built-to-Specs (BTS)** involves the design and production of components strictly based on performance and technical specifications provided by system integrators, defence R&D organizations (e.g., DRDO, ISRO), or OEMs. These often include signal processing units, FPGA-based modules, embedded controllers, and custom analog-digital converters tailored to platform-specific needs.
- **Built-to-Print (BTP)** refers to manufacturing components according to detailed design documents, drawings, and specifications provided by the client. This approach emphasizes precision in execution, adherence to prescribed standards, and rigorous quality control, with no design input or modification by the manufacturer. It is ideally suited for producing legacy components, standardized parts, or assemblies where the design is fully finalized and validated by the client.

The requirement for BTS and BTP components is being driven by factors such as:

- The need for high-frequency, EMI-resistant components in airborne and naval testing environments,
- Platform-specific constraints related to size, weight, and power (SWaP),
- Long lifecycle maintenance support for mission-critical systems,
- The limited availability of off-the-shelf components suitable for TMS platforms.

Between the two models, **Built-to-Specs (BTS)** is generally the better approach when innovation, performance optimization, and platform-specific customization are critical. BTS allows manufacturers to leverage their design expertise to create components that meet evolving technical requirements, particularly in high-complexity domains like aerospace and defence.

Nevertheless, both BTS and BTP models present an opportunity to reduce import dependency by enabling targeted, local manufacturing at the component level. Private-sector players and MSMEs are beginning to explore this niche, often through co-development programs with public sector entities or under government-backed schemes such as the DRDO Technology Development Fund.

4. Market Analysis

4.1. Global Critical Test, Measurement, and Simulation Technologies Market Size, CY'19 - CY'25 - CY'30F

"Rising military spending driven by geopolitical tensions and modernization is fueling demand for test and simulation systems in the Global Critical Test, Measurement, and Simulation Technologies Market.

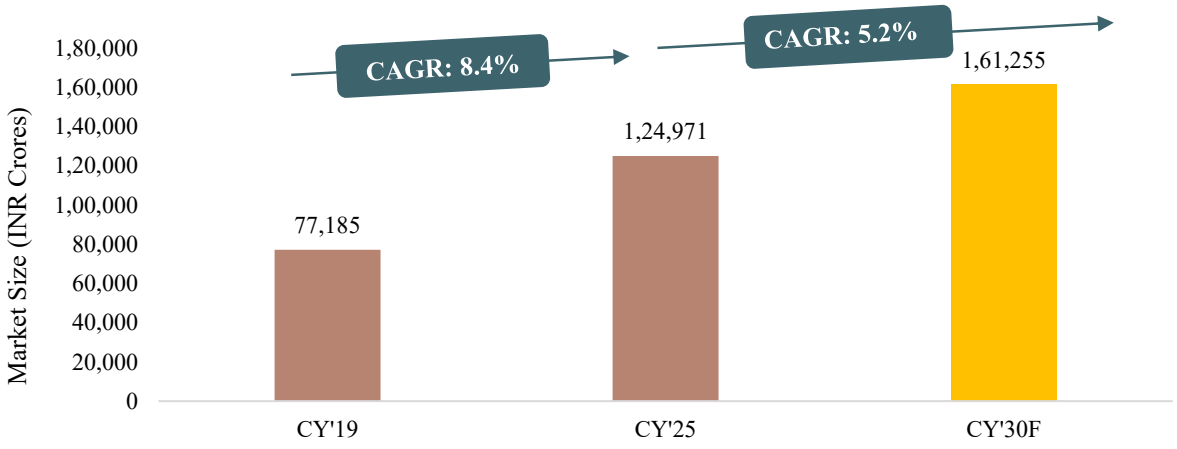
The Global Critical Test, Measurement, and Simulation Technologies Market has demonstrated robust growth, and is projected to reach INR 161,255 crore by CY'30F, growing at a CAGR of 5.2% between CY'25 and CY'30F. This growth trajectory is being fueled by rise in global defence spending, which reached a record USD 2.7 trillion in 2024—an increase of 9.4% YoY, and the steepest spike since the Cold War. (Source: SIPRI)

The rise in spending is largely driven by ongoing geopolitical tensions and modernization initiatives, especially across Europe, Asia, and the Middle East, where military procurement cycles are intensifying. Products such as Avionic Test Systems, Automated Test Equipment (ATE), Radar Test & Evaluation Systems, and Actuator Test Systems are seeing heightened demand to support next-gen defence platforms and electronic warfare systems.

Simultaneously, the commercial aerospace sector is reinforcing market expansion. Airbus and Boeing collectively hold over 15,000 unfulfilled aircraft orders, translating to nearly a decade-long backlog—underscoring a sustained pipeline of demand.

Additionally, the space sector is driven by surge in demand for high-precision test and simulation solutions supporting satellite deployment, launch vehicle integration, and orbital systems validation.

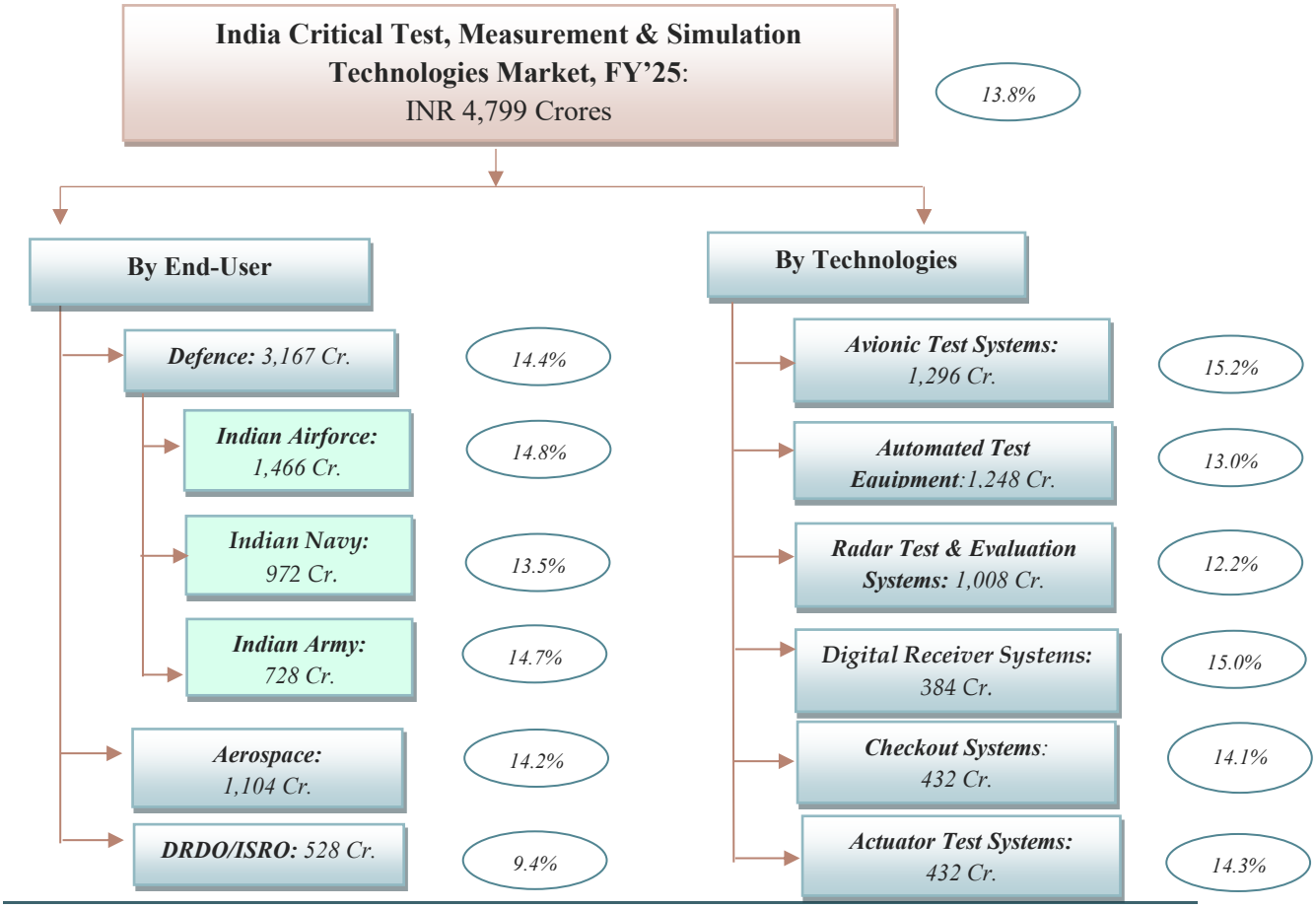
Figure 4-1: Global Critical Test, Measurement, and Simulation Technologies Market Size on the Basis of Revenue in INR Crores, CY'19 - CY'25 – CY'30F



Source: Interviews with Industry Experts, Industry Articles & Ken Research Analysis

4.2. INDIAN CRITICAL TEST, MEASUREMENT, AND SIMULATION TECHNOLOGIES MARKET SIZE, FY'19-FY'24-FY'30F

Figure 4-2: Taxonomy & Market Size of India Critical Test, Measurement & Simulation Technologies Market, FY'25

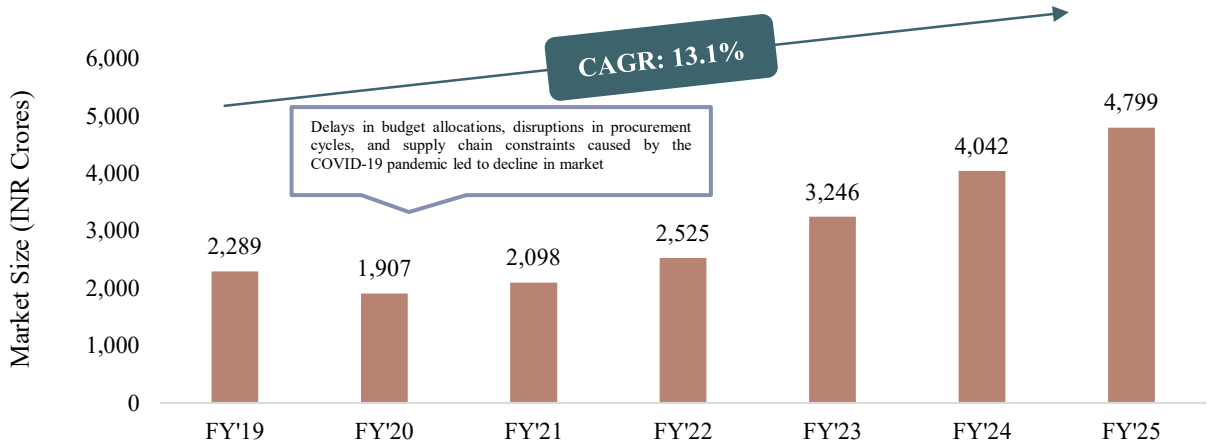


Source: Ken Research Analysis
Note: FY refers to financial year ending March
Indicates CAGR from FY'25-FY30F

India's critical test, measurement, and simulation technologies (TMS) market forms a part of strategic electronics market. The TMS market reached INR 4,799 crore in FY'25, witnessing a CAGR of ~13% during FY'19-FY'25. This steady growth trajectory reflects surging investments in indigenous defence capabilities and R&D, and ISRO's escalating slate of space missions. Government initiatives such as **Make in India** and **Atmanirbhar Bharat** have been pivotal in boosting local manufacturing and technological development in critical testing and simulation domains, by prioritizing domestic production and innovation in defence technology.

Simultaneously, growing participation from private players like **Data Patterns (India) Ltd., Ananth Technologies Pvt. Ltd, and Digilogic Systems Limited.** has strengthened indigenous defence production capabilities, with these firms expanding local manufacturing through collaborations and cutting-edge projects, in line with India's self-reliance goals.

Figure 4-3: India Critical Test, Measurement, and Simulation Technologies Market Size on the Basis of Revenue in INR Crore, FY'19-FY'25

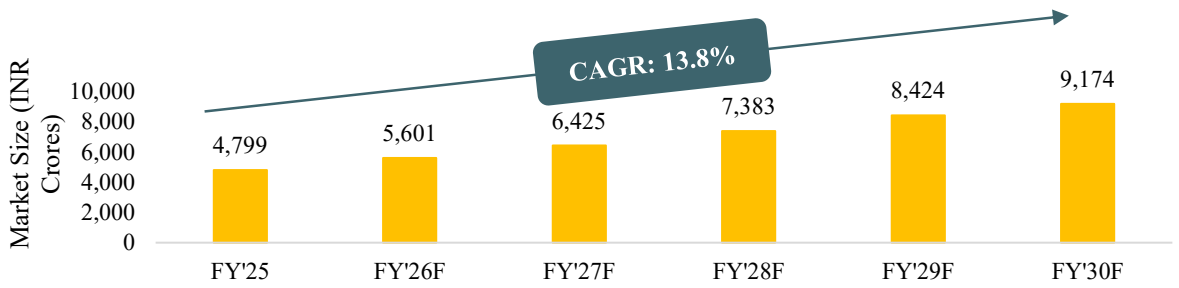


Source: Interviews with Industry Experts, Industry Articles & Ken Research Analysis
Note: FY refers to financial year ending March

By FY'30, critical test, measurement, and simulation technologies market is projected to reach INR 9,174 crore. This growth is fueled by a structural shift in India's defence procurement strategy—from import-dependence to indigenous development:

- **Creating sustained demand for sophisticated T&M systems** in weapons testing, radar validation, electronic warfare, and missile simulation.
- **DRDO's ramp-up in prototype development cycles, alongside defence PSU modernization programs**, is expected to significantly increase procurement of simulation environments that enable virtual testing and AI-based stress scenarios.
- **Entry of private sector integrators in high-value contracts—particularly in electronic warfare, UAVs, and indigenous missile systems**—has made rigorous compliance testing a baseline requirement rather than a value-add.
- **Defence export ambitions, with India targeting INR 50,000 crore in exports by 2029**, are also boosting global-standard certification and validation demands, which will deepen the market for precision measurement and simulation platforms. (Source: Ministry of Defence)

Figure 4-4: India Critical Test, Measurement, and Simulation Technologies Market Size on the Basis of Revenue in INR Crore, FY'25-FY'30F



Source: Interviews with Industry Experts, Industry Articles & Ken Research Analysis
Note: FY refers to financial year ending March

4.3. Market Segmentation of India Critical Test, Measurement, and Simulation Technologies Market, FY'25 & FY'30F

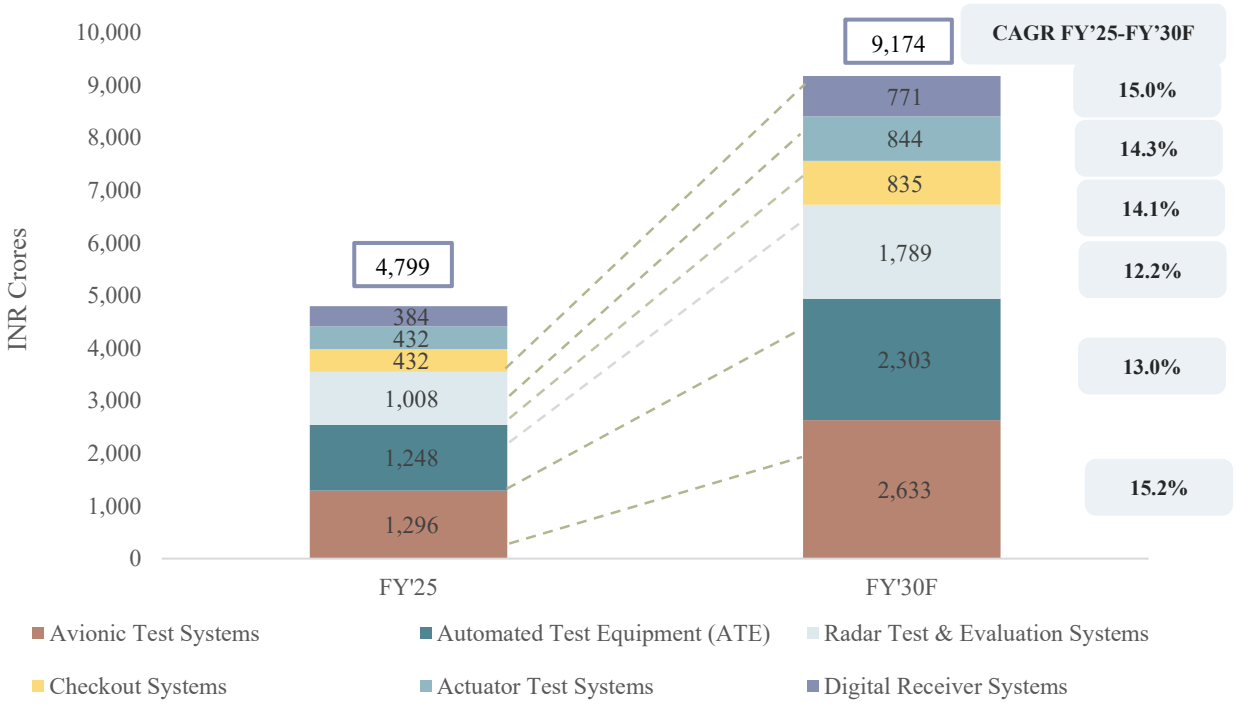
By Technology Type (FY'25 & FY'30F):

As of FY'25 **Avionic Test Systems emerged as the largest technology segment in the market**, which is projected to grow significantly to INR 2,633 crore by FY'30, making it the fastest-growing segment at a CAGR of 15.2%. This growth is driven by increasing modernization of combat and surveillance aircraft within the Indian Air Force, as well as indigenous development programs such as the LCA Tejas, AMCA, and upcoming unmanned aerial platforms—each of which demands high-precision avionic validation and system integration testing.

The Automated Test Equipment (ATE) segment follows closely, driven by expanded use in defence electronics manufacturing, especially for complex PCB, radar, and missile components, making it a highly lucrative segment with steady CAGR of 13.0% during FY'25-FY'30F.

Although Checkout Systems, Radar Test & Evaluation Systems, and Digital Receiver Systems report lower revenue bases and moderate CAGRs (~15% each), they continue to be critical enablers in system-level readiness and electronic warfare domains—especially as India advances towards integrated, network-centric warfare capabilities.

Figure 4-5: India Critical Test, Measurement, and Simulation Technologies Market Segmentation by Technology Type on the basis of Revenue in INR Cr, FY'25 & FY'30F



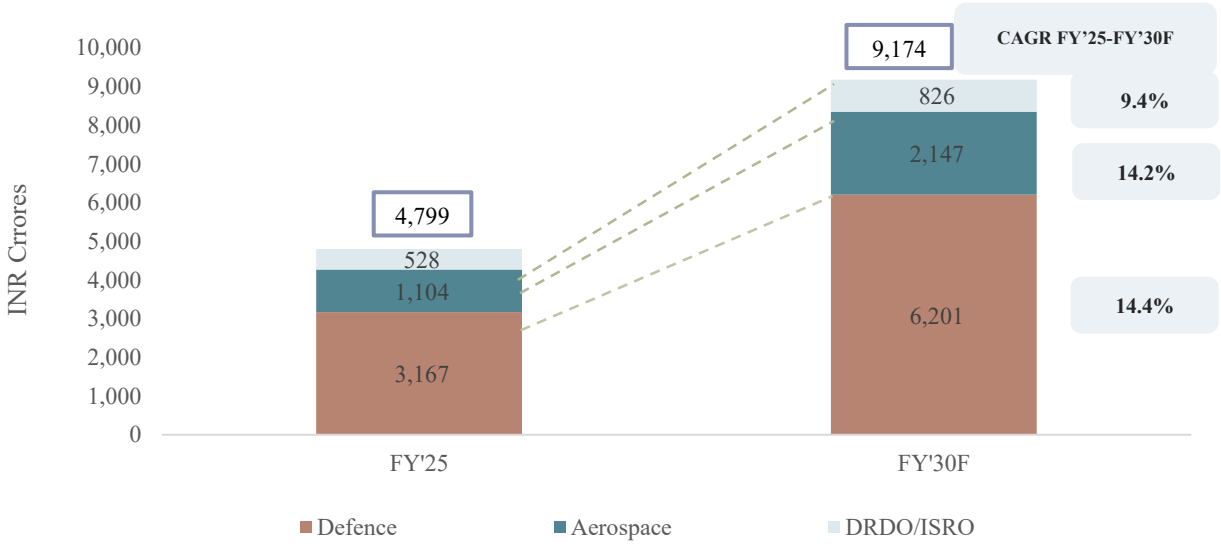
Source: Interviews with Industry Experts, Industry Articles & Ken Research Analysis
Note 1: F indicates forecasted year
Note 2: FY refers to financial year ending March

BY END-USER INDUSTRY (FY'25 & FY'30F):

As of FY'25, the **defence sector** dominates the market and will continue to remain so, with the segment projected to surge to INR 6,201 crore by FY'30, driven by the sustained modernization of India's armed forces, increased indigenous manufacturing, and robust R&D activities in line with the Defence Acquisition Procedure (DAP) and Make in India initiatives.

Meanwhile, the **DRDO/ISRO segment** will indicate a healthy **CAGR of 9.4% during FY'25-FY30F**, fueled by cutting-edge research in satellite launch systems, interplanetary missions, defence space programs, and next-gen propulsion technologies

Figure 4-6: India Critical Test, Measurement, and Simulation Technologies Market Segmentation by End-User Industry on the Basis of Revenue in INR Cr, FY'25 & FY'30F



Source: Interviews with Industry Experts, Industry Articles & Ken Research Analysis
Note 1: F indicates forecasted year
Note 2: FY refers to financial year ending March

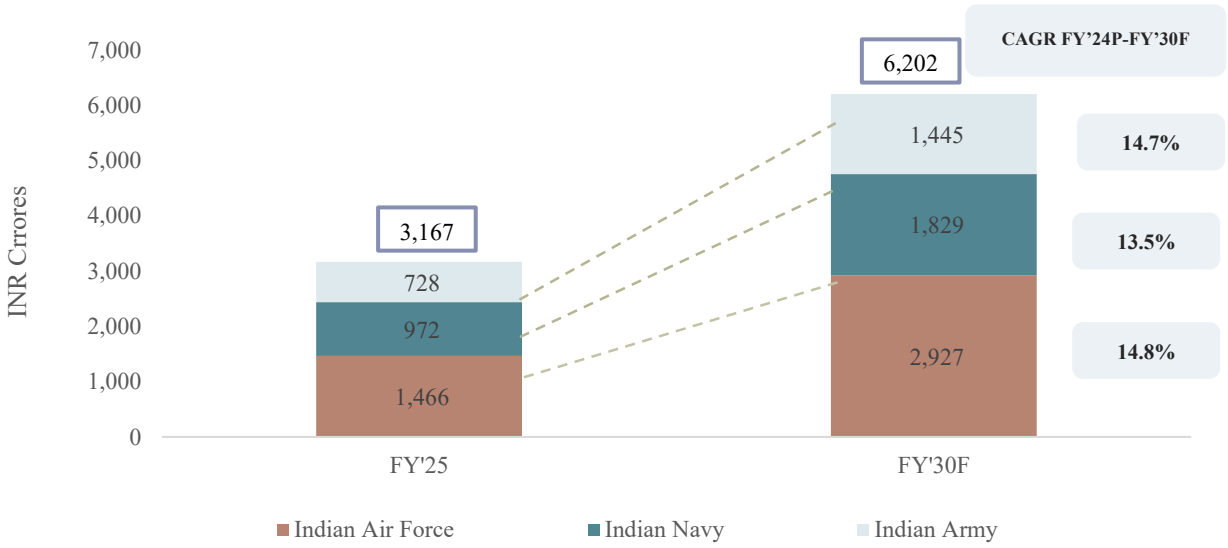
BY DEFENCE-SECTOR (FY'25 & FY'30F):

Within the defence sector, the **Indian Air Force** holds the position of the **largest end-user**. This dominance is driven by the Air Force's increasing procurement of indigenous fighter platforms (Tejas Mk2, AMCA), modernization of avionics systems, and demand for high-fidelity flight simulators, radar calibration tools, and avionics validation test beds.

Indian Navy is also a **lucrative and steadily growing market for these technologies** and its rise is propelled by the Navy's modernization of surface and subsurface platforms—including indigenous aircraft carriers, advanced submarines, and UAVs—necessitating complex system integration, electronics testing, and simulation capabilities for naval operations.

Within the Indian **Army** segment, demand surge is linked to increased deployment of advanced land systems, battlefield management systems, and indigenous missile programs, requiring extensive actuator testing, mobile ATEs, and mission rehearsal simulations.

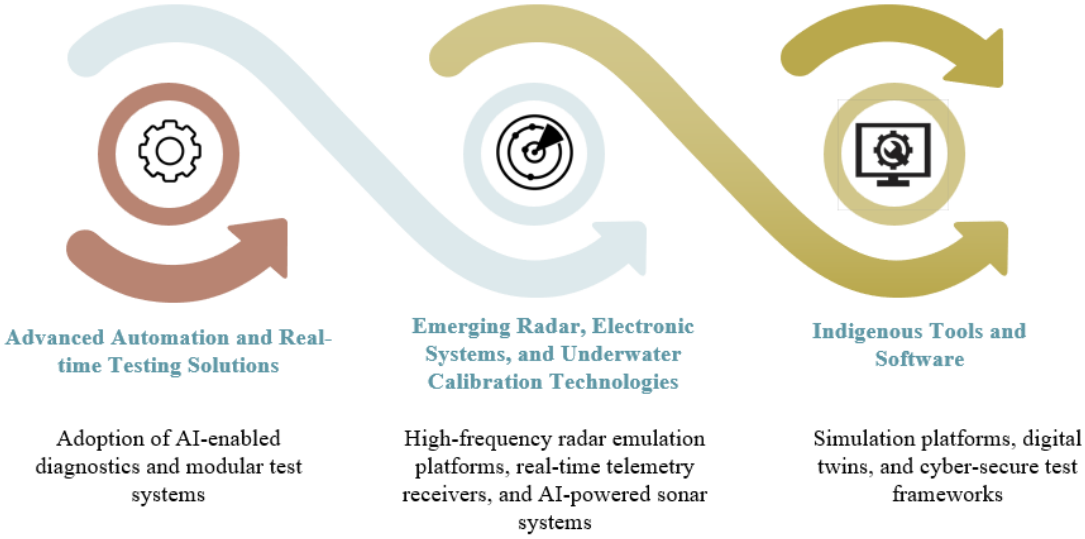
Figure 4-7: India Critical Test, Measurement, and Simulation Technologies Market Segmentation in Defence Sector on the Basis of Revenue in INR Cr, FY'25 & FY'30F



Source: Interviews with Industry Experts, Industry Articles & Ken Research Analysis
Note 1: F indicates forecasted year
Note 2: FY refers to financial year ending March

5. TECHNOLOGICAL LANDSCAPE

Figure 5-1: Technological Advancement in India TMS Market



Source: Interviews with Industry Experts, Industry Articles & Ken Research Analysis

5.1. ADVANCEMENTS IN AUTOMATION AND REAL-TIME TESTING SOLUTIONS

Organizations have increasingly adopted AI-enabled diagnostics and modular test systems to enhance efficiency, accuracy, and responsiveness across all operational stages. Some of the notable examples of such technological developments are as follows:

- Data Patterns (India) Ltd. developed real-time embedded computing platforms equipped with AI-driven diagnostics. These systems enabled live fault detection, supporting several DRDO initiatives between 2023 and 2025.
- Zen Technologies Ltd. introduced advanced simulation platforms featuring data-rich environments, **securing a INR 152 crore contract in 2025** for the Integrated Air Defence Combat Simulator (IADCS). Additionally, it signed an MoU with TXT Group to strengthen pilot training capabilities.
- Tecknotrove Systems Pvt. Ltd. deployed simulators incorporating gesture recognition and real-time bio-feedback, which the Indian Air Force adopted in 2024.

5.2. EMERGING TRENDS IN RADAR, ELECTRONIC SYSTEMS, AND UNDERWATER CALIBRATION TECHNOLOGIES

Focus on proactive surveillance and threat anticipation has driven investments in radar systems, electronic warfare solutions, and underwater calibration technologies in India. Defence contractors are developing a range of high-frequency radar emulation platforms, real-time telemetry receivers, and AI-powered sonar systems to enhance strategic and tactical responses.

- Paras Defence & Space Technologies Ltd. expanded its radar and anti-drone capabilities. In 2025, the company secured a DRDO contract for an advanced Laser Dome system and committed INR500 crore to establish an optical systems development facility.

5.3. Development of Indigenous Tools and Software to Meet Industry-Specific Requirements

Indian firms are designing and deploying simulation platforms, digital twins, and cyber-secure test frameworks to meet specialized requirements across aerospace and defence domains:

- **Tata Elxsi Ltd.** developed a mission-ready simulation platform for UAV avionics using MATLAB and an in-house RTOS, significantly accelerating validation cycles.

6. KEY GROWTH DRIVERS

Initiatives Promoting Technological Advancements and Automation in TMS Space:

India's growing emphasis on indigenization in defence technology is significantly boosting the Test, Measurement, and Simulation (TMS) technologies market. The **FY 2024–25 Union Budget allocation for the Defence Research and Development Organisation (DRDO)** has been **raised to INR 23,855 crore**, compared to **INR 23,263.9 crore in FY 2023–24**, reinforcing India's commitment to advanced, self-reliant defence tech capabilities. The budget is allocated to following programs of DRDO:

- INR 13,208 crore (55%) is earmarked for capital expenditure, enabling DRDO to invest in high-end simulation platforms, and advance defence hardware.
- The Technology Development Fund (TDF) allocation of INR 60 crore encourages private players, MSMEs, and academic institutions to collaborate with DRDO, with the possibility of encouraging niche technologies such as real-time data emulation systems.
- Additionally, the iDEX program has seen an allocation of INR 518 crore, which fuels innovations in defence testing through startups and next-gen thinkers. This funding can potentially accelerate AI-integrated testing software, drone simulation platforms tailored for Indian defence scenarios. (Source: Ministry of Defence)

With India fostering a dual-use tech environment between defence and civil aviation, TMS technologies are seeing cross-sectoral adoption. The Government's promotion of Def-Tech convergence with civil aviation and ISRO collaborations is fostering high-fidelity simulation systems for satellite payload testing, aerospace engine diagnostics, and rocket staging simulations.

Table 6-1: Budgetary Allocation of different Programs Under DRDO's Budget (in INR Crores), FY'24-FY'25

Allocations	Budget Spent (INR Cr.)
Capital Expenditure	**13,208**
iDEX program	518
Technology Development Fund	**60**
Other Allocations	10,069
Total	**23,855**

Source: Ministry of Defence & Ken Research Analysis
Note: FY refers to financial year ending March

Increasing Focus on Quality Assurance:

India's Critical Test, Measurement, and Simulation Technologies Market is driven by an increasing focus on quality assurance across the defence and aerospace sectors, as the Government prioritizes platform reliability, mission-readiness, and operational excellence. This heightened emphasis is reflected in the INR 92,088 crore capital allocation in FY 2024–25 for sustenance and operational readiness—aimed at enabling the Armed Forces to maintain strict quality control over their high-value assets including aircraft, warships, and missile systems. (Source: Ministry of Defence)

With rising technological complexity and evolving threat environments, quality assurance has become a continuous process integrated into the lifecycle of defence equipment, requiring robust simulation, predictive diagnostics, and advanced measurement frameworks.

The Government's broader defence budget of INR 6.2 Lakh crore includes strategic investments in simulation-based quality validation systems that can test components under extreme, real-world conditions to eliminate failure points before deployment. Additionally, the launch of the iDEX-ADITI scheme with INR 400 crore in funding, offering up to INR 25 crore per applicant, is aimed at enabling start-ups and MSMEs to develop indigenous, next-generation QA tools—that possibly include AI-enabled fault detection, automated stress testing, and condition-based monitoring systems. These initiatives signify a paradigm shift in defence quality assurance, transforming it from a compliance requirement into a strategic priority in India's defence infrastructure.

Rising Demand for Customized Test and Simulation Solutions:

The Ministry of Defence (MoD) has made a **landmark allocation of INR 1.1 lakh crores**, representing **75% of its modernization budget for FY 2024–25**, specifically for **procurement through domestic industries**. (Source: Ministry of Defence). This policy initiative is fostering a significant shift toward **localized, tailor-made test and simulation solutions** to meet unique defence requirements. Some of the developments as a result of policy initiatives are as follows:

- Indian defence OEMs and system integrators are now investing in customizable Hardware-in-Loop (HIL) systems, Mission-critical Simulation Rigs, and Synthetic Environment Modeling tools designed to replicate Indian battlefield conditions.
- This domestic procurement model ensures rapid iteration cycles of test environments for UAV systems, radar calibration, and missile interface validation tailored for diverse geographic zones—from deserts to high-altitude zones.

AI-powered simulation engines are now being customized to simulate real-time operational dynamics, such as drone swarm behavior, autonomous mission planning, or hypersonic flight control—technologies where off-the-shelf solutions fall short.

- Customized models enable defence labs to train AI algorithms on localized terrain and threat libraries, ensuring more robust and context-aware system development.
- AI integration is also accelerating adaptive testing environments, which automatically tweak parameters based on prior test data—reducing time-to-certification significantly.

Rapid Missile Integration increasing demand for TMS solutions:

In missile development programs, precision testing and simulation tools are indispensable for seamless system integration. India's growing focus on strengthening indigenous missile capabilities—ranging from surface-to-air and air-to-air to long-range strategic systems—has created a strong demand for specialized test environments. Avionic test systems and checkout systems are particularly vital during the final stages of integration, ensuring that subsystems like navigation, propulsion, control, and telemetry function cohesively.

Automated Test Equipment (ATE) is being increasingly deployed to validate electronic payloads, inertial guidance systems, and other mission-critical components under realistic operating conditions. The need for repeatable, high-fidelity testing is further reinforced by the strategic importance of these defence assets, pushing for greater investment in simulation-based validation and test frameworks.

Growing defence electronic manufacturing leading to increased integration of ATE and other systems:

With India evolving into a key hub for defence and aerospace electronics manufacturing, test and measurement technologies are at the heart of quality assurance. Modern production lines for radar systems, avionics, control

systems, and RF electronics require end-of-line validation and continuous fault detection to maintain high reliability standards. Automated Test Equipment (ATE) and digital receiver systems are being integrated into the production workflows to support high-throughput testing while reducing time-to-market. Additionally, as electronic assemblies grow increasingly complex and miniaturized, simulation tools are essential in the design verification and performance modeling stages. The increasing localization of production under initiatives like "Make in India" and "Atmanirbhar Bharat" is further driving the adoption of indigenous test solutions, tailored to meet the specific requirements of Indian defence programs.

Quality assurance prompting need for ESS Testing (Environmental Testing):

Environmental Stress Screening (ESS) and qualification testing are critical to ensuring the survivability and performance of electronic and mechanical systems under extreme operational conditions. India's climatic diversity and the operational demands of defence systems—from deserts to high-altitude terrain—necessitate robust environmental testing protocols.

Radar test systems, actuator test systems, and avionic test platforms are routinely subjected to thermal, vibration, humidity, and shock testing, mimicking real-world mission environments. The increasing deployment of mobile and field-deployable test systems also reflects the need for on-site validation and calibration. Moreover, digital simulation tools are enabling virtual ESS testing during early design stages, reducing physical test cycles and associated costs.

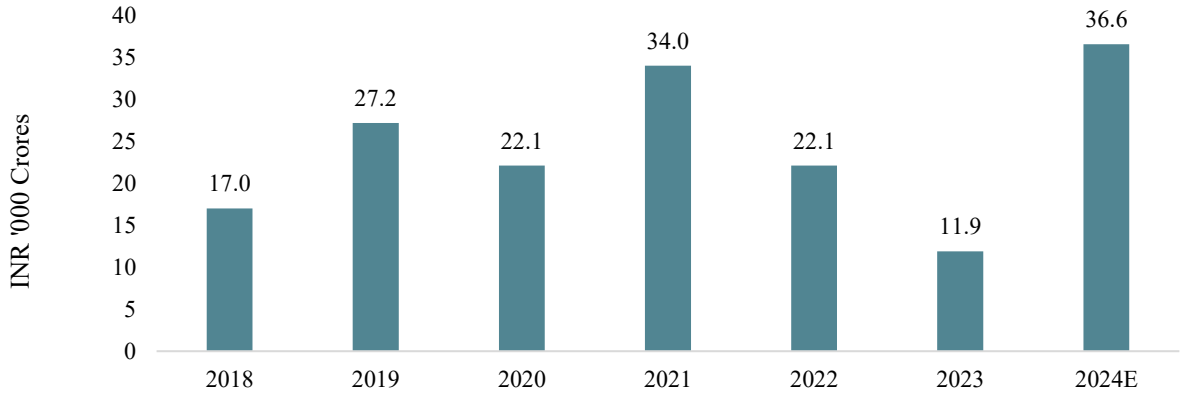
7. MARKET CHALLENGES AND THREATS

Higher Reliance on Imports for Critical Test, Measurement, and Simulation Technologies:

India's defence and aerospace industry face challenges due to a **high reliance on imports** for critical **Test, Measurement, and Simulation (TMS) technologies**. Despite government efforts to boost indigenization, majority **of high-end TMS subsystems** are still imported, primarily from the US, Israel, Germany, and France. This dependence has led to extended lead times (8–12 months), high foreign exchange-driven cost volatility (10–14% increase), and vulnerability to export control regimes like ITAR and Wassenaar Arrangement.
Furthermore, India's indigenous TMS integration capability remains low. While domestic firms such as BEL, Data Patterns, and Astra Microwave have made incremental progress, they still rely heavily on foreign COTS modules for core components. Additional challenges include a lack of standardized national simulation infrastructure, limited collaboration between DRDO, ISRO, and private R&D players.

These factors collectively pose **strategic, operational, and cost-related risks**, especially as India expands its indigenous platform portfolio.

Figure 7-1: India's Arms Imports on the basis of Value (in INR '000 Crores), 2018–2024E



Source: Stockholm International Peace Research Institute

Regulatory and Bureaucratic Hurdles & Procurement Delays:

Overlapping jurisdictions among defence regulatory bodies, licensing bottlenecks under the Offset Policy, and strict import/export controls on dual-use technologies like RF receivers have significantly delayed technology acquisition and deployment. These hurdles have been particularly impactful in time-sensitive areas such as radar test systems and avionics test benches, where lengthy approval and clearance processes have hampered operational readiness.

Procurement delays added to these issues, with average acquisition timelines for test systems stretching beyond 24–30 months due to extended tendering processes, and unclear technical evaluation metrics. Frequent re-tendering, and the absence of standardized compliance benchmarks disrupted the timely execution of projects.

Talent Shortage and High R&D Costs:

The industry struggles with a shortage of highly skilled professionals, especially in specialized fields such as avionics and systems engineering. Initiatives like RTX Corp's expansion and the Defence Institute of Advanced Technology (DIAT) are helping bridge the gap by training and hiring skilled workers. Indian defence firms invest

less in R&D compared to global counterparts, with only about 1.2% of revenue allocated to R&D, considerably lower than the global average of 3.4%. (Source: IIFL Securities). However, government initiatives, including increased funding for DRDO and support for academia and private industry, aim to reduce R&D costs and foster innovation.

Domestic Market Limitations:

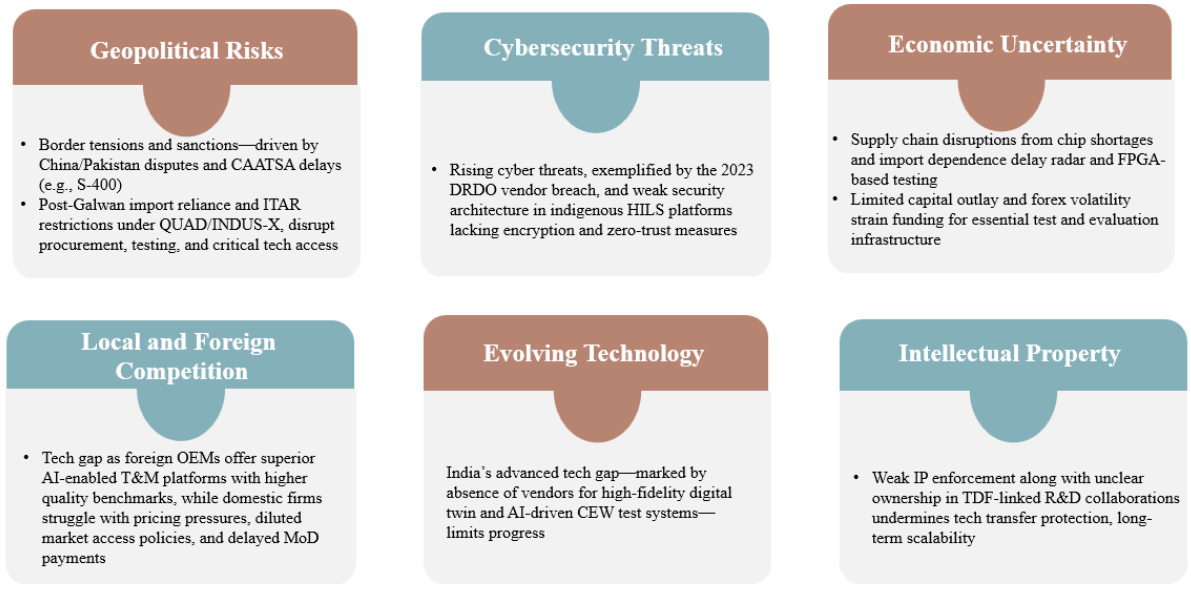
The complexities of obtaining certifications, along with limited opportunities for market entry, restrict the ability of emerging companies to compete and innovate. As a result, the market remains dominated by established players, and India's reliance on foreign suppliers for critical technologies persists, limiting the full development of indigenous capabilities in defence and aerospace sectors.

- The certification process is lengthy and complex, causing significant delays in product introduction.
- Domestic players face difficulty in securing government and defence contracts due to the strong presence of established players.
- Limited access to cutting-edge testing and simulation facilities hampers the ability of new entrants to compete in the market.
- Regulatory red tape and bureaucratic hurdles delay product development, discouraging potential investment.

7.1. THREAT & RISKS

The rapidly evolving landscape of defence and aerospace technologies presents a complex array of threats and risks, including geopolitical instability, intense competition from both local and international players, growing cybersecurity vulnerabilities, and the rapid pace of technological advancements.

Figure 7-2: Threat and Risks in India's India Test, Measurement, and Simulation Technologies Market



Source: Ken Research Analysis

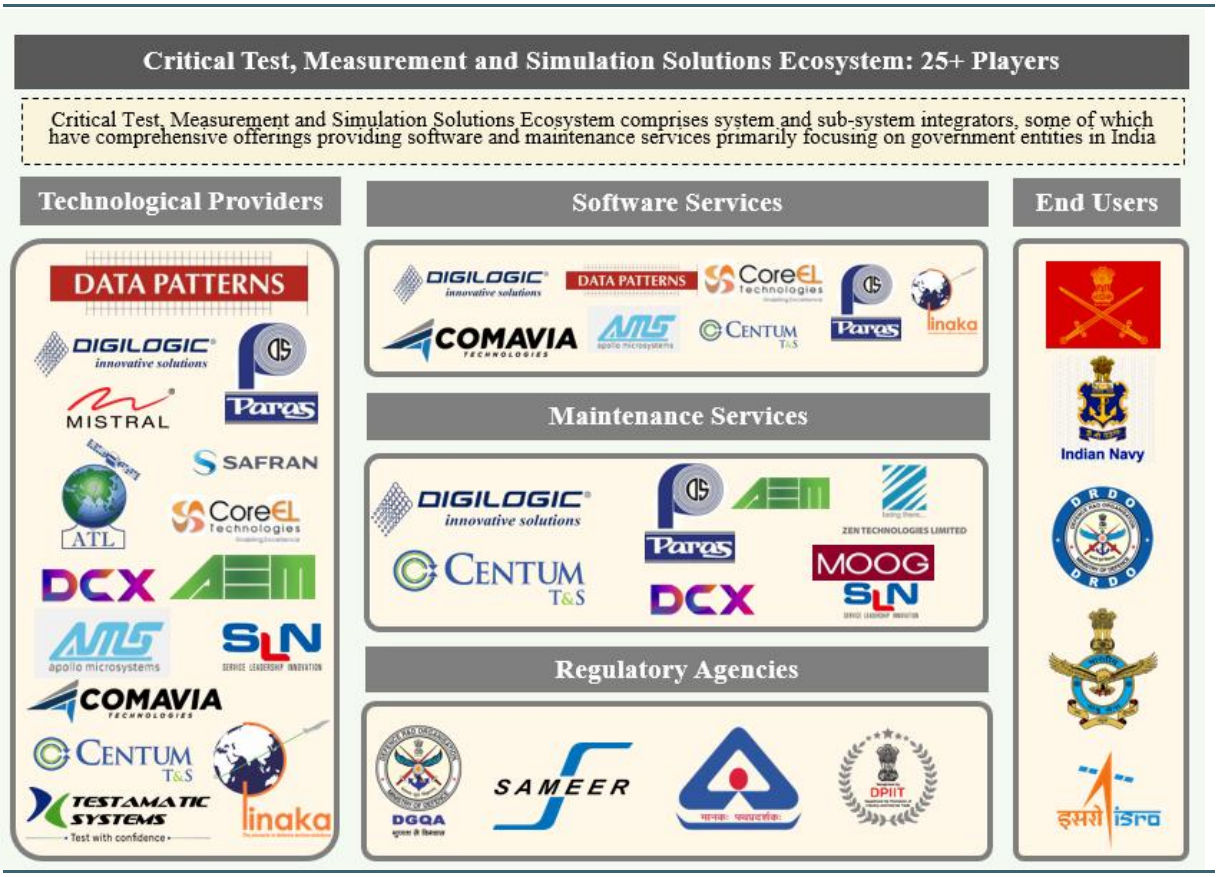
8. Competition Landscape - India Critical Test, Measurement and Simulation Technologies Market

8.1. Major Critical Test, Measurement and Simulation Technologies Suppliers in the Industry

The Critical Test, Measurement, and Simulation Solutions market is fairly consolidated with a certain number of players showing trend towards vertical integration, where players like Data Patterns, Digilogic Systems Limited, ComAvia, and Centum Electronics offer end-to-end solutions. These companies are active across the value chain — from providing core technological solutions and hardware platforms to delivering software development, testing, and maintenance support services. Their comprehensive capabilities across avionics systems, radar testing, automated test equipment, and simulation testing, as reflected in the heat map, enable them to serve critical defence and space sectors like the Defence, Aerospace and DRDO/ISRO efficiently. Their ability to handle both system development and post-deployment support gives them a competitive edge and secures long-term strategic partnerships with government entities.

Within the **Critical Test, Maintenance, and Simulation Solutions ecosystem**, **Digilogic Systems Limited** emerges as a uniquely positioned player showcasing strong **presence** across **technological solutions (hardware)**, **software**, **and maintenance** services.

Figure 8-1: Ecosystem of Key Players in India Critical Test, Measurement and Simulation Technologies Market



Source: Ken Research Analysis and Companies' Websites

Positioning of Digilogic Systems Limited in the Indian Test, Measurement, and Simulation Technologies Space:

"Digilogic Systems Limited has positioned itself as niche player serving as one stop solution for critical testing, measurement and simulation solutions, its software and maintenance services"

The Critical Test, Measurement and Simulation Technologies market in India comprises approximately 25–30 system integrators/ strategic electronic component manufacturers, including both large-scale enterprises (revenue of over INR 1,000 cr) and small (revenue of less than INR 250 cr) to mid-sized companies (revenue of 250 Cr-1000 cr). The landscape features a mix of players —offering a wide range of hardware/technological solutions—and other players that specialize in integrated software solutions and maintenance services for defence and aerospace systems and subsystems.

Within the SME segment, around 15 companies operate across both horizontal (portfolio breadth presence across all segments) and vertical business models (portfolio presence in less than 2 categories). These players maintain manufacturing capabilities for one or more specialized product categories such as avionic test systems, automated test equipment (ATE), radar test & evaluation systems, checkout systems, actuator test systems, and digital receiver systems.

A niche group of 5 companies stands out in the market as integrated solution providers spanning three key service lines: hardware, software, and maintenance services. Prominent names in this segment include Digilogic Systems Limited, Centum Electronics Ltd., Paras Defence and Space Technologies Ltd, SLN Technologies Pvt. Ltd., and Safran Data Systems India Pvt. Ltd.

Among many system integrators that treat each prototype as a standalone exercise, Niche players such as Digilogic Systems Limited has formalized its prototyping software and algorithms into a maintainable library of reusable software IPs. These software IPs enables players to win testing and maintenance orders with reduced non-engineering expense and shortening the path from proposal to deployment. With this positioning, Digilogic Systems Limited has the market share of 1.5% in Critical testing, measurement and simulation technologies market in India in FY'2025.

Niche players stands out by offering a **full-spectrum capability**, from developing core automated and avionics test systems to delivering customized software solutions and long-term maintenance support. This end-to-end service capability allows Digilogic Systems Limited to seamlessly address client needs across the entire lifecycle of critical defence and aerospace projects, particularly in high-stakes environments like the Indian Armed Forces and DRDO/ISRO initiatives.

8.2. Cross-Comparison of Peers in India Critical Test, Measurement and Simulation Technologies Market

Some of the key competitors competing in the country's Critical Test, Measurement and Simulation Technologies space are benchmarked on the basis of operational and financial parameters as follows:

Table 8-1: Cross-Comparison of Peers in India Critical Test, Measurement and Simulation Technologies Market on basis of Operational Parameters, As on January 2026 (1/5)

Players	HQ	Geographical Presence (India)	Founded Year	Key Product Offerings
Ananth Technologies Private Limited	Hyderabad, Telangana	Hyderabad, Bengaluru, Trivandrum	1992	• Telemetry, Tracking, and Command (TTC) Units • Digital and RF/Microwave Systems • Simulators and Automatic Checkout Systems • Digital IF (Intermediate Frequency) Processors and Waveform Generators
Apollo Micro System Limited	Hyderabad, Telangana	Hyderabad	1985	• Integrated Avionics Modules • Missile Hardware Simulators • Launcher Controllers • Turret Control Units • Ruggedized COTS-embedded hardware and software solutions • Cockpit Displays • PV2 Junction Boxes and Steadi Copter systems
Data Patterns (India) Limited	Chennai, Tamil Nadu	Chennai, Bengaluru, Hyderabad, New Delhi, Trivandrum	1985	• Precision Approach & Weather Radars • Electronic Warfare Systems • Avionics Systems & Cockpit Displays • Automated Test Equipment (ATE) • RF & Microwave Products • Naval and Communication Systems • Identify Friend or Foe (IFF) Solutions • Software Development and Embedded Systems Services
Zen Technologies Limited	Hyderabad, Telangana	Hyderabad, Kondapur, Rangareddy,	1993	• Combat Training Solutions • Counter-Drone Solutions • Combat Training Centre (CTC)
DCX Systems Limited	Bengaluru, Karnataka	Bengaluru	2011	• Cable & Wire Harness Assemblies • Backplane Assemblies • Printed Circuit Board Assemblies (PCBA) • Electro-Mechanical Box Assemblies • System Integration Platforms • Kitting Solutions • Environmental Stress Screening & Test Systems
Digilogic Systems Limited	Hyderabad, Telangana	Bengaluru, Hyderabad	2007	• Avionic Test Systems • Checkout Systems • Actuator Test System • Radar Test and Evaluation System

Players	HQ	Geographical Presence (India)	Founded Year	Key Product Offerings
				• Automated Test Equipments • Digital Receiver System

Source: Ken Research Analysis, Companies' Websites, Annual Reports

Table 8-2: Cross-Comparison of Peers in India Critical Test, Measurement and Simulation Technologies Market on basis of Strengths and Weaknesses, As on January 2026 (2/5)

Players	Strengths	Weaknesses
Ananth Technologies Private Limited	• Deep expertise in indigenous hardware: HDR+I9S, EIMT & MISE tools for PSLV telemetry, tracking & harness integration • Proven proprietary platforms (Antaris cloud, SatOS, XDLinx) that cut satellite integration time and cost	• High engineering overhead can inflate project economics
Apollo Micro System Limited	• End-to-end IV&V and real-time embedded-OS capabilities ensure early defect catch and compliance • Advanced defence solutions (VMCSDS, SDUHS) demonstrate cutting-edge algorithmic strength in radar & torpedo guidance	• Solutions are highly customized, slowing broader scalability
Data Patterns (India) Limited	• Broad indigenous systems portfolio (Precision Approach Radar, Nano Satellite, EW suite) across platforms • DP-CHRONO IDE accelerates embedded-software development with compliance (DO-178B) and rich debugging/profiling toolchain	• Engineering-first approach leads to longer development cycles • Limited plug-and-play IP offerings for non-defence clients
Zen Technologies Limited	• Portfolio of AI-driven defence products (Prahasta, Hawkeye, Barbarik, AI drones) leveraging LIDAR and reinforcement-learning algorithms • Strong software autonomy capabilities for real-time targeting and surveillance	• High R&D intensity impacts margin and time-to-market
DCX Systems Limited	• Core strength in cable/harness manufacturing and full-system integration (PCBA, RF, power & data cables) for EW and comms systems • Established supply-chain relationships in defence electronics	• Primarily hardware-centric, with minimal value uplift from software offerings
Digilogic Systems Limited	• Strength in modular test and measurement platforms (PXIe/cPCI/LXI) for defence applications, with end-to-end capabilities in design, development, and system integration.	• Limited focus on test and simulation systems limits exposure to end-use defence applications, reducing opportunities for higher-margin, mission-critical system integration.

Players	Strengths	Weaknesses
	• Domain expertise in radar and electronic warfare testing, advanced FPGA/DSP-based signal processing and LabVIEW-driven automation frameworks.	

Source: Ken Research Analysis, Companies' Websites, Annual Reports, News Articles, Companies Announcement

Table 8-3: Cross-Comparison of Peers in India Critical Test, Measurement and Simulation Technologies Market on basis of Recent Contracts, As on January 2026 (3/5)

Players	Recent Contracts
Ananth Technologies Private Limited	• **Nov'24:** Disclosed a ~₹900 crore order book largely from established defence/aerospace counterparties, providing medium-term execution visibility
Apollo Micro System Limited	• **Sept'24:** Apollo Micro Systems Ltd. (AMSL) secured a INR 5.7 crore contract to develop and supply rocket-guided bombs for anti-submarine warfare, integrating subsystems like MINI-MIU, SPU, and Unified Avionics Computer
Data Patterns (India) Limited	• **Feb'25:** At Aero India 2025, Data Patterns unveiled the HAWK I 2700, an indigenously developed radar for the Sukhoi-30MKI, offering a 250 km search range, 200 km tracking range, and electronic jamming capabilities to replace the Russian N011 Bars radar. • **Mar'23:** For BrahMos missile program, company supplied critical components like Fire Control Systems (FCS) for land and air platforms, including the Sukhoi-30. The company also developed checkout systems for missile production testing, enabling significant cost savings through indigenization and adaptability.
Zen Technologies Limited	• **Mar'25:** Received INR 152-crore order from the Indian Ministry of Defence (MoD) to deliver an advanced integrated air defence combat simulator which incorporates high-resolution dome projection, recoil simulation, fire control radar, drone threat simulation, and performance assessment features for advanced training. • **Feb'25:** Launch of the 'Vyom Kavach' anti-drone system with a 20 km range integrates multi-layered detection, RF jamming, and kinetic interceptors, while the airborne killer drone hat features Vertical Takeoff and Landing (VTOL) Platform, autonomous deployment, and AI-powered targeting. • **Sep'23:** Zen Technologies' received order of INR 227.65 crore for anti-drone system, that integrates RF detection, video tracking, radar, data fusion, RF jamming, and hard kill mechanisms like machine guns and net catchers to counter drone threats.
DCX Systems Limited	• **April '25:** Israel Aerospace Industries (IAI) and DCX Systems have formed a joint venture, ELTX, to co-develop and manufacture advanced defence systems—such as airborne radars, ground-based platforms, and electronic warfare technologies—for the Indian Armed Forces.

Players	Recent Contracts
	• **Sept 23:** DCX Systems, via its subsidiary RASPL, has expanded in-house integration in defence and aerospace, covering electronic warfare, radar, communication, and missile guidance subsystems. RASPL offers electronics manufacturing, Printed Circuit Board (PCB) assembly, and system integration, and is licensed to produce and test microwave submodules for missile command units.
Digilogic Systems Limited	• **Jun'24:** Digilogic Systems Limited partnered with **SPHEREA France** to develop and deliver advanced test and simulation solutions for the defence sector, particularly targeting DRDO, HAL, and various Public Sector Undertakings (PSUs). • **Oct'23:** Digilogic Systems Limited partnered with Poland-based SATIM for the co-development of a Synthetic Aperture Radar (SAR) Environment Simulator.

Source: Ken Research Analysis, Companies' Websites, Annual Reports, News Articles, Companies Announcement

Table 8-4: Cross-Comparison of Major Key Peers in India Critical Test, Measurement and Simulation Technologies Market on basis of Financial Parameters, FY'23 – FY'26 (H1) (4/5)

Company	Financial Year	Revenue From Operations (INR Cr)	Y-o-Y Growth in Revenue from Ops. (%)	EBITDA (INR Cr)	EBIDTA Margin (%)	PAT (INR Cr)	PAT Margins (%)
Ananth Technologies Private Limited	FY'25	N/A	N/A	N/A	N/A	N/A	N/A
	FY'24	272.45	25.28%	69.57	25.53%	44.12	20.29%
	FY'23	217.47	6.58%	54.78	25.19%	33.21	16.28%
Apollo Micro System Limited	FY'26 (H1)	358.85	N/A	95.79	26.53%	47.71	13.22%
	FY'25	562.07	(32.32%)	132.10	23.50%	56.36	10.03%
	FY'24	371.63	24.91%	85.68	23.06%	31.10	8.37%
	FY'23	297.53	22.34%	64.92	21.82%	18.74	6.30%
Data Patterns (India) Limited	FY'26 (H1)	406.79	N/A	115.99	27.40%	74.69	17.65%
	FY'25	708.35	36.27%	321.34	45.36%	221.81	31.31%
	FY'24	519.80	14.63%	267.65	51.49%	181.69	34.95%
	FY'23	453.45	45.87%	181.03	39.92%	124.00	27.35%
Zen Technologies Limited	FY'26 (H1)	331.79	N/A	174.09	45.95%	114.98	30.35%
	FY'25	973.64	12.87%	431.90	44.36%	299.33	30.74%
	FY'24	439.85	100.98%	195.70	44.49%	129.50	29.44%
	FY'23	218.85	213.76%	79.87	36.50%	49.97	22.83%
DCX Systems Limited	FY'26 (H1)	415.02	N/A	14.79	3.35%	(4.98)	(1.13%)
	FY'25	1,083.67	(76.56%)	84.64	7.81%	38.87	3.59%
	FY'24	1,423.58	13.56%	129.54	9.10%	80.11	5.63%
	FY'23	1,253.63	13.73%	113.22	9.03%	69.66	5.56%
Digilogic Systems Limited	FY'26 (H1)	18.18	N/A	3.34	18.39	1.61	8.87%
	FY'25	72.06	39.76%	13.04	18.60%	8.11	11.26%
	FY'24	51.56	(7.87%)	5.45	10.56%	2.40	4.65%
	FY'23	55.96	39.39%	5.28	9.43%	2.18	3.89%

Source: Ken Research Analysis, Companies' Websites, Annual Reports, Proprietary Databases
Note 1: FY'25 indicates financial year which starts from 1st April 2024 and ends on 31st March 2025
Note 3: N/A indicates not available; annual filling not reported to MCA.
Note 4: Financial data for Apollo Micro System Limited, Data Patterns (India) Limited, Zen Technologies Limited, DCX Systems Limited, DCX Systems Limited, Digilogic Systems Limited have been sourced directly from the annual report; for Ananth Technologies Private Limited the data has been computed as per the formula mentioned in the KPI Certificate of Digilogic Systems Limited.
Note 5: FY'25 data for Ananth Technologies Private Limited is not available in public domain as of September 2025
Note 6: FY'26 (H1) indicates half-yearly data for FY'26
Note 7: FY'26 (H1) figures for Data Patterns are presented on a standalone basis

Table 8-5: Cross-Comparison of Major Key Peers in India Critical Test, Measurement and Simulation Technologies Market on basis of Financial Parameters, FY'23 – FY'26 (H1) (5/5)

Company	Financial Year	Return on Net Worth (%)	ROCE (%)	Debt-Equity Ratio (times)	Working Capital Cycle (Days)*	Interest Coverage Ratio (times)
Ananth Technologies Private Limited	FY'25	N/A	N/A	N/A	N/A	N/A
	FY'24	7.55%	9.17%	0.50	298.62	9.53
	FY'23	6.09%	7.54%	0.51	248.99	5.71
Apollo Micro System Limited	FY'26 (H1)	5.66%	6.48%	0.34	N/A	3.78
	FY'25	10.02%	12.44%	0.52	381.35	3.31
	FY'24	6.90%	10.25%	0.55	482.14	2.46
	FY'23	5.33%	9.75%	0.37	434.70	2.29
Data Patterns (India) Limited	FY'26 (H1)	4.90%	6.78%	0.03	N/A	18.91
	FY'25	15.66%	20.38%	0.22	449.58	25.45
	FY'24	14.59%	18.99%	0.28	614.73	26.96
	FY'23	14.24%	14.78%	0.23	428.12	22.30
Zen Technologies Limited	FY'26 (H1)	6.43%	8.96%	0.04	N/A	29.95
	FY'25	27.85%	23.26%	0.18	242.57	56.67
	FY'24	33.87%	40.36%	0.61	257.06	82.64
	FY'23	16.68%	22.55%	0.43	214.98	18.54
DCX Systems Limited	FY'26 (H1)	(0.35%)	0.48%	0.29	N/A	4.21
	FY'25	3.14%	5.18%	0.38	140.04	3.08
	FY'24	9.70%	8.78%	0.64	109.52	4.17
	FY'23	21.45%	10.35%	1.15	59.70	4.35
Digilogic Systems Limited	FY'26 (H1)	4.71%	4.71%	0.63	212.00	6.59
	FY'25	34.57%	34.27%	0.40	113.00	12.00
	FY'24	19.53%	19.10%	0.60	34.00	3.86
	FY'23	21.76%	20.68%	0.98	26.00	3.94

Source: Ken Research Analysis, Companies' Websites, Annual Reports, Proprietary Databases

**Note 1: For the working capital cycle (in days), only inventory, debtors, and creditors have been considered; no other liabilities have been included.*

Note 2: FY'25 indicates financial year which starts from 1st April 2024 and ends on 31st March 2025

Note 3: Interest Coverage Ratio = Earnings Before Interest and Taxes / Interest Expense on Borrowings

Note 4: N/A indicates information Not Available

Note 5: Financial data for Apollo Micro System Limited, Data Patterns (India) Limited, Zen Technologies Limited, DCX Systems Limited, DCX Systems Limited, Digilogic Systems Limited have been sourced directly from the annual report; for Ananth Technologies Private Limited the data has been computed as per the formula mentioned in the KPI Certificate of Digilogic Systems Limited.

Note 6: FY'25 data for Ananth Technologies Private Limited is not available in public domain as of September 2025

Note 7: FY'26 (H1) indicates half-yearly data for FY'26

Note 8: FY'26 (H1) figures for Data Patterns are presented on a standalone basis

9. Conclusion – Way Forward

The India Critical Test, Measurement, and Simulation) Technologies market is on an accelerated growth path, to expanding from INR 4,799 crore in FY'25 to INR 9,174 crore by FY'30, at a CAGR of 13.8%. This momentum is driven by the Government's strong push for defence indigenization, rising R&D investment, and the modernization of validation infrastructure across DRDO, ISRO, and the Armed Forces.

Among the key segments, Avionic Test Systems (ATS) and Automated Test Equipment (ATE) will remain as the key growth segments due to their sizeable markets owing to growing deployment in indigenous aircraft programs, electronics manufacturing, and advanced radar systems.

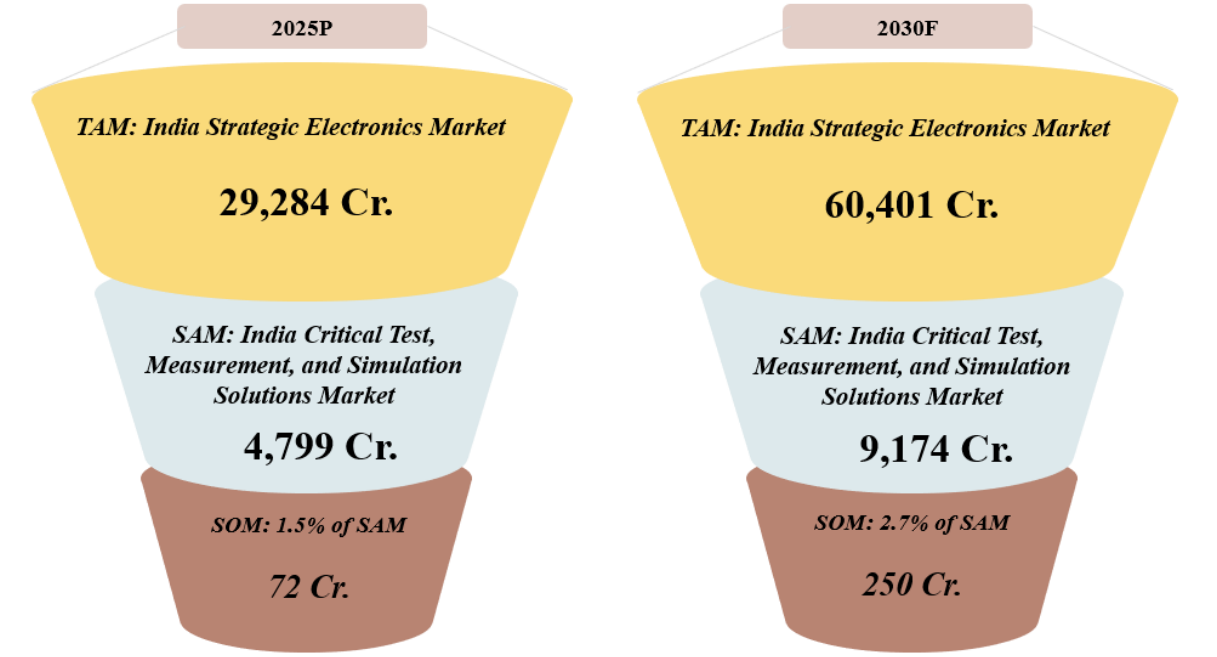
As the Indian defence sector modernizes its testing infrastructure and shifts towards automated and integrated test environments, the demand for advanced and customized TMS solutions is expected to rise sharply —offering lucrative opportunity for specialized solution providers like Digilogic Systems Limited. Digilogic Systems Limited stands out as an integrated solution provider in TMS space.

As of FY'25, Digilogic Systems Limited addresses a Serviceable Obtainable Market (SOM) of INR 72 crore, contributing ~1.5% of India's serviceable TMS market. By FY'30, this opportunity is expected to grow to INR 250 crore, supported by its scalable technology platforms and expanding demand for embedded testing, simulation environments, and digital validation tools.

To further strengthen its capabilities and cater to this rising demand, Digilogic Systems Limited is planning to set up a dedicated facility for the manufacturing of electronic sub-systems and environmental testing. This will enable the company to offer comprehensive in-house design-to-validation solutions, support faster product development cycles, and meet the high-reliability requirements of mission-critical defence and aerospace programs.

With its domain expertise, agile development capabilities, and deep government linkages, Digilogic Systems Limited is well-positioned to emerge as a core enabler in India's strategic electronics value chain, supporting both domestic needs and global defence collaborations.

Figure 9-1: Target Market Opportunity for Digilogic Systems Limited, 2025P & 2030F



Source: Ken Research Analysis
TAM: Target addressable market; SAM: Serviceable addressable market and SOM: Serviceable obtainable market

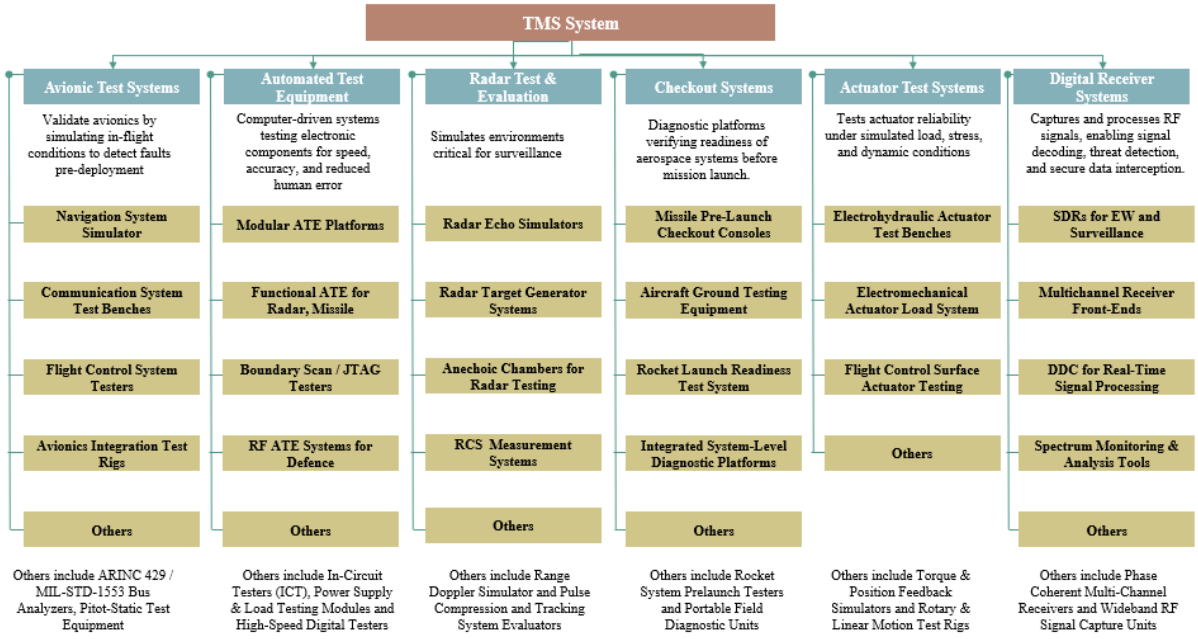
10.Research Methodology

10.1. Market Definitions

Critical Test, Measurement, & Simulation Technologies Market Size: Critical Test, Measurement, & Simulation Technologies Market is the sum of all the respective technological solution sold in India, encapsulating the different types (Avionic Test Systems, Automated Test Equipment (ATE), Radar Test & Evaluation Systems, Checkout Systems, Actuator Test Systems, Digital Receiver Systems).

The market value is calculated in INR Crores and refers to the industry revenue generated from sale of Critical Test, Measurement, & Simulation Technologies manufactured domestic, and imported within the country.

This market covers Critical Test, Measurement, & Simulation Technologies demand coming from India's defence aerospace sectors, ISRO and DRDO.



10.2. ABBREVIATIONS

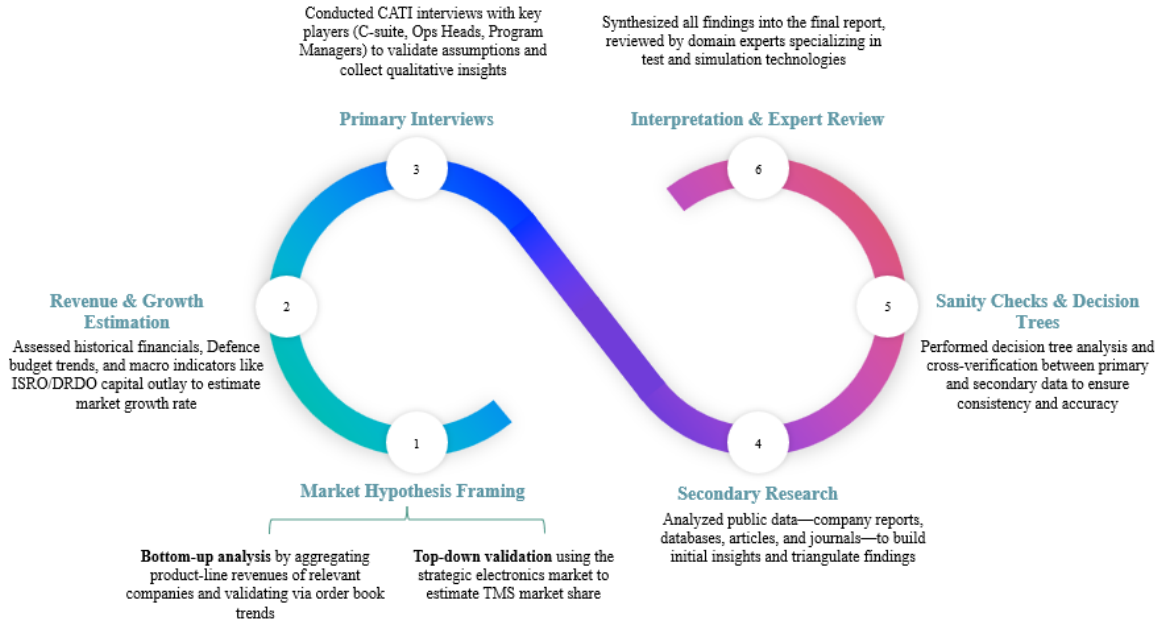
A&D – Aerospace & Defence
ADITI - Acing Development of Innovative Technologies with iDEX
AI – Artificial Intelligence
AMCA – Advance Medium Combat Aircraft
AQA – Automated Quality Assurance
ARINC429 – Aeronautical Radio INC 429
ATAGS - Advanced Towed Artillery Guns
ATE – Automated Test Equipment
ATP – Acceptance Test Procedure
Bn – Billion
CAATSA - Countering America's Adversaries Through Sanctions Act
CACPL - Chakradhara Aerospace and Cargo Private Limited
CAGR - Compound Annual Growth Rate
CEMILAC - Centre for Military Airworthiness & Certification
CEW – Combat Engineering Work
COTS - Commercial Off-the-Shelf
CPI - Consumer Price Index
CPI – Consumer Price Index
Cr – Crores
CTC – Combat Training Centre
CY – Calendar Year
D1 – Demonstration 1
DAP – Defence Acquisition Procedure
DC-DC Converters – Direct Current to Direct Current Converters
Def-Tech – Defence Technology
DDC – Data Device Corporation
DIAT – Defence Institute of Advanced Technology
DOORS - Dynamic Object-Oriented Requirements System
DP-CHRONO - Data Patterns – Chronological Workbench
DPIIT – Department for Promotion of Industry and Internal Trade
DPSUs – Defence Public Sector Undertakings
DRDO – Defence Research and Development Organisation
DRHP - Draft Red Herring Prospectus
DSP – Digital Signal Processing
DTIS – Defence Testing & Integration System
EBITDA – Earning Before Interest, Tax, Depreciation, and Amortisation
ECM – Electronic Counter Measure
EIMT – Electronic Instrumentation and Measurement Technology
ELTX – Electronics
EO/IR – Electro-Optical / Infrared senso
EU – End User
EW – Electronic Warfare
FCS – Fire Control System
FDI - Foreign Direct Investment
FPGA – Field Programmable Gate Array
FY - Fiscal Year
GCC - GNU Compiler Collection
GDP - Gross Domestic Product

GOI - Government of India
HDR - High Dynamic Range
HIL – Hardware- in-Loop
HILS –-in-Loop Simulation
HQ – Head Quarter
I9S – Intelligent 9 Sensor/System
IADCS – Integrated Air Defence Combat Simulator
IAI – Israel Aerospace Industries
IB - Investment Bank
IDDM – Indigenous Design, Development and Manufacturing
IDE – Integrated Development Environment
iDEX – Innovation for Defence Excellence
IF – Intermediate Frequency
IFA – Independent Functional Audit
IIDM - Indigenously Designed, Developed and Manufactured
IIF – Identify Friend or Foe
IMF – International Monetary Fund
INR – Indian Rupees
IoT - Internet of Things
IP – Intellectual Property
IPO - Initial Public Offering
ISRO – Indian Space Research Organisation
ITAR - International Traffic in Arms Regulations
IV&V – Independent Verification & Validation
JTAG – Joint Test Action Group
LCA – Light Combat Aircraft
LIDAR – Light Detection and Ranging
LRU – Line Replaceable Unit
M&A - Mergers and Acquisitions
MATLAB – Matrix Laboratory
MHz – Megahertz
MINI-MIU – Miniature Missile Interface Unit
MISE – Mission Integration and System Engineering
Mk2 – Mark 2
Mn- Million
MoD – Ministry of Defence
MoSPI – Ministry of Statistics Programme Implementation
MoU – Memorandum of Understanding
MRO – Maintenance, Repair, and Overhaul
MSMEs – Micro, Small, and Medium Enterprise
NavIC – Navigation with Indian Constellation
OEMs – Original Equipment Manufactures
PAT – Profit After Tax
PCB – Printed Circuit Board
PCBA – Printed Circuit Board Assembly
PLI - Production Linked Incentive
PSLV – Polar Satellite Launch Vehicle
PSU – Public Sector Undertaking
Q1 – Quarter 1
QA - Quality Assurance
QTP – Qualification Test Procedure

R&D - Research and Development
R&M - Repair and Maintenance
RASPL – Rafael Advanced Systems Private Limited
RBI – Reserve Bank of India
RCS – Radar Cross Section
RF – Radio Frequency
ROCE – Return on Capital Employed
ROI - Return on Investment
RoW – Rest of the World
RTOS – Real-Time Operation System
SatOS – Satellite Operation System
SDUHS - Software Defined Universal Homing Systems
SIPRI – Stockholm International Peace Research Institute
SpaDeX – Space Docking Experience
SPU – Signal Processing Unit
T&M – Test & Measurement
TDF – Technology Development Fund
TDF – Technology Development Fund
TMS – Test, Measurement, and Simulation
Tn – Trillion
TR module – Transmit-Receive Modules
TTC – Telemetry, Tracking, and Command
UAVs - Unmanned Aerial Vehicles
URCWS - Ultralight Remote-Controlled Weapon Station
VMCSDS - Vehicle Mounted Counter Swarm Drone System
VSPU – Video Signal Processor Unit
VTOL – Vertical Takeoff and Landing
Y-o-Y – Year on Year

10.3. MARKET SIZING AND MODELING

CONSOLIDATED RESEARCH APPROACH



Hypothesis Testing: The research team has then conducted computer assisted telephonic interviews (CATIs) with the management of the Test, Measurement, and Simulation Technologies manufacturers such as Centum Electronics Ltd, Paras Defence & Space Ltd, Zen Technologies Limited, Data Patterns India Ltd, Tata Elxis, Pinaka Aerospace Ltd, Safran Data Systems India, CoreEL Technologies, Testamatic Systems Private Limited, Collins Aerospace and others (C-level executives, Regional Heads, Project Leads, Operations Managers, Business Development Managers, Head of Operations, Program Manager, Head of Embedded and EDA Business, and others) to get their insights on the market and to seek justification to the hypothesis framed by the team.

Table 10-1: Sample Composition Table by Stakeholders and Respondents in (%)

By Stakeholders	Sample Size: ~40 Respondents	Description
Test, Measurement, and Simulation Technologies Manufacturers	55%	Regional Heads, Project Leads, Operations Managers, Business Development Managers, Head of Operations, Program Manager, Strategy Heads, CXOs and others
End-Use Industries	30%	Procurement Heads, Program Managers, Strategy Managers, Operations Heads and Managers, Distribution Heads and others
Industry Experts	15%	Respondents working in regulatory authorities, Industry Consultants, Seasoned Professionals and others

Source: Ken Research Analysis

LIMITATIONS

- The operating and financial performance for each player has been compiled by reaching out to the sales head/program managers of each company. It can be the case that the sales head/program managers might

be bullish over the numbers. However, to avoid this limitation we have cross checked and revalidated the data from other sources.

- Growth rate in future is estimated on the basis of the growth rate of test, measurement, and simulation technologies demand in the industry and validated through interviews with industry experts from different segments of the industry; who are also employees of these companies and their estimate may not be exact and they may be bullish with the numbers. The sampling technique has limitation to extrapolate the market hypothesis. Ken Research has used sufficient strata for sample to reduce the significance level in the model. The significance level should not be more than 5-10%.

CONCLUSION

The expected value of India Test, Measurement, and Simulation Technologies Market is determined by using weighted average of the output of primary research, secondary research, expert opinions and subjective judgment. The weighted average method enables us to filter out the possible noise in each computation method and helps us to derive the best possible future projections.

OUR BUSINESS

Some of the information in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section titled "Forward Looking Statements" on page 26 for a discussion of the risks and uncertainties related to those statements and also the sections titled "Risk Factors", "Our Industry", "Restated Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 38, 133, 251 and 288, respectively, as well as financial and other information contained in this Red Herring Prospectus as a whole, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Unless the context otherwise requires, references in this section to "our Company", "we", "us", or "our" are to Digilogic Systems Limited.

Our financial or fiscal year ends on March 31 of each calendar year. Accordingly, references to a "Fiscal" or "fiscal year" are to the 12-month period ended March 31 of the relevant year. Unless otherwise stated or the context otherwise requires, the financial information included in this section is for the period ended September 30, 2025, Fiscal 2025, Fiscal 2024, and Fiscal 2023 and, derived from the Restated Financial Statements included in this Red Herring Prospectus. For further information, see "Restated Financial Statements" on page 251.

We have also included various operational and financial performance indicators in this Red Herring Prospectus, some of which have not been derived from our Restated Financial Statements. The manner of calculation and presentation of some of the operational and financial performance indicators, and the assumptions and estimates used in such calculation, may vary from that used by other companies in India and other jurisdictions. Unless otherwise indicated, the industry-related information contained in this section is derived from a report titled "Project Industry Report on India System Integrator of Critical Test, Measurement and Simulation Solutions" dated January 5, 2026, prepared by Ken Research Private Limited, which has been prepared exclusively for the purpose of understanding the industry in connection with the Issue and commissioned and paid for by our Company in connection with the Issue (the "Ken Research Report"). For further information, see 'Risk Factors - Third party industry and statistical information in this Red Herring Prospectus may be incomplete or unreliable.' on page 26. Also see section titiled, 'Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Use of Industry & Market data' on page 23. The data included herein includes excerpts from the Ken Research Report and may have been re-ordered by us for the purposes of presentation. Unless otherwise indicated, all financial, operational, industry and other related information derived from the Ken Research Report and included herein with respect to any particular year, refers to such information for the relevant calendar year. A copy of the Ken Research Report is available on the website of our Company at https://digilogicsystems.com/ *from the date of this Red Herring Prospectus till the date of Offer Closing Date.*

OVERVIEW

We are a technology-led company engaged in the design, development, integration, manufacturing, supply and support of Automated Test Equipment (ATE) systems, radar and Electronic Warfare environmental simulators, application software, and embedded signal processing solutions for the defence and aerospace engineering sector.

We generally receive purchase orders either directly from government entities through the tendering process and indirectly via third-party vendors supplying to government entities. Our revenue from operations for six months ended September 30, 2025 and in Fiscal 2025, 2024 and 2023 respectively are as follows:

(₹ in Lakhs)

Particulars	For the half year ended September 30, 2025	FY 2025	FY 2024	FY 2023
Revenue from Operations	1,817.73	7,205.98	5,155.93	5,596.23

Details of Incorporation

Our Company was originally formed as a partnership firm under the Indian Partnership Act, 1932 under the name and style of "M/s Digilogic Systems" pursuant to a deed of partnership dated May 08, 2007. Further, "Digilogic Systems" was subsequently converted from the partnership firm to a Private Limited Company under Part IX of the Companies Act, 1956

in the name of "Digilogic Systems Private Limited" and received a certificate of incorporation dated December 09, 2011, issued by the Registrar of Companies, Andhra Pradesh. Subsequently, our Company was converted into public limited company pursuant to special resolution passed by the shareholders at the EGM held on June 18, 2025, and consequently, the name of our Company was changed to "Digilogic Systems Limited" and a fresh certificate of incorporation consequent upon conversion from private company to public company was issued by Registrar of Companies, Central Processing Centre on July 01, 2025 bearing CIN U62099TG2011PLC077933.

Our Promoters

Digilogic Systems Limited was founded by Mr. Madhusudhan Varma Jetty, Chairman and Managing Director. He served in the Indian Air Force for 15 years, during which he completed multiple specialized courses in Radar Fitting, along with training programs recognized as equivalent to a Diploma in Technology and a Diploma in Electronics, Radio, and Communication Engineering. He laid the foundation of the Company's journey by first establishing a partnership firm with Mrs. Radhika Varma Jetty and others. The firm was engaged in the business of data acquisition systems, ground check-out systems, industrial-grade PCs, peripherals, application software development, and related activities. He has over 38 years of experience in the field of defence and space, business development, test and measurement solutions, and leadership. He is supported by our Promoters, Mrs. Radhika Varma Jetty (Whole-time Director). Mr. Jetty Shashank Varma (Whole-time Director and Chief Executive Officer), and Mr. Hitesh Varma Jetty (Whole-time Director). The leadership team is supported by Independent Directors with relevant industry and functional experience in defence and finance. We believe that the vision and commitment of the Promoters is a key enabler to achieve the strategic goals and objectives. For details, please see "Our Competitive Strengths — *Professional and Experienced Leadership Team with Technical and Industry Expertise*" below in this section.

Infrastructure

Our Company operates through two facilities:

- **Hyderabad (Corporate HQ):** Our 10,688 sq. ft Registered Office and facility integrates design, engineering, administrative, and manufacturing functions, also overseeing activities related to business development, marketing, finance, legal & secretarial, and human resources.
- **Bangalore (Marketing Office):** A complementary hub tailored for business development, customer engagement, and project execution support.

Certified with AS9100D and ISO 9001:2015 issued by TÜV SÜD America Inc., our facilities are equipped to meet international standards for aerospace suppliers, ensuring customers and investors that our systems are designed for precision, compliance, and repeatability. For details, see *"History and Certain Corporate Matters- Key Awards, Accreditations and Recognition"* on page 212 of this Red Herring Prospectus.

OUR PRODUCT AND SERVICES

Our business involves the design, development, manufacturing, assembling, integration, and support of test systems system software, and embedded signal processing solutions. Our offerings are organised into three segments:

(i) Test Systems, which include Automated Test Equipment, Checkout Systems, and Radar/EW Simulators;
(ii) Application Software, comprising data acquisition platforms and IP cores; and
(iii) Services, providing system integration, upgrades, and lifecycle support.

Our products and services offered under these three business segments are outlined below:

1. TEST SYSTEMS

We develop customized automated test systems that are used to verify the performance and reliability of electronic components and subsystems. These systems include Automated Test Equipment (ATE) and Test Jigs, which automatically check if electronic parts are working properly; Checkout Systems, which validate subsystems like control units and actuators by simulating real-world conditions; and Radar and Electronic Warfare (EW) Simulators, which recreate threat signals to test the response of defence systems in a controlled environment. These systems are used across development, production, integration, and maintenance stages to improve testing accuracy, reduce turnaround time, and ensure system readiness.

As part of delivering these solutions, we also carry out in-house mechanical and electronic assembling. This involves the integration of hardware, enclosures, cabling, cooling systems, interface modules, and diagnostics. The assembling process is not a separate business activity but an integral step in ensuring that customers receive fully integrated and ready-to-use solutions. All assemblies undergo internal testing to confirm functionality, reliability, and compliance with customer requirements.

a) **Automated Test Systems and Test Jigs** are machines that check whether electronic parts are working properly. They run tests automatically with limited human effort. These systems are used during product development, manufacturing, and repairs. This helps ensure that complex electronics meet quality and performance standards.

Uses:

Industry	Application Area	Typical Uses
Defence	Radar, Missiles & Avionics	- Testing radar modules, missile electronics, and avionics for mission readiness. - Validating Radio Frequency communication and control systems. - Diagnosing faults in mission-critical subsystems
Aerospace	Launch Vehicles & Aircraft & Satellites systems	- Performing long-duration environmental and functional tests for satellite systems. - Verifying avionics integration in launch vehicles and aircraft. - Testing precision navigation and telemetry interfaces.

b) **Checkout Systems** are automated setups used to validate subsystems in aircraft, missiles, and industrial automation setups. They simulate real-world signals and check whether systems like control units or actuators respond correctly. These systems help identify faults early through simulation and functional testing, ensuring reliability before actual use. They are widely used in laboratory, manufacturing, and maintenance facilities.

Uses:

Industry	Application Area	Typical Uses
Defence	Missile, Radar & Control Systems	- Functional testing of missile subsystems, radar components, and command/control electronics
Aerospace	Flight Systems, Avionics & Satellites systems	- Testing and validation of flight control systems, servo actuators, avionics, and Line Replaceable Units (LRUs)

c) **Radar (RF & Base Band) and Electronic Warfare (EW) Simulators** are systems that recreate real-world threat scenarios, such as enemy radar or signal jamming, for testing defence equipment. They help check if radars, missiles, or aircraft systems can detect and respond correctly to such threats. These simulators are used in laboratories for safe evaluation and also for training and mission rehearsal.

Uses:

Industry	Application Area	Typical Uses
Defence	Radar & EW System Testing and Training	- Validating radar seekers and target tracking under jamming or deception. - Integrating and testing radar in aircraft using simulated battlefield scenarios. - Testing ship-based radars and EW modules for maritime operations. - Conducting final performance tests before radar or EW systems are deployed.
Aerospace	Aircraft, Satellite , UAV, Ship Abd ground-based Radar Integration, Validation & Testing	- Integrate and test aircraft radar using virtual combat conditions. - Verify radar systems in aircraft before deployment.

2. APPLICATION SOFTWARE:

We develop custom software platforms that work with test systems and simulators. These software tools enable signal processing, data capture, remote access, control automation, and sensor interface.

a) **Data Acquisition System Software** is used to collect, monitor, and record physical signals like temperature, voltage, or pressure from sensors. It helps engineers and technicians see how systems perform in real time or over a period. The software is used in laboratories, factories, and defence setups. It ensures accurate data tracking for testing, analysis, and decision-making.

Uses:

Industry	Application Area	Typical Uses
Defence	Missile & Radar Testing	- Monitor and record data from missile and radar systems during testing. - Test how defence equipment performs under extreme environmental conditions.
Aerospace	Flight Systems, Avionics & Satellite systems	- Measure and analyze temperature, pressure, and vibration in aircraft systems. - Test performance of flight systems under simulated flight and environmental conditions.

b) **Intellectual Property (IP) Cores** are reusable software blocks that help electronic systems process data quickly and accurately. They are built for special chips called Field Programmable Gate Arrays (FPGAs), which are used in high-speed test systems like radars and simulators. IP Cores support the execution of complex tasks to run in real time without delay. This improves the speed and reliability of testing and simulation in defence applications, with limited use in industrial setups.

Uses:

Industry	Application Area	Typical Uses
Defence	Radar & EW Systems	- Generate and replay real-world radar or electronic warfare signals. - Process signals for Synthetic Aperture Radar (SAR) imaging. - Emulate sensor behaviour to test mission computers in real time.
Aerospace	RF Signal Testing & Avionics Simulation	- Measure how radomes affect RF signal quality and beam shape. - Support real-time simulation of sensor environments for avionics validation.

3. SERVICES:

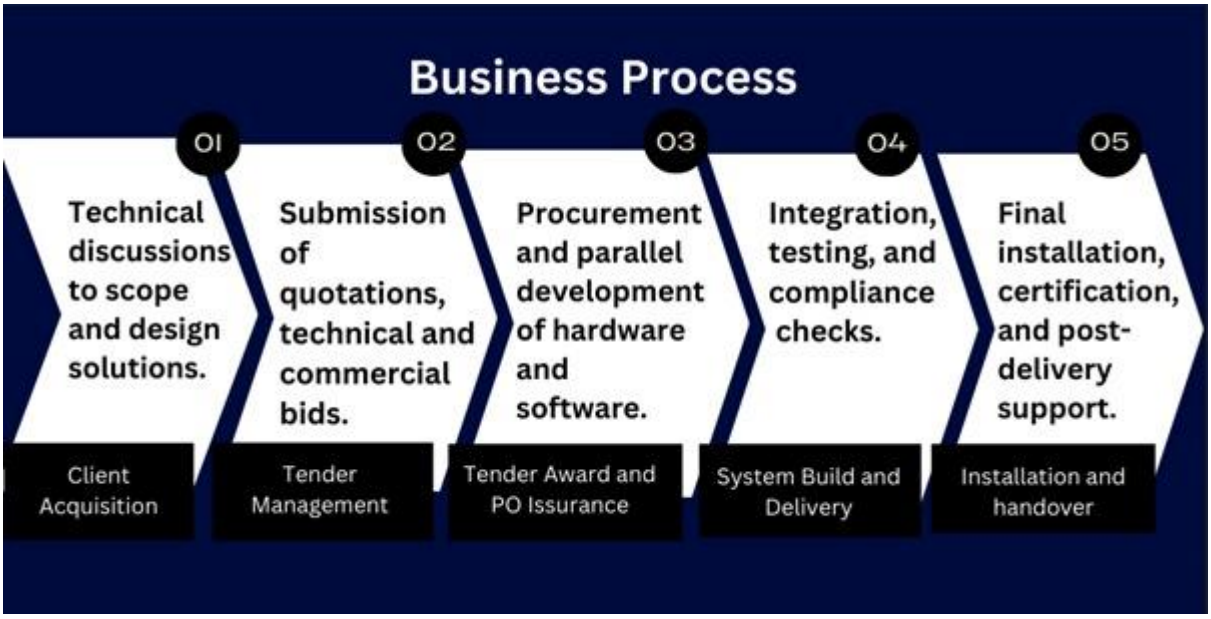
We provide specialized services that complement our product offerings in test, simulation, and embedded systems. These services are designed to support clients across the defence and aerospace sectors, with limited application in industrial automation. Our solutions cover the entire project lifecycle, from concept development to deployment and maintenance.

Our key service areas include:

Service Category	Description
System Integration	End-to-end integration of hardware, software, and third-party components to deliver complete turnkey solutions.
Custom Test & Simulation Design	Design and development of bespoke ATE and simulators tailored to customer needs.
Firmware and Software Development	Development of real-time embedded software, drivers, application software, and user interfaces.
IP Core Development	Creation of high-performance IP cores for FPGA-based signal processing, data conversion, and timing control.

Consulting & Engineering Services	Engineering support for product evaluation, validation, and system design optimization.
Upgradation & Retrofits	Modernization of legacy systems with new interfaces, updated software, and improved performance.
Training & Documentation	On-site and remote training sessions, user manuals, and technical documentation to ensure ease of adoption.
Lifecycle Support & Maintenance	Long-term support contracts including preventive maintenance, spares management, and system health checks.

BUSINESS PROCESS



Client acquisition – Engage with potential clients, conduct technical discussions to understand requirements, and finalize technical scope and solution approach.

Tender management – Prepare and submit budgetary quotations and submit technical and commercial bids.

Tender award and PO issuance – Receive purchase orders upon tender award; initiate procurement of hardware, modules, and systems; and commence software development in parallel.

System build and delivery – Integrate hardware and software into a complete system, conduct functional and compliance testing, and coordinate system delivery to the client site.

Installation and handover – Complete final system integration at client location, obtain completion certificate from client, and raise invoices followed by payment realization.

CASE STUDY

The following case studies highlight specific systems and solutions designed and developed by our Company in the areas of radar simulation, testing, and ruggedized hardware integration. These examples illustrate our role in conceptualization, design, system integration, and validation of products for defence and aerospace applications. The case studies are provided to demonstrate the types of solutions delivered by the Company and their relevance for laboratory as well as field deployment environments.

Case Study 1: Portable and Scalable Radar Target Echo Simulator

Background: The Company designed and developed a portable radar target echo simulator ("RTES") to support radar testing and evaluation. The system was developed using PXI Express commercial off-the-shelf ("COTS") hardware and LabVIEW software.

Objective: Modern radar systems require evaluation under realistic environmental conditions, which are often difficult and expensive to reproduce in the field. The RTES was developed to simulate radar signal environments in a laboratory setting, including multiple targets, clutter, Radar Cross Section ("RCS") models, Doppler effects, and noise jamming.

System Design and Components: The RTES was implemented using PXI VST modules with onboard FPGA, integrated with a PXIe-1085 chassis and DSPL-designed RF up/downconverters.

The system incorporated the following components:

- PXIe-1085 chassis for module integration and data routing
- PXI Vector Signal Transceiver (VST) with onboard FPGA for real-time digital signal processing
- DSPL X-band RF up/downconverter to handle X-band radar signals
- MIL-STD-1553B interface module for communication and feedback from radar under test

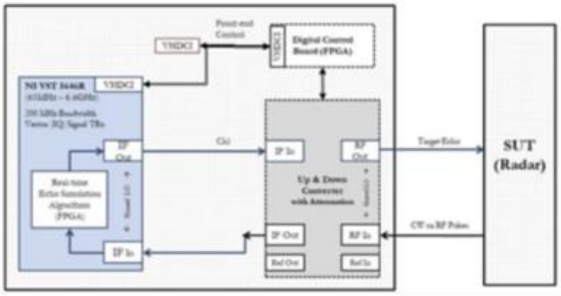


Figure 1: Block Diagram of RTES

Application: The RTES provides radar developers and users with the ability to evaluate radar system performance under controlled and repeatable laboratory conditions, reducing dependency on field trials.

Role: The Company was responsible for the design, integration, and implementation of the RTES, including development of signal processing algorithms and hardware integration with PXI VST modules.

Case Study 2: Radar Echo Simulator (RES):

Background: Digilogic Systems Limited, a NI Silver Alliance Partner (RF Specialty), developed a Radar Echo Simulator ("RES") to evaluate radar performance in laboratory conditions. The RES was designed using commercial off-the-shelf ("COTS") hardware from National Instruments ("NI") combined with DSL's system integration and RF application expertise.

Objective: Radar testing and validation often require exposure to multiple operational conditions that are expensive and complex to reproduce in the field. The RES was developed to simulate realistic near-field radar operating conditions, including multiple targets, clutter, antenna patterns, jamming scenarios, and Radar Cross Section ("RCS") models.

System Design and Components: The RES was implemented using NI's LabVIEW FPGA and Vector Signal Transceiver platform.

Key design aspects include:

- Simulation of more than 1,000 realistic radar targets
- Use of COTS-based NI PXI hardware for portability and scalability
- Integration of signal processing algorithms for echo simulation

Application: The RES enables radar system developers and users to validate radar performance in a controlled and repeatable environment, reducing dependence on extensive field trials.

Role: The Company was responsible for system design, integration, and development of application-specific features using NI's FPGA and signal transceiver technology.

CAPACITY UTILIZATION

We have not disclosed details of installed capacity and capacity utilization as such disclosures are not applicable in the context of our business operations. The Company offers a wide range of customised products tailored to specific customer requirements, which do not lend themselves to standardised capacity metrics. Due to the nature of its operations, installed capacity and utilization rates cannot be meaningfully quantified or compared across periods.

REVENUE AND CUSTOMER PROFILE

The following table sets forth the breakdown of our revenue from our business segments, for the years indicated.

Revenue breakup – Business Segment Wise:

Particulars	For the half year ended September 30, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in Lakhs)	% of total revenue from operations	Amount (₹ in Lakhs)	% of total revenue from operations	Amount (₹ in Lakhs)	% of total revenue from operations	Amount (₹ in Lakhs)	% of total revenue from operations
Test Systems	1,654.99	91.05%	6,386.56	88.63%	4,130.19	80.11%	3,519.71	62.89%
Application Software	40.23	2.21%	697.97	9.69%	818.49	15.87%	1889.27	33.76%
Services	122.52	6.74%	121.44	1.68%	207.24	4.02%	166.07	2.97%
Other Operating Revenues	-	-	-	-	-	-	21.17	0.38%

Total	**1,817.73**	**100.00%**	**7,205.98**	**100.00%**	**5,155.93**	**100.00%**	**5,596.23**	**100.00%**

Revenues – Based on Industries being served

Particulars	For the half year ended September 30, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in Lakhs)	% of total revenue from operations	Amount (₹ in Lakhs)	% of total revenue from operations	Amount (₹ in Lakhs)	% of total revenue from operations	Amount (₹ in Lakhs)	% of total revenue from operations
Defence & Aerospace	1,799.98	99.02%	7,123.45	98.85%	5,145.33	99.79%	5,550.69	99.19%
Industrial	17.75	0.98%	82.53	1.15%	10.60	0.21%	45.54	0.81%
Total	**1,817.73**	**100.00%**	**7,205.98**	**100.00%**	**5,155.93**	**100.00%**	**5,596.23**	**100.00%**

Revenues – Based on Sector-wise

Particulars	For the half year ended September 30, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in Lakhs)	% of total revenue from operations	Amount (₹ in Lakhs)	% of total revenue from operations	Amount (₹ in Lakhs)	% of total revenue from Operations	Amount (₹ in Lakhs)	% of total revenue from Operations
Government	1,799.98	99.02%	6,124.45	84.99%	4,997.07	96.92%	5,546.23	99.11%
Non-Government	17.75	0.98%	1,081.53	15.01%	158.86	3.08%	50.00	0.89%
Total	**1,817.73**	**100.00%**	**7,205.98**	**100.00%**	**5,155.93**	**100%**	**5,596.23**	**100.00%**

Revenues – Based on geography:

The Company has not provided a geographic segment-wise revenue breakdown as it currently derives its revenue entirely from customers located within India

Revenues – Based on Top 10 Customers

The revenue break-up of top 10 customers for the half year ended September 30, 2025

Particulars	For the half year ended September 30, 2025	
	Amount (₹ in Lakhs)	% of total revenue from Operations
Customer 1	686.18	37.75%
Customer 2	628.00	34.55%
Customer 3	221.29	12.17%
Customer 4	56.92	3.13%
Customer 5	40.68	2.24%
Customer 6	33.48	1.84%

Customer 7	29.76	1.64%
Customer 8	27.74	1.53%
Customer 9	19.71	1.08%
Customer 10	18.61	1.02%
Total	**1,762.37**	**96.95%**

The revenue break-up of top 10 customers in the fiscal 2025

Particulars	**Fiscal 2025**	
	Amount (₹ in Lakhs)	**% of total revenue from Operations**
Customer 1	2,223.25	30.85%
Customer 2	875.00	12.14%
Customer 3	834.75	11.58%
Customer 4	661.50	9.18%
Customer 5	596.50	8.28%
Customer 6	387.00	5.37%
Customer 7	222.11	3.08%
Customer 8	215.00	2.98%
Customer 9	208.90	2.90%
Customer 10	135.59	1.88%
Total	**6,359.60**	**88.25%**

The revenue break-up of top 10 customers in the fiscal 2024

Particulars	**Fiscal 2024**	
	Amount (₹ in Lakhs)	**% of total revenue from Operations**
Customer 1	1,674.42	32.48%
Customer 2	895.00	17.36%
Customer 3	793.35	15.39%
Customer 4	274.68	5.33%
Customer 5	272.12	5.28%
Customer 6	218.51	4.24%
Customer 7	210.98	4.09%
Customer 8	179.66	3.48%
Customer 9	170.64	3.31%
Customer 10	148.60	2.88%
Total	**4,837.96**	**93.83%**

The revenue break-up of top 10 customers in the fiscal 2023

Particulars	**Fiscal 2023**	
	Amount ₹ in Lakhs	**% of total revenue from Operations**
Customer 1	1,618.00	28.91%
Customer 2	1,540.72	27.53%
Customer 3	810.00	14.47%
Customer 4	411.10	7.35%
Customer 5	403.20	7.20%
Customer 6	213.62	3.82%

Customer 7	141.00	2.52%
Customer 8	60.43	1.08%
Customer 9	53.00	0.95%
Customer 10	48.31	0.86%
Total	**5,299.38**	**94.70%**

RAW MATERIALS

We source a wide range of critical components and subsystems from third-party vendors for integration into our automated test systems, simulators, embedded platforms, and ruggedized solutions. These include precision instruments, data acquisition modules, embedded processors, signal transceivers, controllers, high-end measurement devices, and electronic subassemblies. Our procurement strategy is based on demand planning aligned to project timelines and customer delivery schedules. We do not generally enter into long-term purchase contracts and place orders on a project-by-project basis. In certain programs involving defence and aerospace end-users, we may be required to procure parts from pre-approved vendor lists, either as part of tender documentation or based on quality and certification standards required by customers or government agencies.

Our major raw materials include:

- Vector signal transceivers
- High-end oscilloscopes
- Military-grade controllers
- PXI express chassis and modules
- FPGA processors
- Programmable power supplies
- Measurement modules (Strain/Voltage)
- High Voltage Power Supplies
- Commercial Off-The-Shelf components and industrial cabling
- Custom fabricated enclosures and mounting hardware

We source these items from both domestic and overseas suppliers, primarily from the USA. Some critical subsystems such as PXI-based modules, radio frequency components, and Field-Programmable Gate Array (FPGA) units are primarily imported due to limited domestic availability.

The Contribution of our top 10 suppliers to the total purchases for the half year ended September 30, 2025 indicated below are as follows:

Particulars	**For the half year ended September 30, 2025**	
	Amount (₹ in Lakhs)	**% Purchase during the year**
NI Systems (India) Private Limited	485.18	36.95%
Supplier 2	248.18	18.90%
Tektronix India Private Limited	182.65	13.91%
Supplier 4	113.67	8.66%
Supplier 5	53.95	4.11%
Supplier 6	29.80	2.27%
Supplier 7	25.60	1.95%
Supplier 8	21.86	1.66%
Supplier 9	18.39	1.40%
Supplier 10	16.18	1.23%
Total	**1,195.46**	**91.03%**

The Contribution of our top 10 suppliers to the total purchases in the fiscal 2025 indicated below are as follows:

Particulars	Fiscal 2025	
	Amount (₹ in Lakhs)	% Purchase during the year
NI Systems (India) Private Limited	2,206.94	41.83%
Tektronix India Private Limited	1,241.11	23.52%
Supplier 3	406.55	7.71%
Supplier 4	170.73	3.24%
Supplier 5	136.54	2.59%
Supplier 6	135.42	2.57%
Supplier 7	120.96	2.29%
Supplier 8	96.50	1.83%
Supplier 9	66.00	1.25%
Supplier 10	40.64	0.77%
Total	**4,621.37**	**87.59%**

The Contribution of our top 10 suppliers to the total purchases in the fiscal 2024 is as follows:

Particulars	Fiscal 2024	
	Amount (₹ in Lakhs)	% Purchase during the year
NI Systems (India) Private Limited	1,421.40	47.14%
Tektronix India Private Limited	349.32	11.59%
Supplier 4	68.83	2.28%
Supplier 3	49.40	1.64%
Supplier 5	48.07	1.59%
Supplier 6	46.76	1.55%
Supplier 7	39.92	1.32%
Supplier 8	38.65	1.28%
Supplier 9	36.82	1.22%
Supplier 10	33.36	1.11%
Total	**2,132.53**	**70.73%**

The Contribution of our top 10 suppliers to the total purchases in the fiscal 2023 is as follows:

Particulars	Fiscal 2023	
	Amount (₹ in Lakhs)	% Purchase during the year
NI Systems (India) Private Limited	1,571.34	40.00%
Supplier 2	451.28	11.49%
Tektronix India Private Limited	324.22	8.25%
Supplier 4	202.78	5.16%
Supplier 5	143.00	3.64%
Supplier 6	129.65	3.30%
Supplier 7	107.82	2.74%
Sritech Electronics & Systems Pvt. Ltd.	98.50	2.51%
Supplier 9	82.71	2.11%
Supplier 10	80.00	2.04%
Total	**3,191.29**	**81.24%**

We have taken steps to reduce dependence on imported components by identifying local suppliers and collaborating with them to build custom solutions and undertake contract assembling of subassemblies. For further details, see "*Risk Factor - We depend on limited suppliers for our raw material requirements. The loss of one or more such suppliers could adversely affect our business, results of operations, financial condition and cash flows"*

The following table sets forth a breakdown of the cost of materials consumed (imported and procured domestically):

Particulars	For the half year ended September 30, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	₹ in Lakhs	% Cost of Materials consumed	₹ in Lakhs	% Cost of Materials consumed	₹ in Lakhs	% Cost of Materials consumed	₹ in Lakhs	% Cost of Materials consumed
Cost of materials consumed (procured domestically)	614.55	97.30%	4,770.14	93.69%	2,847.79	94.69%	3,260.24	81.55%
Cost of materials consumed (imported)	17.06	2.70%	321.27	6.31%	159.56	5.31%	737.83	18.45%
Total	**631.61**	**100.00%**	**5,091.41**	**100.00%**	**3,007.35**	**100.00%**	**3,998.07**	**100.00%**

To ensure timely availability of high-lead-time imports and mission-critical items, we follow a buffer inventory strategy for long-duration projects and maintain minimum stock levels based on historical usage and committed delivery timelines. We also use a project-based on-demand inventory management system to reduce excess inventory and ensure real-time tracking of consumption and replenishment.

UTILITIES

Power: Our power requirements relate to office operations, testing equipment, assembly tools, and computing systems. These needs are met through the local electricity distribution network. Backup arrangements, including uninterruptible power supply (UPS) systems and generators, are in place to ensure continuity during outages. Generator supply is provided by the building association.

Water: Water is required for domestic consumption and sanitation purposes within our office premises. The requirement is minimal and is fully met through the municipal water supply. There is no water requirement for industrial processing in our operations.

KEY PERFORMANCE INDICATORS

(₹ in lakhs, except percentage data)

S. No.	Key Performance indicator	For the half year ended September 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
1.	Revenue from Operations (₹ In lakhs)	1,817.73	7,205.98	5,155.93	5,596.23
2.	Year-to-Year growth in Revenue from Operations (in %)	NA	39.76%	(7.87%)	39.39%
3.	EBITDA (₹ In lakhs)	334.26	1,339.96	544.45	527.65
4.	EBITDA %	18.39%	18.60%	10.56%	9.43%
5.	PAT (₹ In lakhs)	161.26	811.35	239.96	217.51
6.	PAT %	8.87%	11.26%	4.65%	3.89%
7.	ROE %	4.71%	34.57%	19.53%	21.76%
8.	ROCE %	4.71%	34.27%	19.10%	20.68%
9.	Return on Networth %	4.71%	34.57%	19.53%	21.76%
10.	Debt to Equity (in times)	0.63	0.40	0.60	0.98
11.	Interest Coverage Ratio (in times)	6.59	12.00	3.80	3.93

12.	Net Working Capital (Days)	212	113	34	26

KPI – Formulas

KPI	Formula
Revenue from operations	This amount is Revenue from Operations as appearing in the Restated Financial Statements
Y-o-Y growth in Revenue from Operations	(Revenue from operations of relevant year - Revenue from operations of preceding year) / Revenue from operations of preceding year
EBITDA	Profit Before Tax + Interest Expense on borrowings + Depreciation & Amortisation cost – Other Income
EBITDA%	EBITDA / Revenue from Operations
PAT	Profit for the period/year as appearing in the Restated Financial Statements
PAT%	Profit After Tax / Revenue from Operations
Return on Equity (ROE %)	Net Profit After Tax / Average Shareholder's Funds
Return on Capital Employed (ROCE %)	Earnings Before Interest and Taxes / Average Capital Employed *Where Capital Employed = Tangible Net worth + Long Term Borrowings + Short Term Borrowings-Deferred Tax Liability*
Return on Networth %	Net Profit After Tax / Average Networth *where Networth = Paid-up share capital + Securities premium + Surplus in Profit & Loss*
Debt to Equity (in times)	Total Debt / Shareholders Funds *where Total Debt = Long Term borrowings + Short Term borrowings*
Interest Coverage Ratio (in times)	Earnings Before Interest and Taxes / Interest Expense on Borrowings *Where Earnings Before Interest and Taxes = Profit before tax + Interest expense on borrowings (excluding interest capitalised) - Other income*
Net Working Capital (Days)	(Current Assets – Current Liabilities) *No. Of Days in the period/year / Revenue from Operations
Year-to-Year growth in Revenue from Operations	Year-to-Year growth in Revenue from Operations cannot be certified for the six months stub period.

KPI Description

KPI	Description
Revenue from operations	Revenue from Operations is used by Management to track the performance and growth of the company.
Y-o-Y growth in Revenue from Operations	Year-on-Year (Y-o-Y) growth in Revenue from Operations measures the percentage increase or decrease in revenue during a financial year compared to the previous financial year.
EBITDA	EBITDA gives a comprehensive view of the health of the company as it considers all sources of Operating Income. It's the aggregate of the consolidated restated profit before tax, depreciation and amortisation expense and finance costs, less other income, for the relevant year
EBITDA %	EBITDA Margin is a financial ratio that measures the profitability of the company as a percentage of its Revenue from Operations
PAT	Profit after Tax gives the overall profitability of business.
PAT%	PAT Margin is a ratio that measures the profitability of the company as a percentage of its Total Revenue
Return on Equity (ROE %)	Return on Equity is an indicator of our efficiency as it measures our profitability. It shows how efficiently we generate profits from our shareholders.
Return on Capital Employed (ROCE %)	Return on capital employed provides how efficiently the Company generates earnings from the capital employed in the business
Return on Networth %	Return on Net Worth (RoNW) represents the percentage of Net profit after deducting minority interest on the Average of Net Worth. This ratio measures the return on Shareholders' funds
Debt to Equity (in times)	Debt to Equity is a financial leverage ratio that indicates the proportion of a company's net debt relative to its shareholders' equity.

Interest Coverage Ratio (in times)	The Interest Coverage Ratio measures a company's ability to pay its interest obligations from its operating earnings.
Net Working Capital (Days)	Net Working Capital (Days) indicates how many days of operating revenue are tied up in working capital. It reflects the efficiency of managing current assets and liabilities.

OUR MARKET OPPORTUNITY

The India Critical Test, Measurement, and Simulation Technologies market is on an accelerated growth path, projected to expand from INR 4,799 crore in FY'25P to INR 9,174 crore by FY'30, at a CAGR of 13.8%. This momentum is driven by the Government's strong push for defence indigenization, rising R&D investment, and the modernization of validation infrastructure across DRDO, ISRO, and the Armed Forces.

Among the key segments, Avionic Test Systems (ATS) and Automated Test Equipment (ATE) will remain as the key growth segments due to their sizeable markets owing to growing deployment in indigenous aircraft & missiles programs, electronics manufacturing, and advanced radar systems.

As the Indian defence sector modernizes its testing infrastructure and shifts towards automated and integrated test environments, the demand for advanced and customized TMS solutions is expected to rise sharply offering lucrative opportunity for specialized solution providers like Digilogic Systems Limited. Digilogic Systems Limited stands out as an integrated solution provider in TMS space.

As of FY'25, Digilogic addresses a Serviceable Obtainable Market (SOM) of INR 72 crore, contributing ~1.5% of India's serviceable TMS market. By FY'30, this opportunity is expected to grow to INR 250 crore, supported by its scalable technology platforms and expanding demand for embedded testing, simulation environments, and digital validation tools.

To further strengthen its capabilities and cater to this rising demand, Digilogic Systems Limited is planning to set up a dedicated facility for the manufacturing of electronic sub-systems and environmental testing. This will enable the company to offer comprehensive in-house design-to-validation solutions, support faster product development cycles, and meet the high-reliability requirements of mission-critical defence and aerospace programs.

With its domain expertise, agile development capabilities, and deep government linkages, Digilogic Systems Limited is well-positioned to emerge as a core enabler in India's strategic electronics value chain, supporting both domestic needs and global defence collaborations. (Source: Ken Research Report)

OUR COMPETITIVE STRENGTHS

i) Experience in delivering Defence and Aerospace Systems

We have over 18 years of experience in providing systems and solutions to clients in the defence and aerospace sectors. Our portfolio of offerings includes radar simulators, automated test systems for aircraft programmes, and validation systems for satellite payloads. We work in close coordination with client technical teams at various stages of the project lifecycle to ensure adherence to prescribed functional specifications, quality benchmarks, and regulatory requirements.

Our repeat engagements with key clients reflect our capability to establish and maintain long-term relationships, supported by consistent quality delivery and post-deployment services.

Particulars	For the half year ended September 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Repeat customers as a % of Revenue from Operation	98%	85%	93%	95%
Repeat customers as a % of Customer Count	86%	74%	81%	56%

Note: The repeat customers in the table above refer to customers who have been invoiced in at least two financial years.

The defence and aerospace sector is characterised by high entry barriers on account of required domain experience, technical certifications, and proven reliability standards. Our track record in successfully executing complex projects in this domain provides us with a competitive advantage in client retention and in exploring new business opportunities.

ii) Strong industry relationships and International collaborations

We have established long-standing relationships with key institutions within India's defence and aerospace ecosystem, where our solutions have been deployed as part of core projects.

We are empanelled as a design partner with the Development cum Production Partner ("DcPP"), which reflects our recognised technical competence and the confidence placed in our capabilities by sector stakeholders. This role entails innovation, compliance with stringent technical and quality standards, and integration with mission-critical applications, which in turn provides us with enhanced visibility and access to larger opportunities in the sector.

At the international level, we have entered into arrangements with overseas entities for technical know-how sharing, which support co-development of specialised systems. In addition, we have executed memoranda of understanding (MoUs) with foreign and domestic entities for development in the areas of system integration and export. These initiatives contribute to enhancement of our technical expertise, cost optimisation, and alignment with global standards.

Further, our certifications, including AS9100D and ISO 9001:2015, enable us to participate in projects with domestic and international clients that require adherence to stringent quality management systems.

iii) **End-to-end solution capabilities**

We provide integrated solutions across the entire system development lifecycle, including system design, prototyping, embedded software development, manufacturing, hardware integration, functional and environmental testing, and post-deployment support. By offering this wide range of services under a single framework, we are able to participate in multiple stages of a project, from concept design to operational deployment. This integrated approach facilitates continuity of engagement with our clients and enables us to address their technical requirements in a structured manner.

In addition to project execution, we also undertake service and maintenance contracts, which extend the scope of our engagement beyond initial delivery. These contracts allow us to provide periodic upgrades, technical support, and performance monitoring, thereby ensuring sustained operational efficiency of client systems. Such ongoing engagements contribute to customer retention and provide recurring revenue opportunities.

iv) Reusable engineering platforms for efficient delivery

Our solutions are developed using a repository of hardware modules and software components that can be adapted to meet specific client requirements. This approach enables faster customization for diverse defence and aerospace applications and supports more efficient project execution. By leveraging existing designs and components, we are able to reduce development effort, optimise resource utilisation, and improve predictability in delivery schedules.

Further, the reuse of engineering efforts across projects contributes to faster turnaround times and reduces the likelihood of design rework.

v) Professional and Experienced Leadership Team with Technical and Industry Expertise

Mr. Madhusudhan Varma Jetty, Chairman and Managing Director, has over 38 years of experience in defence and space, including 15 years of service in the Indian Air Force and subsequent experience in defence technology and business development. Mrs. Radhika Varma Jetty has 17 years of experience in organizational strategy, business development, resource management, and corporate governance. Mr. Jetty Shashank Varma, Whole-time Director and Chief Executive Officer, has more than 10 years of experience in Automated Test Equipment, Data Acquisition Systems, RF applications, system integration, LabVIEW programming, and PXI/PXIe platforms, along with strategic business development and stakeholder relationship management. Mr. Hitesh Varma Jetty, Whole-time Director, has over 4 years of experience in Automated Test Equipment, Data Acquisition Systems, and RF-based applications, with expertise in LabVIEW programming and PXI/PXIe platforms to design and deliver scalable test solutions.

Additionally, our Board of Independent Directors contributes domain knowledge and governance experience. Mr. Balasubramanyam Danturti brings over 36 years of experience including 24 years of experience of working in public sector banking and 12 years in setting up investor relations program in corporates. Mr. Madadi Ugender Reddy has over 35 years in defence research, including significant tenure at DRDL (DRDO). Dr. Sesha Rama Srinivasa Sastry Pullela offers over 40 years of experience in Defence including ISRO and DRDO.

Our Key Managerial Personnel (KMPs) further enhance governance and operations. Mr. Sriharsha Vadakattu, Chief Financial Officer, is a Chartered Accountant and Business Management graduate from XLRI more than 10 years of experience in financial matter. Mr. Kameswara Rao Vempati, Company Secretary and Compliance Officer, is a qualified Company Secretary and law graduate with more than 8 years of expertise in legal and secretarial matters.

The combined expertise of our leadership team provides technical depth, industry knowledge, strategic direction, financial discipline, and governance oversight, enabling us to undertake and deliver complex projects in defence, aerospace, and industrial applications. For details, refer to "*Our Management*" on page 218 of the Red Herring Prospectus.

OUR STRATEGIES

i) Expand Product and Service Portfolio and Strengthen Subsystem Capabilities

We intend to expand our offerings in emerging defence domains, including unmanned systems, artificial intelligence (AI)-enabled testing, radar simulation, radio frequency (RF) subsystems, and space mission support. We plan to continue investing in internal technology development with the objective of developing market-ready products and subsystems for applications across multiple domains such as air, land, sea, and space.

We also intend to strengthen our in-house electronic manufacturing and subsystem capabilities, with a particular focus on RF and embedded modules. This is expected to reduce dependence on external vendors, improve cost competitiveness, and allow greater control over quality and delivery schedules. These capabilities may enable us to participate in larger system integration programmes in the future.

We have executed an agreement of sale with the Telangana Industrial Infrastructure Corporation Limited ("TGIIC") for the allotment of 8,336.82 square metres of land at TGIIC Hardware Park Phase II, Ranga Reddy District, Hyderabad, for the establishment of a Proposed New Facility. The said facility is expected to house functional and environmental testing infrastructure under a single roof, enabling build-to-print, functional testing, and environmental testing of electronic subsystems used in military systems. In addition, the facility is planned to include capabilities for missile subsystem and system-level integration. We may also explore incorporating facilities for battery packaging and assembly for defence-related applications in the future.

We also intend to expand our offerings in areas such as upgrades, calibration, software support, and obsolescence management. These services are aimed at leveraging our growing installed base and may provide recurring revenue opportunities.

ii) Align growth with defence procurement and indigenization policies

We align our business strategy with national defence and aerospace initiatives such as the Defence Acquisition Procedure (DAP), the "Make in India" initiative, and the "Aatmanirbhar Bharat" programme. These initiatives emphasise domestic capability development, localisation of critical technologies, and self-reliance in defence procurement, which are consistent with our long-term growth objectives.

iii) Strengthen export readiness and broaden customer base

We are undertaking initiatives to expand our presence in international markets that require customised small- to mid-scale validation and simulation systems. Our international collaborations are intended to provide opportunities not only for technical knowledge-sharing but also for participation in tender processes and access to technology platforms. Our AS9100D certification further supports compliance with international quality management standards applicable to the aerospace and defence sectors.

We aim to achieve a share of exports in our revenues to approximately 10% over the next three years. Our target markets include countries undertaking defence modernisation programmes and seeking alternatives to larger original equipment manufacturers (OEMs). Our strategy for addressing these opportunities includes participation in global trade exhibitions, engagement in collaborative trials through partnerships in compliant jurisdictions, and leveraging international collaborations to enhance visibility and credibility.

In parallel, we intend to strengthen our relationships with participants in the domestic private defence sector and explore potential exports to friendly foreign countries, including under projects supported by the Defence Research and Development Organisation (DRDO) or led by established OEMs.

iv) Invest in skills, technology, and in-house development for Next-generation systems

We are prioritising capability development in artificial intelligence (AI) and machine learning (ML) applications, including fault detection, digital twin modelling, and real-time diagnostics. In this regard, we have plans to augment our workforce by recruiting approximately 25 engineers and technical leads until Fiscal 2027. We also propose to establish a rapid prototyping laboratory.

We intend to continue investing in research and development infrastructure and digital engineering tools with the objective of enhancing our ability to deliver AI-enabled diagnostics, real-time automation, and simulation environments. These initiatives are expected to strengthen our competencies in developing advanced solutions for electronic warfare, avionics, and communication systems.

LOGISTICS

Our logistics operations oversee the movement of materials and finished systems from procurement to assembly, integration, and final delivery. As of September 30, 2025, warehousing of raw materials, components, and finished products occurs within our Hyderabad premises, coinciding with assembly and testing activities.

We do not maintain exclusive logistics provider arrangements; delivery within India is managed via suitable third-party logistics, including road and courier services, tailored to equipment size, urgency, and sensitivity.

Transportation costs are included in the total pricing and deliveries adhere to customer requirements, including packaging compliant with defence standards and stringent transport protocols for sensitive equipment.

MARKETING & BUSINESS DEVELOPMENT

Marketing initiatives focus on product awareness among key stakeholders within the defence and aerospace sectors. Participation in exhibitions, technology conclaves, vendor meetings, webinars, workshops, and customer demonstrations support this effort.

The marketing team also standardizes commercial proposals, technical documents, and customer communications to align with defence procurement procedures.

Our business development team engages directly with scientists, engineers, and senior decision-makers in defence laboratories, aerospace organizations, and public sector undertakings. They facilitate requirement gathering, lead identification, and technical dialogues, coordinating closely with technical and marketing teams to deliver well-aligned proposals and solutions.

INVENTORY MANAGEMENT

Inventory of critical electronic components and finished products is stored primarily at our Hyderabad facility. Inventory levels are managed based on confirmed purchase orders, long-term agreements, and forecasted demand, balancing resource utilization and timely delivery.

QUALITY ASSURANCE AND QUALITY CONTROL

We maintain a comprehensive **Quality Management System (QMS)** aligned with **AS9100D, ISO 9001:2015,** to ensure product compliance and traceability.

Our quality control activities include:

- **Inward Quality Control (IQC):** Inspection of incoming materials and components, including bare PCBs and sub-assemblies.
- **In-Process Inspection:** Stage-wise inspection during assembly and integration to detect deviations early.
- **Final Quality Assurance:** Functional testing and validation per customer protocols.
- **Environmental and Reliability Testing:** Conducted by accredited labs for temperature, humidity, vibration, EMI(Electromagnetic Interference)/EMC (Electromagnetic Compatibility), HALT (Highly Accelerated Life Testing), and HASS (Highly Accelerated Stress Screening).

Furthermore, the Company's operations are subject to oversight and approval by regulatory authorities including RCMA (Regional Centre of Military Airworthiness), DGAQA (Directorate General of Aeronautical Quality Assurance), and MSQAA (Missile System Quality Assurance Agency), which are quality assurance bodies under the Government of India. This regulatory supervision ensures that the Company's processes consistently meet compliance requirements and that only flight-worthy and high-quality products are delivered.

CUSTOMER SERVICE AND SUPPORT

Our engineering and technical teams provide continuous post-delivery support, including system diagnostics, preventive maintenance, calibration, embedded software updates, and obsolescence management.

This integrated lifecycle support model ensures high uptime and reliability critical to defence, space, and aerospace applications, fostering long-term customer partnerships.

EXPORT OBLIGATION

Our Company does not have any export obligation, as on date of this Red Herring Prospectus.

INFORMATION TECHNOLOGY

Our information technology infrastructure comprises hardware, communication systems, Wi-Fi connectivity, central email, and shared cloud platforms to facilitate internal coordination and external engagement.

Security measures include firewall protections, licensed software, password access controls, and monitoring systems to safeguard against data breaches and cyber threats, supporting operational efficiency and confidentiality.

ENVIRONMENT, HEALTH & SAFETY

We comply with environmental, health, and safety regulations governing waste management, material disposal, and workplace safety. Our practices focus on reducing environmental impact, efficient resource use, safe equipment handling, and e-waste management.

COMPETITION

The Critical Test, Measurement, and Simulation Solutions market is fairly consolidated with a certain number of players showing trend towards vertical integration, where players like Data Patterns, Digilogic Systems Limited, ComAvia, and Centum Electronics offer end-to-end solutions. These companies are active across the value chain — from providing core technological solutions and hardware platforms to delivering software development, testing, and maintenance support services. Their comprehensive capabilities across avionics systems, radar testing, automated test equipment, and simulation testing, as reflected in the heat map, enable them to serve critical defence and space sectors like the Defence, Aerospace and DRDO/ISRO efficiently. Their ability to handle both system development and post-deployment support gives them a competitive edge and secures long-term strategic partnerships with government entities.

Within the Critical Test, Maintenance, and Simulation Solutions ecosystem, Digilogic Systems Limited emerges as a uniquely positioned player showcasing strong presence across technological solutions (hardware), software, and maintenance services.

The Critical Test, Measurement and Simulation Technologies market in India comprises approximately 25–30 system integrators/ strategic electronic component manufacturers, including both large-scale enterprises (revenue of over INR 1,000 cr) and small (revenue of less than INR 250 cr) to mid-sized companies (revenue of 250 Cr-1000 cr). The landscape features a mix of players —offering a wide range of hardware/technological solutions—and other players that specialize in integrated software solutions and maintenance services for defence and aerospace systems and subsystems.

Within the SME segment, around 15 companies operate across both horizontal (portfolio breadth presence across all segments) and vertical business models (portfolio presence in less than 2 categories). These players maintain manufacturing capabilities for one or more specialized product categories such as avionic test systems, automated test equipment (ATE), radar test & evaluation systems, checkout systems, actuator test systems, and digital receiver systems.

A niche group of 5 companies stands out in the market as integrated solution providers spanning three key service lines: hardware, software, and maintenance services. Prominent names in this segment include Digilogic Systems Limited,

Centum Electronics Ltd., Paras Defence and Space Technologies Ltd, SLN Technologies Pvt. Ltd., and Safran Data Systems India Pvt. Ltd.

Among many system integrators that treat each prototype as a standalone exercise, Niche players such as Digilogic Systems Limited has formalized its prototyping software and algorithms into a maintainable library of reusable software IPs. These software IPs enables players to win testing and maintenance orders with reduced non-engineering expense and shortening the path from proposal to deployment. With this positioning, Digilogic Systems Limited has the market share of 1.5% in Critical testing, measurement and simulation technologies market in India in FY'2025.

Niche players stands out by offering a full-spectrum capability, from developing core automated and avionics test systems to delivering customized software solutions and long-term maintenance support. This end-to-end service capability allows Digilogic Systems Limited to seamlessly address client needs across the entire lifecycle of critical defence and aerospace projects, particularly in high-stakes environments like the Indian Armed Forces and DRDO/ISRO initiatives. (Source: Ken Research Report)

For further details, see "*Risk Factors – If we do not continue to innovate and further develop our business, or we are not able to keep pace with technological developments, we may not remain competitive and our business and results of operations could suffer" on page 48*

HUMAN RESOURCE

As on December 31, 2025 we have 102 permanent employees on the payroll of our Company. Remuneration to our permanent employees comprises a fixed component as well as variable pay. Variable pay consists of direct incentives and shared incentives. Our direct and shared incentives are linked to performance targets being achieved by employees. We have an annual performance appraisal system for all employees.

None of our employees is represented by a union or covered by a collective bargaining agreement. Further, as of the date of this Red Herring Prospectus, we have not experienced any work stoppages and believe our employee relations are good.

The following table sets forth the department wise break-up of employees as of December 31, 2025

Sr. No.	Department	No. of Employees
1	Management	4
2	Operations and Production	70
3	Sales, service and marketing	16
4	Accounts, Finance and Legal & Compliance	4
5	Administration	8
	Total	**102**

Employee Attrition

Particulars	Attrition Rate %
For the period ended September 30, 2025	2.63%
Fiscal 2025	10%
Fiscal 2024	12%
Fiscal 2023	11%

Given the nature of our business and composition of our staff (which is a combination of skilled, semi-skilled and unskilled members), we conduct periodic on-the-job (a) training for fire and safety drills (b) technical training for our engineers and (c) soft skill training sessions for our employees

KEY AWARDS, ACCREDITATIONS OR RECOGNITION

Calendar Year	Particulars
2020	Our Company has received the letter of appreciation and gratitude for exceptional effort put into the Wideband Ground Checkout System by 'Electronics & Radar Development Establishment, Govt. of India, Ministry of Defence, DRDO.

2021	Our Company has received the certificate of appreciation for valuable contribution towards production of LRSAM MISSILES by Defence Research & Development Laboratory, Hyderabad on February 14, 2021.
2023	Our Company was accredited with a certificate of registration in 'Quality Management System– AS9100D and ISO 9001:2015' which is (technically equivalent to prEN 9100 :2016 and JISQ 9100 2016) by the TÜV SÜD America Inc.
	Our Company has received the letter of appreciation for contribution towards Chandrayaan-3 and Aditya-L1 Mission from Indian Space Research Organisation ("ISRO")
2024	Our Company has received the letter of appreciation for exceptional effort put into the Missile Rear Section Tester, Spares, Training and Documentation from Project MRSAM(IAF), Research Centre Imrat (RCI), DRDO, Ministry of Defence, Vignyanakancha, Hyderabad
2025	Our Company has received the letter of appreciation for Contribution Towards Data Acquisition For Static Test from Centre for Advanced Systems, DRDO, Ministry of Defence.

INSURANCE

We maintain a range of insurance policies to cover our owned assets located at our head office and our branch premises against fire, earthquake and related perils.

Sr no.	Policy No.	Insurance co.	Name of insurance policy	Type of Insurance	Assets/ Location of assets	Sum Insured (in Rs.)	Premium (in Rs.)	Start Date	Expiry date
1	6204592453	Tata AIG General Insurance Company Limited	Auto Secure - Standalone Own Damage Private Car Policy	Vehicle - Own Damage	BMW/6 SERIES	61,00,000	70,037.00	17-04-2025	16-04-2026
				Vehicle - Third Party				17-04-2024	16-04-2027
2	1021/399128139/00/000	ICICI Lombard General Insurance Company Limited	GENERAL INSURANCE	Building (With Plinth and Foundation)	Commercial Office Space First Floor Office No 102 E, DSL Abacus Plot Bearing No B 1 1 B 1 2 B 2 B 2 S-- Situated at Uppal Kalsa Village Uppal Mandal-500013, Telangana, Hyderabad	4,00,00,000	26,781	01-07-2025	30-06-2026
3	0239872395	Tata AIG General Insurance Company Limited	Group Medicare	Group Health Insurance	Employer-Employee (Insured 102 person)	3,06,00,000	6,21,864	19-05-2025	18-05-2026
4	2302 2069 8169 0000 002	HDFC ERGO General Insurance Company Limited	PRIVATE CAR COMPREHENSIVE POLICY	Vehicle - Comprehensive Policy	LEXUS NX-300H LUXURY	41,38,380	1,25,570	29-11-2025	28-11-2026
5	5130015194	Tata AIG General Insurance Company Limited	Business Guard Laghu Package Policy	Fire Building and/or Contents & Burglary	In case of Fire and burglary: Location - 02, 1ST FLOOR, DSL Abacus Tech Park, Beside DSL Virtue Mall, Uppal, Hyderabad Telangana- 500039	14,20,00,000	98,680	15-11-2025	14-11-2026

					Plant & Machinery - 95,00,000 Furnitures & Fixtures, Fittings and Office equipments - 25,00,000 Stock in Process- 13,00,00,000				
6	DCOR103 09753609/ 00	Acko General Insurance Ltd	Stand-Alone Own Damage Private Car Policy	Vehicle - Own Damage	Hyundai Tucson	31,00, 266	33,864	18-12-2025	17-12-2026

CORPORATE SOCIAL RESPONSIBILITY

We have adopted a Corporate Social Responsibility ("CSR") policy in compliance with the requirements of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014.

Our CSR programs are primarily directed towards activities specified in Schedule VII of the Act, but are not limited to the following:

i) **Eradicating Hunger and Promoting Healthcare:** Initiatives to address hunger, poverty, malnutrition, sanitation, preventive healthcare, and safe drinking water, including contributions to the Swachh Bharat Kosh.

ii) **Education and Livelihoods:** Promotion of education, vocational training, and livelihood enhancement, especially for children, women, elderly, and differently-abled individuals.

iii) **Gender Equality and Social Welfare:** Empowerment of women, support for vulnerable groups, and establishment of homes, hostels, and day care centers for women, children, and senior citizens.

iv) **Environmental Sustainability:** Activities to protect the environment, conserve natural resources, promote animal welfare, agroforestry, and contributions to the Clean Ganga Fund.

v) **Heritage and Culture:** Preservation of heritage, art, and culture, including promotion of traditional arts, handicrafts, and public libraries.

vi) **Support to Armed Forces and Veterans:** Initiatives for veterans, war widows, and their dependents, including CAPF and CPMF personnel.

vii) **Promotion of Sports:** Training and support for rural, national, Paralympic, and Olympic sports.

viii) **Relief and Welfare:** Contributions to the Prime Minister's National Relief Fund or other government funds for socio-economic development and welfare of disadvantaged groups.

ix) **Research, Technology, and Education Support:** Support for technology incubators, R&D projects, and contributions to public-funded universities, IITs, national laboratories, and research bodies promoting Sustainable Development Goals.

x) **Rural and Community Development:** Rural development and slum area improvement projects.

xi) **Disaster Management:** Relief, rehabilitation, and reconstruction activities in response to disasters.

xii) **Other Activities:** Any other CSR activities permitted under Schedule VII of the Act.

CSR programs are generally pursued within the economic vicinity of the Company's operations to ensure effective supervision and impact. CSR expenditure may also be used for creation or acquisition of capital assets held by Section 8 companies, registered trusts/societies, beneficiaries of CSR projects, or public authorities.

The Company may undertake any of the above-mentioned activities as part of its social, economic, and environmental responsibility, in line with its CSR vision and objectives.

INTELLECTUAL PROPERTY

The following are the details regarding the intellectual property in the name of the company

Sr. No.	Wordmark/ Label	Trademark type	Application Date	Trademark/ Application Number	Current Status	Class of Trademark	Validity Upto
1.		Logo + Wordmark	November 23, 2015	3105033	Active	42	November 22, 2035

LAND AND PROPERTY

Following table provides the details of the owned and leasehold properties of the company as of the date of filing of Red Herring Prospectus:

Owned Property

Sr no.	Property Location	Area	Agreement Date	Seller	Usage
1.	Office No. 102, 1st Floor, DSL Abacus Tech Park, Uppal Kalsa Village, Uppal, Ranga Reddy, Telangana, 500039	8,885 Sq. ft.	18-12-2019	DSL Infrastructure & Space Developers Pvt Ltd	Registered Office
2.	Office No. 101E, 1st Floor, DSL Abacus Tech Park, Uppal Kalsa Village, Uppal, Ranga Reddy, Telangana, 500039	1,803 Sq. ft.	07-02-2022	DSL Infrastructure & Space Developers Pvt Ltd	Administrative Office
3.	Plot No. 234, 235 & 236, Sark Green Plains, Almasguda VI, Maheswaram M, Rangareddi Dist, Telangana	1755 Sq. Yards	05-02-2018	Sark AK Project & AK Projects	Open Land
4.	A-3206, 32nd Floor, NSL East Luxoria, IDA Uppal, Medchal Malkajgiri, Telangana	3330 Sq. ft.	Agreement to Sale dated 17-01-2024	NSL Sez (Hyderabad) Private Limited	Company Guest House
5.	Plot No. 6/2, TGIIC Hardware Park Phase II, Rangareddy District, Hyderabad -500005	8,336.82 sq. meters	Registered Agreement for Sale dated 03-09-2025	Telangana Industrial Infrastructure Corporation Limited (TGIIC)	Proposed New Facility

Leave and Licence Properties

Sr no.	Location of the property	Lease Rent per month in ₹	Tenor		Lease/ Leave and License/ Rent	Usage
			From	To		
1.	Unit 2 of Third Floor, BMP No. 216/2, "ZAREEN HEIGHTS", Nagavarapalya, C. V. Raman Nagar, Ward 83, Bangalore - 560093	62,081	15/07/2024	14/07/2027	Lease	Marketing Office
2.	Flat No:308, 3rd Floor, Keerthi Ornatta Apt, Varthur Road, Nagavarapalya, CV Raman Nagar Post, Bangalore - 560093	44,100	05/07/2025	04/06/2026	Lease	Guest House

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of certain key statutes, rules, regulations, notifications, memorandums, circulars and policies which are applicable to our Company and the business undertaken by our Company.

Taxation statutes such as the Income Tax Act, 1961, the Customs Act, 1962 and the relevant goods and service tax legislation apply to us as they do to any Indian company. For details of government approvals obtained by our Company, see "Government and Other Approvals" beginning on page 311.

The information detailed in this section, is based on the current provisions of key statutes, rules, regulations, notifications, memorandums, circulars and policies which are subject to amendments, changes and/or modifications. The information in this section has been obtained from publications available in the public domain.

The description of the applicable regulations as given below has been provided in a manner to provide general information to the investors and may not be exhaustive and is neither designed nor intended to be a substitute for professional legal advice. The indicative summary is based on the current provisions of applicable law, which are subject to change or modification or amended by subsequent legislative, regulatory, administrative or judicial decisions.

INDUSTRY-SPECIFIC LEGISLATIONS APPLICABLE TO OUR COMPANY

Industries (Development and Regulation) Act, 1951, as amended ("IDAR Act")

The IDAR Act has been liberalized under the New Industrial Policy dated July 24, 1991, and all industrial undertakings are exempt from licensing except for certain industries, including among others, all types of electronic, aerospace and defence equipment. The IDAR Act is administered by the Ministry of Commerce & Industries through the DPIIT. The main objective of the IDAR is to empower the Government to take necessary steps for the development of industries; to regulate the pattern and direction of industrial development; and to control the activities, performance and results of industrial undertakings in the public interest.

Defence Acquisition Procedure ("DAP"), 2020

The Ministry of Defence ("**MoD**") has announced the DAP, 2020 which has come into effect from October 1, 2020 and has superseded the Defence Procurement Procedure, 2016. DAP focuses on significantly boosting indigenous production and turning India into a global manufacturing hub of weapons and military platforms. DAP has been aligned with the vision of the Government's Atmanirbhar Bharat (self-reliant India) initiative and aims to empower Indian domestic defence industry through 'Make in India' projects. This policy will significantly boost indigenous defence. The DAP aims to develop India into a Global hub for defence manufacturing and has been aligned to encourage foreign companies to set up in India. Additionally, the DAP contains detailed guidelines, inter alia, in relation to: (i) acquisition categories, acquisition planning and indigenous content; (ii) acquisition procedures for categories under 'Buy' and 'Buy and Make' schemes; (iii) procedure for procurement under 'Make' and 'Innovation' categories; and (iv) procedure for acquisition of systems designed and developed by the DRDO/DPSUs/OFB; (v) fast track procedure; (vi) standardization of contract document; (vii) revitalising defence industrial ecosystem through strategic partnerships; (viii) acquisition of system products and information and communication technology systems; (ix) leasing; (x) other capital procurement procedure; (xi) post contract management; and (xii) procedure for defence ship building. It also contains guiding principles on the intellectual property rights of the government in 'Make-I' projects, which are funded by the MoD. The government reserves the right to work patents, either by itself or by another entity on its behalf, when a contractor fails to work the patent within a reasonable period of time.

Acquisition Contracts have been defined as; 1. **Buy (Indian-IDDM**). 'Buy (Indian-IDDM)' category refers to the acquisition of products from an Indian vendor that have been indigenously designed, developed and manufactured with a minimum of 50% Indigenous Content (IC) on cost basis of the base contract price i.e. total contract priceless taxes and duties. 2. **'Buy (Indian**)' category refers to the acquisition of products from an Indian vendor which may not have been designed and developed indigenously, having 60% IC on cost basis of the base contract price. Vendors eligible in 'Buy (Indian-IDDM)' category will also be permitted to participate in this category with indigenous design and a minimum of 50% IC on cost basis of the base contract price. 3. **Buy (Global -Manufacture in India).** Buy (Global - Manufacture in India) category refers to an outright purchase of equipment from foreign vendors, in quantities as considered necessary, followed by indigenous manufacture of the entire/part of the equipment and spares/assemblies/sub-assemblies/Maintenance along with Repair and Overhaul (MRO) facility (only in cases these are part of the main contract) for the equipment, through its subsidiary in India/through a Joint Venture/through an Indian Production Agency (PA) (with ToT of critical technologies as per specified range, depth and scope to the Indian PA), meeting a minimum of 50% IC on cost basis of the Base Contract Price. Indian vendors will be permitted to participate in Buy (Global -Manufacture in India). Acquisition under this category

can also be carried out without any initial procurement of equipment in FF state. All payments for the 'Manufactured' portion will be paid to the vendor in Indian Rupees as per contract provisions.

The DAP outlines the defence offset policy, which is aimed at leveraging capital acquisitions and technology to develop the Indian defence industry by fostering development of internationally competitive enterprises and augmenting capacity for research, design and development related to defence products. Provisions on offsets would be applicable to 'Buy (Global)' categories of procurement, where the estimated acceptance on necessity cost is ₹ 2,000 crores or more. If an Indian vendor participating in the 'Buy (Global)' category fails to meet the minimum requirement of 30% indigenous content in the product, it would be required to discharge offsets. The required value of such offset obligations would be 30% of the estimated cost of the acquisition. The DAP will remain in force till September 30, 2025 or till reviewed.

With a view to promote domestic and indigenous industry as also align the DAP with the reforms enunciated in the 'Atmanirbhar Bharat Abhiyan', the MoD has notified a list of weapons/platforms banned for import, as updated from time to time on the MoD website and guidelines thereon, and SHQ will ensure that no weapon/platform figuring on the list is procured ex import. These equipments may, therefore, be procured under the Buy (Indian - IDDM), Buy (Indian), Buy and Make (Indian) (only if Buy quantities are zero) and Buy (Global - Manufacture in India) (only if Buy quantities are zero) categories of acquisition.

Aircraft Act, 1934 as amended ("Aircraft Act"), the Aircraft Rules, 1937 as amended ("Aircraft Rules") and the and Drone (Amendment) Rules, 2023 ("Drone Rules")

The Aircraft Act and the Aircraft Rules were enacted to control the manufacture, possession, use, operation, sale, and the import and export of aircrafts. They stipulate parameters for determining airworthiness, maintenance of aircrafts, general conditions for flying and safety, registration of aircrafts and conduct of investigations. The Directorate General of Civil Aviation ("**DGCA**") is the competent authority for providing the abovementioned license and approvals. The DGCA is the regulatory body in the field of civil aviation primarily responsible for regulation of air transport services to/ from/ within India and for enforcement of civil air regulations, air safety and airworthiness standards. Further, the Bureau of Civil Aviation Security ("**BCAS**") is an independent authority responsible for laying down standards and measures with respect to security of civil flights at international and domestic airports in India.

Pursuant to the Aircraft (Amendment) Act, 2020, three regulatory bodies under the Ministry of Civil Aviation were accorded the status of statutory organisations. The DGCA is responsible for carrying out safety oversight and regulatory functions, the BCAS is responsible for carrying out regulatory and oversight functions in respect of matters relating to civil aviation security and the Aircraft Accidents Investigation Bureau ("AAIB") is responsible for matters related to investigation of aircraft accidents or incidents.

The Ministry of Civil Aviation, on August 25, 2021, notified the Drone Rules, which repealed the Unmanned Aircraft System Rules, 2021. The Drone Rules have been further amended vide Drone (Amendment) Rules, 2022 and Drone (Amendment) Rules, 2023. The Drone Rules define a 'drone' as an unmanned aircraft system and it applies to: (i) all persons owning or possessing, or engaged in leasing, operating, transferring or maintaining an unmanned aircraft system in India; (ii) all unmanned aircraft systems that are registered in India; and (iii) all unmanned aircraft systems that are being operated for the time being, in or over India. The Drone Rules provides detailed provisions inter alia on: (i) classification of unmanned aircraft systems; (ii) certification of unmanned aircraft systems; (iii) registration of unmanned aircraft systems; (iv) operation of unmanned aircraft systems; (v) remote pilot licenses; and (vi) unmanned aircraft system traffic management. The Drone Rules authorise the Director General of Civil Aviation or an officer authorised by the Central Government, State Government or Union Territory Administration, to a levy a penalty up to rupees one lakh, for a contravention of the Drone Rules.

Draft Defence Production & Export Promotion Policy, 2020 as amended ("Draft DPEPP")

The MoD released the Draft DPEPP to provide further impetus to realise the goal of self-reliance under the goal of Atmanirbhar Bharat, which is to develop a dynamic, robust and competitive defence industry, including aerospace and naval shipbuilding industry, to cater to the needs of armed forces, along with giving end to end solutions ranging from design to production, with active participation from the public and private sectors, thus fulfilling the twin objectives of self-reliance as well as exports. The Draft DPPEP aims to implement measures so as to achieve a turnover of ₹ 1,750,000 million (US$ 25 billion) including export of ₹ 350,000 million (US$ 5 billion) in aerospace and defence goods and services by 2025. Further, its objective is to reform as well as standardize defence procurement by providing support to micro, small and medium enterprises/ start-ups in order to indigenize the manufacturing of imported components. Additionally, the Draft DPPEP has the following goals: (i) to reduce dependence on imports and take forward the "Make in India" initiative through domestic design and development; (ii) to promote export of defence products and become part of the global defence value

chains; (iii) to create an environment that encourages research and development, rewards innovation, creates Indian intellectual property ownership and promotes a robust and self-reliance defence industry; (iv) enhance investment promotion with the association of the Ministry of Civil Aviation by offering incentives to global and domestic original equipment manufacturers to set up design and manufacturing facilities in India; and (v) liberalize foreign direct investment in the defence sector for attracting global original equipment manufacturers to shift manufacturing facilities and expand India's presence in international supply chains.

Information Technology Act, 2000 (the "IT Act") and the rules made thereunder

The IT 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 IT Act provides for extraterritorial jurisdiction over any offence or contravention under the IT Act committed outside India by any person, irrespective of their nationality, if the act or conduct constituting the offence or contravention involves a computer, computer system or computer network located in India. Additionally, the IT Act empowers the Government of India to direct any of its agencies to intercept, monitor or decrypt any information in the interest of sovereignty, integrity, defence and security of India, among other things. The Information Technology (Procedure and Safeguards for Blocking for Access of Information by Public) Rules, 2009 specifically permit the Government of India to block access of any information generated, transmitted, received, stored or hosted in any computer resource by the public, the reasons for which are required to be recorded by it in writing. The IT Act facilitates electronic commerce by recognising contracts concluded through electronic means, protects intermediaries in respect of third-party information liability and ensures that a body corporate failing to protect sensitive personal data is liable to pay damages by way of compensation. The IT Act also prescribes civil and criminal liability including fines and imprisonment for computer related offences including those related to unauthorised access to computer systems, tampering with or unauthorised manipulation of any computer, computer system or computer network and damaging computer systems and creates liability for negligence in dealing with or handling any sensitive personal data or information in a computer resource and in maintaining reasonable security practices and procedures in relation thereto, among others.

The IT 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**"), in April 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.

Further, the Consumer Emergency Response Team ("**CERT-In**") established under the IT Act has the authority to seek information and provide directions to service providers, intermediaries, data centres, body corporate and any other person. The Information Technology (The Indian Computer Emergency Response Team and Manner of Performing Functions and Duties) Rules, 2013 ("**CERT-In Rules**") lay down the obligations and responsibilities of CERT-In in relation to cybersecurity incidents (including response, prediction and prevention, analysis and forensics.). In terms of the CERT-In Rules, individuals, organizations, and corporate entities are required to report certain identified cybersecurity incidents to CERT-In, as early as possible while certain other incidents may be voluntarily reported to CERT-In.

FOREIGN INVESTMENT LAWS

Foreign Exchange Management Act, 1999 ("the FEMA"), Rules and Regulations

The foreign investment in our Company is governed by, inter alia, the Foreign Exchange Management Act ("**FEMA**"), as amended, the FEMA Rules, the Consolidated FDI Policy Circular of 2020 ("**FDI Policy**") effective from October 15, 2020, issued and amended by way of press notes, which prescribe certain requirements with respect to downstream investments by Indian companies that are owned or controlled by foreign entities and with respect to foreign investment into India and transfer of ownership or control of Indian companies in sectors with caps on foreign investment from resident Indian persons or entities to foreigners, as well as such transactions between foreigner. These requirements currently include restrictions on pricing, issue, transfer, valuation of shares and sources of funding for such investments, and may, in certain cases, require prior notice to or approval of the Government of India. In terms of the FDI Policy, foreign investment is permitted (except

in the prohibited sectors) in Indian companies either through the automatic route or the approval route, depending upon the sector in which the foreign investment is sought to be made.

The Foreign Trade (Regulation and Development) Act, 1992 and the rules framed thereunder ("FTA")

The FTA, read with the applicable provisions of the Indian Foreign Trade Policy 2023, authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The Central Government has also been given a wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The Foreign Trade Act requires every importer as well as exporter to obtain the Importer Exporter Code Number ("**IEC**") from the Director-General or the authorised officer. The Director General is authorised to suspend or cancel IEC in case of (i) contravention by any person any of the provisions of the Foreign Trade Act or any rules or orders made thereunder or the foreign trade policy or any other law for the time being in force relating to Central excise or customs or foreign exchange or person has committed any other economic offence under any other law for the time being in force as may be specified by the Central Government or (ii) making an export or import in a manner prejudicial to the trade relations of India with any foreign country or to the interests of other persons engaged in imports or exports or has brought disrepute to the creditor the goods of, or services or technology provided from, the country; or (iii) importing or exporting specified goods or services or technology, in contravention of any provision of the Foreign Trade Act or any rules or orders made thereunder or the foreign trade policy. Where any IEC number granted to a person has been suspended or cancelled, the person shall not be entitled to import or export any goods or services or technology except under a special licence, granted by the Director General to that person in a manner and subject to conditions as may be prescribed. An importer exporter code number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain IEC shall attract penalties under the FTA.

ENVIRONMENTAL LAWS

The Environment (Protection) Act, 1986 (the "EP Act"), Environment (Protection) Rules, 1986 (the "EP Rules") and Environmental Impact Assessment Notification, 2006 ("EIA Notification")

The EP Act has been enacted for the protection and improvement of the environment. The EP Act empowers the Central Government and the State Government to take all measures to protect and improve the quality of environment, such as laying down standards for emission and discharge of environmental pollutants. It is in the form of an umbrella legislation designed to provide a framework for the Central Government to coordinate the activities of various central and state authorities established under previous laws. Further, the EP Rules specify, inter alia, the standards for emission or discharge of environmental pollutants and restrictions on the handling of hazardous substances in different areas. The EP Rules have been amended pursuant to the Environment Protection 323(Second) Amendment Rules, 2022. For contravention of any of the provisions of the EP Act or the rules framed thereunder, the punishment includes either imprisonment or fine or both.

The Water (Prevention and Control of Pollution) Act, 1974 (the "Water Act")

The Water Act provides for one Central Pollution Control Board, as well as State Pollution Control Boards ("**State PCBs**"), to be formed to implement its provisions, including enforcement of standards for factories discharging pollutants into water bodies. The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set down by the State PCBs. The Water Act also provides that the consent of the State PCBs must be obtained prior to opening of any new outlets or discharges, which are likely to discharge sewage effluent. The Water Act prescribed specific amounts of fine and terms of imprisonment for various contraventions. The Parliament of India has recently passed the Water (Prevention and Control of Pollution) Amendment Act, 2024, which seeks to amend the Water Act, to inter alia, decriminalize certain offences, increased penalties for violation of the provisions of the Water Act in the range of ₹ 10,000 to ₹ 15,00,000.

The Air (Prevention and Control of Pollution) Act, 1981 (the "Air Act")

The Air Act provides for the prevention, control and abatement of air pollution. Under the Air Act, the State Government may, after consultation with the State PCB declare, any area or areas within the State as air pollution control area or areas for the purposes of the Air Act. Pursuant to the provisions of the Air Act, must be obtained emission of air pollutants in any air pollution control area in excess of the standards laid down by the State PCB is not permitted, without prior consent of the relevant State PCB. The Air Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

The Water (Prevention and Control of Pollution) Rules, 1975 ("Water Rules"), and, the The Water (Prevention and Control of Pollution) Cess Act, 1977 ("Water Cess Act") and The Water (Prevention and Control of Pollution) Cess Rules, 1978 ("Water Cess Rules")

The Water Act was enacted to provide for the prevention and control of water pollution. Further, the Water Act also provides for the establishment of boards with a view to carrying out the aforesaid purpose, and for conferring on and assigning to such boards, the powers and functions relating thereto. In addition, the Water Cess Act was enacted to provide for the levy and collection of a cess on water consumed by persons carrying on certain industrial activities, and by local authorities, with a view to augment the resources of the aforementioned central board and state boards, for the prevention and control of water pollution.

LABOUR LAW LEGISLATION

In order to rationalize and reform the existing labour laws in India, the Government of India has framed four labour codes, namely the (i) Occupational Safety, Health and Working Conditions Code, 2020, (ii) Industrial Relations Code, 2020, (iii) Code on Wages, 2019, and (iv) the Code on Social Security, 2020 (collectively the "**Labour Codes**").The Labour Codes were notified by the Central Government on November 21, 2025, subsuming the existing labour laws.

i. The Occupational Safety, Health and Working Conditions Code, 2020

The Occupational Safety, Health and Working Conditions Code, 2020 ("**OSHWC Code**") subsumes certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, The Mines Act, 1952, and the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979. This code provides for, among other things, standards for health, safety and working conditions for employees of establishments. The OSHWC Code broadly applies to an establishment where 10 or more workers are employed and include a place where any industry, trade, business, manufacturing or occupation is carried out, places undertaking motor transport, a newspaper establishment, an audio-video production, building and other construction work or plantations and applies to all establishments involving hazardous processes regardless of the threshold of workers. It also defines a "factory" to cover any premises which employees or had employed 20 or more workers on any day of the preceding twelve months, and in which a manufacturing process is carried on with the aid of power or, 40 or more workers on any day of the preceding twelve months, and in which a manufacturing process is carried on without the aid of power. The OSHWC Code also ensures that contract labour falls under safety and welfare protections provided by the establishment, and introduces the concept of core activity, restricting the scope of outsourcing of an establishment's primary function while allowing contract labour for non-core services such as housekeeping or maintenance. It expands protection for inter-state migrant workers, covering those recruited directly or through contractors, and introduces entitlements such as journey allowances. The OSHWC Code also defines hazardous processes based on activities involving dangerous substances and mandates higher safety standards for such operations. The OSHWC Code also subsumes the Mines Act, 1952, consolidating all safety, health and welfare provisions relating to mining operations into a single unified framework, ensuring comprehensive coverage for mine workers.

Prior to the enactment of OSHWC Code, the Company was operating in accordance with the Contract Labour (Regulation and Abolition) Act, 1970, and the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979. The rules made shall remain in-effect till the time the Government of India and state governments enact further rules under the OSHWC Code.

ii. The Industrial Relations Code, 2020

The Industrial Relations Code, 2020 ("**IR Code**") subsumes three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946 and provides a unified framework governing trade unions, conditions of employment, layoffs, retrenchment, and dispute resolution mechanisms. The IR Code introduces certain uniform definitions such as 'worker' which has been expanded to include sales promotion employees, working journalists, and supervisory employees earning up to ₹18,000/-per month, thereby extending statutory labour protections to a wider segment of workers, 'employee' which includes managerial and supervisory personnel and employer which includes any person or authority with control over an establishment, including those employing through contractors. The IR Code establishes that an industrial establishment, employing 300 or more workers, shall require prior permission from the appropriate government authority, for lay-off, retrenchment, or closing down its industrial establishment, with flexibility for States to enhance this limit further. It also introduces fixed-term employment, granting such employees benefits similar to permanent workers including gratuity on a pro-rata basis.

iii. The Code on Wages, 2019

The Code on Wages, 2019 ("**COW**") subsumes four separate legislations, namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. It provides a framework governing wage regulation, minimum wages, payment timelines, and bonus entitlements across sectors. The provisions related to wages apply to all employees in both organised as well as unorganised sectors, irrespective of wage threshold. The COW also introduces floor wages, which will be fixed by the Central Government on the basis of minimum living standards of an employee which will be revised at regular intervals. It also directs the State governments to ensure that the minimum wages in their respective regions are not lower than the prescribed floor wage.

iv. The Code on Social Security, 2020

The Code on Social Security, 2020 ("**CSS**") subsumes several separate legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, the Maternity Benefit Act, 1961, and the Payment of Gratuity Act, 1972. It provides a framework for social security of employees. CSS provides coverage of schemes such as employee provident fund, employee state insurance, maternity benefits, gratuity, employee compensation, and social-security funds to fixed-term employees, contract workers, inter-state migrant workers, and gig and platform workers through dedicated welfare funds. CSS also enables portability of benefits through Aadhaar-based registration and provides a framework for state and central governments to roll out social-security schemes for unorganised, gig, and platform workers.

Shops and Establishments Legislations

Under the provisions of local shops and establishments legislations applicable in the states in India where our establishments are set up and business operations exist, such 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 working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of records, maintenance of shops and establishments and other rights and obligations of the employers and employees. The local shops and establishments legislations, the employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws.

The employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The various other labour and employment-related legislations (and rules issued thereunder) that may apply to our operations, from the perspective of protecting the workers' rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, would include the following:

i. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

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

iii. The Child and Adolescent Labour (Prohibition and Regulation) Act, 1986

iv. The Labour Welfare Fund Act, 1965

TAX LAWS

Income Tax Act, 1961

Income Tax Act, 1961 is applicable to every domestic or foreign company whose income is taxable under the provisions of this Act or rules made under it depending upon its "Residential Status" and "Type of Income" involved. Under section 139(1) every Company is required to file its income tax return for every previous year by October 31 of the assessment year. Other compliances like those relating to tax deduction at source, fringe benefit tax, advance tax, and minimum alternative tax and the like are also required to be complied with by every company.

Central Goods and Services Tax Act, 2017 ("CGST Act")

CGST Act regulates the levy and collection of tax on the intra-State supply of goods and services by the Central Government or State Governments. The CGST Act amalgamates a large number of Central and State taxes into a single tax. The CGST Act mandates every supplier providing the goods or services to be registered within the State or Union Territory it falls under, within 30 days from the day on which he becomes liable for such registration. Such registrations can be amended, as well as cancelled by the proper office on receipt of application by the registered person or his legal heirs.

The Integrated Goods and Services Tax Act, 2017 ("IGST Act")

The IGST Act regulates the levy and collection of tax on the inter-State supply of goods and services by the Central Government or State Governments. It also includes the import and export of goods and services. The IGST Act mandates every supplier providing the goods or services be registered within the State or Union Territory it falls under, within 30 days from the day on which he becomes liable for such registration.

The Customs Act, 1962

All the laws relating to customs are consolidated under the Indian Customs Act, 1962. The provisions relating to appointment of customs ports, airports, warehousing stations are laid down under the Act. There shall be absolute or partial prohibition on import or export of goods by the Central Government for maintenance of security in India. The interest on levy of or exemption of customs duty is laid down under Chapter V of the Act. The clearance of imported goods and export shall not apply to baggage and goods imported or to be exported by post.

Professional Tax

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

PROPERTY LAWS

Transfer of Property Act, 1882

The Transfer of Property Act, 1882 was intended to define and amend the existing laws and not to introduce any new principle. It applies only to voluntary transfers. The Transfer of Property Act, 1882 provides a clear, systematic and uniform law for the transfer of immovable property. Transfer of property means an act by which a person conveys the property to one or more persons, or himself and one or more other persons. The act of transfer may be done in the present or for the future. The person may include an individual, company or association or body of individuals, and any kind of property may be transferred, including the transfer of immovable property. Transfer of property is subject to stamping and registration under the specific statutes enacted for the purposes which have been dealt with hereinafter. The Transfer of Property Act, 1882 recognizes, among others, the following forms in which an interest in an immovable property may be transferred:

Sale	The transfer of ownership in property for a price, paid or promised to be paid.
Mortgage	The transfer of an interest in property for the purpose of securing the payment of a loan, existing or future debt, or performance of an engagement which gives rise to a pecuniary liability. The Property Act recognizes several forms of mortgages over a property.
Charges	Transactions including the creation of security over property for payment of money to another which are not classifiable as a mortgage. Charges can be created either by operation of law, e.g. decree of the court attaching to specified immovable property, or by an act of the parties.

Leases	The transfer of a right to enjoy property for consideration paid or rendered periodically or on specified occasions.
Leave and License	The transfer of a right to do something upon immovable property without creating interest in the property. Further, it may be noted that with regards to the transfer of any interest in a property, the transferor transfers such interest, including any incidents, in the property which he is capable of passing and under the law, he cannot transfer a better title than he himself possesses.

Registration Act, 1908

The Registration Act, 1908 has been enacted with the objective of providing public notice of the execution of documents affecting, inter alia, the transfer of interest in immovable property. The purpose of the Registration Act, 1908 is the conservation of evidence, assurances, title and publication of documents and prevention of fraud. It details the formalities for registering an instrument. Section 17 of the Registration Act, 1908 identifies documents for which registration is compulsory and includes, among other things, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in present or in future, any right, title or interest, whether vested or contingent, in any immovable property of the value of one hundred rupees or more, and a lease of immovable property for any term exceeding one year or reserving a yearly rent. A document will not affect the property comprised in it, nor be treated as evidence of any transaction affecting such property (except as evidence of a contract in a suit for specific performance or as evidence of part performance under the Property Act or as collateral), unless it has been registered. Evidence of registration is normally available through an inspection of the relevant land records, which usually contains details of the registered property. Further, registration of a document does not guarantee title of land.

Indian Stamp Act, 1899

Under the Indian Stamp Act, 1899 stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Indian Stamp Act, 1899 at the rates specified in the schedules to the Indian Stamp Act, 1899. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state. Instruments chargeable to duty under the Indian Stamp Act, 1899, which are not duly stamped, are incapable of being admitted in court as evidence of the transaction contained therein and it also provides for impounding of instruments that are not sufficiently stamped or not stamped at all.

INTELLECTUAL PROPERTY LEGISLATIONS

In-general the Intellectual Property Rights includes but is not limited to the following enactments:

• The Patents Act, 1970;

• The Copyright Act, 1957;

• The Trade Marks Act, 1999

• The Designs Act, 2000

The Patents Act, 1970

A patent is an intellectual property right relating to inventions and is the grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling, importing the patented product or process producing that product. The term invention means a new product or process involving an inventive step capable of industrial application.

The Copyright Act, 1957

Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. In fact, it is a bundle of rights including, interalia, and rights of reproduction, communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the work**.**

Trade Marks Act, 1999 (hereinafter referred to as the 'TM Act')

The Trade Marks Act, 1999 provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

Designs Act, 2000 ("DA") and the Designs Rules, 2001 ("DR")

The DA regulates and protects the originality of an article's design and prohibits the piracy of registered designs. The primary objective of the DA is to protect new or original designs from getting copied, and ensure that the creator, originator or artisan of the design is not deprived of their rightful gains for the creation of their design. The Central Government also drafted the DR under the authority of the DA for the purposes of specifying certain prescriptions regarding the practical aspects related to designs such as payment of fees, register for designs, classification of goods, address for service, restoration of designs, etc.

COMMERCIAL LAWS

The Companies Act, 2013

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of President of India on August 29, 2013. At present almost all the provisions of this law have been made effective except a few. The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013. The Companies Act primarily regulates the formation, financing, functioning and restructuring of separate legal entity as companies. The Companies Act, 2013 provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. The provisions of the Act state the eligibility, procedure and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law laid down transparency, corporate governance and protection of shareholders & creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

Indian Contract Act, 1872

The Indian Contract Act, 1872 occupies the most important place in the commercial law. Without Indian Contract Act, 1872, it would have been difficult to carry on trade or any other business activity and in employment law. It is not only the business community which is concerned with the Indian Contract Act, 1872, but it affects everybody. The objective of the Indian Contract Act, 1872 is to ensure that the rights and obligations arising out of a contract are honoured and that legal remedies are made available to those who are affected.

Competition Act, 2002

The Competition Act, 2002 aims to anti-competitive practices that cause or are likely to cause an appreciable adverse effect on competition in the relevant market in India. The act deals with prohibition of agreements and anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstance as mentioned under the act. The prima facie duty of the Competition Commission established under the act I to eliminate practices having adverse effect on competition, promote and sustain competition, protect interest of consumer and ensure freedom of trade.

The Sale of Goods Act, 1930 (Sale of Goods)

The law relating to the sale of goods is codified in the Sale of Goods Act, 1930. It defines sale and agreement to sell as a contract whereby the seller transfers or agrees to transfer the property in goods to the buyer for a price and provides that there may be a contract of sale between part owner and another and that the contract of sale may be absolute or conditional. According to the provisions of this Act, a contract of sale is made by an offer to buy or sell the goods for a price and the acceptance of such offer. The Act further provides that the contract may provide for the immediate delivery of the goods or immediate payment of the price or both or for the delivery or payment by instalments or that the delivery or payment or both shall be postponed. Provisions are made in this Act for existing or future goods, perishable goods, ascertainment of price, conditions and warranties, effects of the contract, delivery to courier, duties of seller and buyer, buyer's right of examining the goods, liability of buyer for neglecting or refusing the delivery of goods, rights of unpaid seller, suits for breach of the contract, sale, etc.

The Arbitration and Conciliation Act, 1996

This act was enacted by Parliament in the 47th year of the Republic of India to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation and for matters connected therewith or incidental thereto. The main objectives of the Act are to comprehensively cover international and commercial arbitration and conciliation as also domestic arbitration and conciliation, to make provision for an arbitral procedure which is fair, efficient and capable of meeting the needs of the specific arbitration, to provide that the arbitral tribunal gives reasons for its arbitral award, to ensure that the arbitral tribunal remains within the limits of its jurisdiction, to minimise the supervisory role of courts in the arbitral process, to permit n arbitral tribunal to use mediation, conciliation or other procedures during the arbitral proceedings to encourage settlement of disputes, to provide that every final arbitral award is enforced in the same manner as if it were a decree of the court, to provide that a settlement agreement reached by the parties as a result of conciliation proceedings will have the same status and effect as an arbitral award on agreed terms on the substance of the dispute rendered by an arbitral tribunal and to provide that, for purposes of enforcement of foreign awards, every arbitral award made in a country to which one of the two International Conventions relating to foreign arbitral awards to which India is a party applies, will be treated as a foreign award.

Negotiable Instruments Act, 1881

Negotiable Instruments Act, 1881 was enacted to legalize the system by which instruments contemplated by it could pass from hand to hand by negotiation like any other goods. The purpose of the act was to present an orderly and authoritative statement of leading rules of law relating to the negotiable instruments. To achieve the objective of the act, the legislature thought it proper to make provision in the act for conferring certain privileges to the mercantile instruments contemplated under it and provide special procedure in case the obligation under the instrument was not discharged.

Specific Relief Act, 1963

The Specific Relief Act, 1963 is complimentary to the provisions of the Indian Contract Act, 1872 and the Transfer of Property Act, 1882, as the act applies both to movable property and immovable property. The act applies in cases where the court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. 'Specific performance' means court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

Limitation Act, 1963

The law relating to law of limitation to India is the Limitation Act, 1859 and subsequently Limitation Act, 1963 which was enacted on October 05, 1963 and which came into force from January 01, 1964 for the purpose of consolidating and amending the legal principles relating to limitation of suits and other legal proceedings. The basic concept of limitation is relating to fixing or prescribing of the time period for barring legal actions. According to Section 2 (j) of the Limitation Act, 1963, 'period of limitation' means the period of limitation prescribed for any suit, appeal or application by the schedule, and 'prescribed period' means the period of limitation computed in accordance with the provisions of this Act.

Consumer Protection Act, 2019

The Consumer Protection Act, 2019 has repealed the existing Consumer Protection Act, 1986, and shall come into force on such date as the Central Government may, by notification, appoint. The Consumer Protection Act, 1986 provides a mechanism for the consumer to file a complaint against a service provider in cases of unfair trade practices, restrictive trade practices, deficiency in services and unlawful pricing. It provides for a three tier consumer grievance redressal mechanism at the national, state and district levels. Non-compliance of the orders of the redressal commissions attract criminal penalties. The Consumer Protection Act, 2019, has, inter alia, introduce a Central Consumer Protection Council to promote, protect and enforce the rights of consumers and provides for mediation cells for the early settlement of disputes between the parties. It places liability on a product manufacturer / product service provider / product seller to compensate for the harm caused due to a defective product or deficiency in services. The Consumer Protection Act also enables the Central Government to take measures for preventing unfair trade practices in e-commerce

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

The Micro, Small and Medium Enterprises Development Act, 2006 and Industries (Development and Regulation) Act, 1951 The Micro, Small and Medium Enterprises Development Act, 2006 ("MSME Act") In order to promote and enhance the

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

OTHER APPLICABLE LAWS

In addition to the above, we may be governed by other applicable laws and regulation imposed by the Central Government and State Governments and other authorities for our day to day business, operations and administration.

HISTORY AND CERTAIN OTHER CORPORATE MATTERS

Corporate Profile and Brief History of our Company

Our Company was originally formed as a partnership firm under the Indian Partnership Act, 1932 under the name and style of "M/s Digilogic Systems" pursuant to a deed of partnership dated May 08, 2007. Further, "Digilogic Systems" was subsequently converted from the partnership firm to a private limited company under Part IX of the Companies Act, 1956 in the name of "Digilogic Systems Private Limited" and received a certificate of incorporation dated December 09, 2011, issued by the Registrar of Companies, Andhra Pradesh. Subsequently, our Company was converted into public limited company pursuant to special resolution passed by the shareholders at the EGM held on June 18, 2025, and consequently, the name of our Company was changed to "Digilogic Systems Limited" and a fresh certificate of incorporation consequent upon conversion from private company to public company was issued by Registrar of Companies, Central Processing Centre on July 01, 2025 bearing CIN U62099TG2011PLC077933. For further details, please refer to section titled "History and Certain Other Corporate Matters" beginning on page 212 of this Red Herring Prospectus.

We are a technology-led company engaged in the design, development, integration, manufacturing, assembly, supply and support of test systems, simulators, application software, and signal processing solutions. Our offerings cater primarily to the defence and aerospace industry, with a limited portion of our business being generated from clients, in electronics, Semiconductor and automation industries.

We generally receive purchase orders directly from government clients, government entities directly through the vendor approval process and also on open or limited tender basis. We are an AS9100D & ISO 9001:2015 certified company. We derived revenue of ₹ 1,817.73 Lakhs, ₹ 7,205.98 Lakhs, ₹ 5,155.93 Lakhs, and ₹ 5,596.23 Lakhs from our operations for the half year ended September 30, 2025, Fiscal 2025, Fiscal 2024 and Fiscal 2023 respectively. As of March 31, 2025, we derived a revenue of ₹ 6,386.56 Lakhs from test systems, ₹ 697.97 Lakhs from application software and ₹ 121.44 Lakhs from services constituting 88.63%, 9.69% and 1.69% respectively out of the total revenue from operations.

The Automated Test Equipment (ATE) segment follows closely, driven by expanded use in defence electronics manufacturing, especially for complex PCB, radar, and missile components, making it a highly lucrative segment with steady CAGR of 13.0% during FY'25P-FY'30F. Although Checkout Systems, Radar Test & Evaluation Systems, and Digital Receiver Systems report lower revenue bases and moderate CAGRs (~15% each), they continue to be critical enablers in system-level readiness and electronic warfare domains—especially as India advances towards integrated, network-centric warfare capabilities. (Source: Ken Research Report).

For information on our Company's business profile, activities, services, managerial competence, customers, growth, technology, marketing strategy, competition, our clients, the standing of our Company with reference to prominent competitors refer to the sections titled, **'***Our Business'*, **'***Our Industry'*, *'Financial Information'*, *'Management's Discussion and Analysis of Financial Condition and Results of Operations'* and *'Government and Other Approvals'* beginning on pages 178, 133, 251, 288 and 311 respectively of this Red Herring Prospectus.

Changes in Registered Office

Our Company was originally incorporated with its registered office at Plot No: 1-8-303/48/30, 1st Floor, Penderghast Road, Behind Ashok Bhoopal Chambers, Secunderabad-500003, Hyderabad, Andhra Pradesh. Details of subsequent change in the registered office of our Company is set as below:

Effective Date	Old Address	New Address	Reasons for change
March 23, 2021	Plot No: 1-8-303/48/30, 1st Floor, Penderghast Road, Behind Ashok Bhoopal Chambers, Secunderabad-500003, Hyderabad, Andhra Pradesh	#102, 1st Floor, DSL Abacus Tech Park Uppal Kalsa Village, Uppal Mandal, Rangareddy, Telangana, India – 500039.	For administrative convenience

Main Objects of our Company

The main objects of our Company, as contained in the Memorandum of Association are as follows:

i. *To engage in the design, development, manufacture, assembly, integration, testing, servicing, overhaul, upgrade, import, export, and supply of defence and aerospace systems, platforms, sub-systems, and components including*

but not limited to weapons systems, surveillance systems, communication systems, radar systems, navigation and avionics, unmanned aerial and ground vehicles, electronic warfare systems, and cybersecurity solutions.

ii. *To engage in the design, development, manufacture, assembly, integration, testing, servicing, overhaul, upgrade, import, export, and supply of systems, platforms, sub-systems, and components including but not limited to Automated Test Equipment (ATE), Checkout Systems, RF Simulators, System Evaluators, System Engineering & Deployments, Data Acquisition Systems, Static Test Beds, Maintenance, Repair & Overhaul Services (MRO).*

iii. *To act as an Original Equipment Manufacturer (OEM), contract manufacturer, system integrator, distributor, licensee, or subcontractor for the indigenous or licensed production of defence, aerospace, or dual-use platforms, equipment, modules, or components, whether under the Company's own brand or on behalf of Indian or foreign partners/OEMs, and to supply such systems to armed forces, public sector undertakings, private enterprises, or government agencies in India or abroad.*

iv. *To provide Electronics Manufacturing Services (EMS), including but not limited to printed circuit board assembly (PCBA), surface mount technology (SMT), through-hole assembly, box build, cable and wire harnessing, electromechanical assembly, systems integration, and testing of products and components for use in defence, aerospace, space, automotive, healthcare, industrial, and other dual-use applications.*

v. *To research, develop, produce, and commercialize advanced technologies and systems that are applicable for both defence and civilian sectors, including but not limited to embedded systems, semiconductors, microelectronics, artificial intelligence (AI), machine learning, autonomous systems, internet of things (IoT), sensors, robotics, satellite communications, and smart surveillance systems.*

vi. *To promote the indigenization and self-reliance in the manufacture and supply of dual-use and strategic electronics and defence technologies in alignment with national initiatives such as 'Make in India' and 'Atmanirbhar Bharat' and allied national programs.*

vii. *To establish partnerships, technical collaborations, joint ventures, technology transfer agreements, and licensing arrangements with Indian or foreign OEMs, MSMEs, startups, government agencies, research institutions, or private entities, for co-development, co-production, supply chain participation, or export of defence and dual-use products and technologies, subject to applicable laws and regulations.*

viii. *To undertake turnkey projects, provide consultancy, technical support, training, software development, and project management services in the fields of defence, aerospace, electronics, embedded systems, and allied technologies, either independently or in collaboration with third parties.*

ix. *To acquire, develop, lease, license, use, assign, or commercialize intellectual property, including patents, trademarks, copyrights, designs, technical know-how, and proprietary technologies, in India or abroad for business purposes.*

The main objects as contained in our Memorandum of Association enable our Company to carry on the business presently being carried out and proposed to be carried out by it.

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

Set out below are the amendments to our Memorandum of Association in the 10 years preceding the date of this Red Herring Prospectus:

Date of Shareholders' Meeting	AGM/ EGM	Particulars of Changes in Memorandum of Association
March 02, 2015	EGM	Clause V of MoA of our Company was amended to reflect increase in authorised share capital of our Company from ₹ 1,00,00,000 divided 10,00,000 equity shares of face value of ₹ 10 each to ₹ 2,00,00,000 divided into 20,00,000 equity shares of face value of ₹ 10 each
August 13, 2024	EGM	Clause V of MoA of our Company was amended to reflect increase in authorised share capital of our Company from ₹ 2,00,00,000 divided into 20,00,000 equity shares of face value of ₹ 10 each to ₹ 6,00,00,000 divided into 60,00,000 equity shares of face value of ₹ 10 each

Date of Shareholders' Meeting	AGM/ EGM	Particulars of Changes in Memorandum of Association
June 18, 2025	EGM	Clause I of our Memorandum of Association was amended to reflect the change in our name from 'Digilogic Systems Private Limited' to 'Digilogic Systems Limited' pursuant to conversion of our Company from a private limited company into a public limited company.
June 18, 2025	EGM	Alteration in main object clause (clause III(A) and clause III(B)) contained in the MOA and adoption of Table A of schedule I of the Companies Act 2013.
June 18, 2025	EGM	Clause V of MoA of our Company was amended to reflect increase in authorised share capital of our Company from ₹ 6,00,00,000/- consisting of 60,00,000 Equity Shares of ₹ 10/- each to ₹ 10,00,00,000/- consisting of 1,00,00,000 Equity Shares of ₹ 10/- each
July 25, 2025	EGM	Clause V of the MoA was amended to reflect the split in the authorized share capital of our Company from ₹ 10,00,00,000/- consisting of 1,00,00,000 Equity Shares of ₹ 10/- each to ₹ 10,00,00,000/- divided into 5,00,00,000 Equity Shares of face value of ₹ 2 each.

ADOPTING NEW ARTICLES OF ASSOCIATION OF OUR COMPANY

Our Company has adopted a new set of Articles of Association of our Company in accordance with applicable provisions of the Companies Act 2013, in an EGM of our Company dated June 18,2025.

MAJOR EVENTS AND MILESTONES

The table below sets forth some of the key events in the history of our Company:

Calendar Year	Event
2007	Founded as a partnership firm between Mr. Madhusudhan Varma Jetty and Mrs. Radhika Varma Jetty for undertaking the business of relating to data acquisition systems, ground check out systems, industrial grade PCS and peripherals, development of application software's and other allied activities
2011	Conversion of the partnership firm to private limited company
2012	Crossed annual revenue of ₹500 lakhs in Financial Year 2012
2014	Crossed annual revenue of ₹1500 lakhs in Financial Year 2014
2019	Crossed annual revenue of ₹2500 lakhs in Financial Year 2019
2022	Crossed annual revenue of ₹4000 lakhs in Financial Year 2022
2023	Crossed annual revenue of ₹5500 lakhs in Financial Year 2023
2025	Crossed annual revenue of ₹7000 lakhs in Financial Year 2025

KEY AWARDS, ACCREDITATIONS OR RECOGNITION

Calendar Year	Particulars
2020	Our Company has received the letter of appreciation and gratitude for exceptional effort put into the Wideband Ground Checkout System by 'Electronics & Radar Development Establishment, Govt. of India, Ministry of Defence, DRDO.
2021	Our Company has received the certificate of appreciation for valuable contribution towards production of LRSAM MISSILES by Defence Research & Development Laboratory, Hyderabad on February 14, 2021.
2023	• Our Company was accredited with a certificate of registration in 'Quality Management System– AS9100D and ISO 9001:2015' which is (technically equivalent to prEN 9100 :2016 and JISQ 9100 2016) by the TÜV SÜD America Inc. • Our Company has received the letter of appreciation for contribution towards Chandrayaan-3 and Aditya-L1 Mission from Indian Space Research Organisation ("**ISRO**")
2024	Our Company has received the letter of appreciation for exceptional effort put into the Missile Rear Section Tester, Spares, Training and Documentation from Project MRSAM(IAF), Research Centre Imrat (RCI), DRDO, Ministry of Defence, Vignyanakancha, Hyderabad
2025	Our Company has received the letter of appreciation for Contribution Towards Data Acquisition For Static Test from Centre for Advanced Systems, DRDO, Ministry of Defence.

HOLDING COMPANY OF OUR COMPANY

As on the date of this Red Herring Prospectus, our Company does not have a holding company.

SUBSIDIARY OF OUR COMPANY

As on the date of this Red Herring Prospectus, our Company does not have any subsidiary companies.

ASSOCIATE COMPANY

As on the date of this Red Herring Prospectus, our Company does not have any associate company.

JOINT VENTURE OF OUR COMPANY

As on the date of this Red Herring Prospectus, our Company does not have any Joint Venture.

CAPACITY OR FACILITY CREATION AND LOCATIONS OF PLANTS

For details pertaining to capacity / facility creation, location of plant refers section titled "*Our Business*" on page 178 of this Red Herring Prospectus.

TIME AND COST OVER-RUNS IN SETTING UP PROJECTS

There have been no time or cost overruns in the setting up of projects by our Company since incorporation.

DEFAULTS OR RE-SCHEDULING OF BORROWINGS

As on the date of this Red Herring Prospectus, there has been no default or re-scheduling/ re-structuring of borrowings availed by our Company from any financial institutions or banks.

SIGNIFICANT STRATEGIC PARTNERS

As of the date of this Red Herring Prospectus, our Company does not have any significant strategic partner.

SIGNIFICANT FINANCIAL PARTNERS

Apart from the various arrangements with the 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 Red Herring Prospectus.

LAUNCH OF KEY PRODUCTS OR SERVICES, ENTRY INTO NEW GEOGRAPHIES OR EXIT FROM EXISTING MARKETS

For details regarding key products or services launched by our Company, entry into new geographies or exit from existing markets, please refer the section titled '*Our Business*' beginning on page 178 of this Red Herring Prospectus.

DETAILS REGARDING MATERIAL ACQUISITIONS OR MERGERS, AMALGAMATIONS IN THE LAST 10 YEARS

Our Company has not acquired any material business or undertaken any mergers or amalgamations in the last 10 years:

DETAILS REGARDING DIVESTMENTS OF BUSINESS/ UNDERTAKINGS IN THE LAST 10 YEARS

As on date of this Red Herring Prospectus, our Company has not divested any business/ undertaking in the last 10 years.

ANY REVALUATION OF ASSETS, IN THE LAST 10 YEARS

As on date of this Red Herring Prospectus, our Company has not re-valued its assets in the last 10 years.

COLLABORATION AGREEMENTS

As on the date of this Red Herring Prospectus, our Company has not entered into any collaboration agreements.

SHAREHOLDERS' AGREEMENTS AND OTHER AGREEMENTS

Shareholders' Agreement and other agreements:

Investment' Agreement dated September 20, 2024 ("Investment Agreement") amongst our (a) Company; (b) Madhusudhan Varma Jetty ("Founder 1"), Radhika Varma Jetty ("Founder 2"), (Founder 1 & Founder 2 are collectively referred to as "Founders") and Negen Undiscovered Value Fund ("Investor"), (The Company, the Founders and the Investor are hereinafter, where the context so permits, referred to individually as "Party" and collectively "Parties").

The Investment Agreement, to, inter alia, record the understanding and agreement amongst Investor including, Founders and our Company regarding their rights and obligations in respect of the management and control of the affairs of the Company and certain rights and obligations inter-se as Shareholders in our Company. The Founders and investor have been granted certain rights in our Company under the Investment Agreement. Rights that the Founders and investor are currently entitled to under the Investment Agreement include the following:

Right to appoint Merchant Banker: The Investor, till such time as they remain the Investor, have a right to appoint one of the Merchant Banker when the Company is planning to go public.
Rights related to issue and transfer of shares: Subject to certain exceptions, our investor have (i) rights of first refusal and tagalong rights in case of any proposed transfer of shares by other Shareholders and (iv) restrictions on transfer of Shares in case of any proposed transfer of shares by other Shareholders.

Affirmative voting rights: The Investor holds affirmative rights concerning actions related to specific matters outlined in Schedule 5 of the Investment Agreement. Any resolution on a Reserved Matter requires the Investor affirmative vote or written consent. They may grant or refuse consent at their sole discretion, whether in a meeting of the Shareholders or otherwise.

Information rights: Our investor have certain information rights in our Company. These include receiving quarterly MIS reports within 30 days of each quarter. Additionally, they have rights to financial information, the annual budget, business plans, information of termination of employment, resignation of key employees, and other documents requested with proper notice.

The Shareholders' Agreement will be terminated upon receipt of final listing and trading approvals from the Stock Exchange for the listing and trading of the Equity Shares of our Company pursuant to the Offer.

Other Agreements

Agreements with Key Managerial Personnel, Senior Management Personnel, Director, Promoters or any other Employee:

As on the date of this Red Herring Prospectus, there are no agreements entered into by a Key Managerial Personnel, Senior Management Personnel, Director, Promoters 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.

Other subsisting material agreements including with strategic partners, joint venture partners and/or financial partners, entered into, other than in the ordinary course of business of the issuer:

Our Company has not entered into any other subsisting material agreements including with strategic partners, joint venture partners or financial partners, which is not in the ordinary course of business carried on by our Company.

Inter-se agreements between Shareholders:

Except as disclosed above, as on the date of this Red Herring Prospectus, our Company, Promoters and Shareholders do have any inter-se agreements/ arrangements and clauses/ covenants which are material in nature/ grant special rights to the

Company/ Promoters/ Shareholders and that are no other clauses/ covenants which are adverse/ pre-judicial to the interests of the minority/ public shareholders. There are no other agreements, deed of assignments, acquisition agreements, shareholders' agreement, inter-se agreements or agreements of like nature.

There are no other agreements/arrangements entered into by our Company or clauses/covenants applicable to our Company which are material, not in the ordinary course of business and which are required to be disclosed, or the non-disclosure of which may have a bearing on the investment decision of prospective investors in the Offer.

Agreement that may impact the management or control of our Company or impose any restriction or create any liability upon our Company:

As of the date of this Red Herring Prospectus, there are no agreements entered into by the Shareholders, Promoters, Promoter Group entities, related parties, Directors, Key Managerial Personnel, employees of our Company, among themselves or with our Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of our Company or impose any restriction or create any liability upon our Company, whether or not our Company is a party to such agreements.

Guarantees given by our Promoter Selling Shareholder to third parties on behalf of the Company:

Except as stated in section titled "*Financial Indebtedness*" on page 298 of this Red Herring Prospectus, our Promoter Selling Shareholder has not given any guarantees on behalf of our Company

Guarantees given by our Promoters with respect to Equity Shares:

Our Promoters have not given guarantees with respect to Equity Shares of the Company.

OUR MANAGEMENT

1. Board of Directors

Pursuant to the requirements of the Companies Act, 2013 and the AoA, our Company is required to have not less than three Directors and not more than fifteen Directors, provided that our shareholders' may appoint more than fifteen Directors after passing a special resolution in a general meeting.

As of the date of this Red Herring Prospectus, our Company comprises of seven (7) Directors on our Board, including four (4) Executive Directors (including one (1) Woman Director), and three (3) Non-Executive Independent Directors.

Our Company is in compliance with the corporate governance norms prescribed under the Companies Act, 2013 in relation to the composition of our Board and constitution of committees thereof.

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

Sr. No.	Name, designation, address, date of birth, age, experience, occupation, qualification, nationality, current term with date of appointment, period of directorship and DIN	Other directorships
1.	**Mr. Madhusudhan Varma Jetty** ***Designation:*** Chairman and Managing Director ***Address:*** Flat No. 803, Block-D, Necklace Pride Apartments, Behind NTPC Towers, Hyderabad, Secunderabad, Telangana- 500003, India. ***Date of Birth:*** January 01, 1960 ***Age:*** 66 years ***Experience:*** 38 years ***Occupation:*** Business ***Qualification:*** Bachelor's degree in Arts from the Sri Venkateshwara University, Tirupati and a Diploma in Business Administration from the Annamalai University, Annamalainagar and Postgraduate in Public Administration from KOTA open University. ***Nationality:*** Indian ***Current Term:*** For a period of 3 years, with effect from July 25, 2025 to July 24, 2028 not liable to retire by rotation. ***Period of Directorship:*** Since December 09, 2011 ***DIN:*** 02247769	**Indian Companies:** Nil **Foreign Companies:** Nil

Sr. No.	Name, designation, address, date of birth, age, experience, occupation, qualification, nationality, current term with date of appointment, period of directorship and DIN	Other directorships
2.	**Mrs. Radhika Varma Jetty** ***Designation:*** Whole-time Director ***Address:*** Flat No. 803, Bock-D, Kavadiguda main road, Secunderabad Hyderabad, Telangana- 500080, India. ***Date of Birth:*** June 29, 1967 ***Age:*** 58 years ***Experience:*** 17 years ***Occupation:*** Business ***Qualification:*** Bachelor's degree in Arts from the University of Madras. ***Nationality:*** Indian ***Current Term:*** For a period of 3 years, with effect from July 25, 2025 to July 24, 2028, liable to retire by rotation. ***Period of Directorship:*** Since December 09, 2011. ***DIN:*** 03370284	**Indian Companies:** Nil **Foreign Companies:** Nil
3.	**Mr. Jetty Shashank Varma** ***Designation:*** Whole-time Director & Chief Executive Officer ***Address:*** Flat No. 803, D-Block, Necklace Pride Apts, Kavadiguda Main Road, Behind NTPC Towers, Secunderabad, Hyderabad, Telangana- 500080, India. ***Date of Birth:*** February 14, 1991 ***Age:*** 34 years ***Experience:*** 10 years ***Occupation:*** Business ***Qualification:*** Bachelor's degree in Electronics and Communication Engineering from VIT University, Vellore, Tamil Nadu. He has also completed general management programme for Aerospace & Aviation Executives conducted by Indian Institute of Management, Bangalore in partnership with Toulouse Business School, France. ***Nationality:*** Indian ***Current Term:*** For a period of 3 years, with effect from July 25, 2025 to July 24, 2028, liable to retire by rotation. ***Period of Directorship:*** Since January 28, 2020 ***DIN:*** 03370303	**Indian Companies:** Nil **Foreign Companies:** Nil

Sr. No.	Name, designation, address, date of birth, age, experience, occupation, qualification, nationality, current term with date of appointment, period of directorship and DIN	Other directorships
4.	**Mr. Hitesh Varma Jetty** ***Designation:*** Whole-time Director ***Address:*** Flat No. 803, D-Block, Necklace Pride Apts, Kavadiguda Main Road, Behind NTPC Towers, Secunderabad, Hyderabad, Telangana- 500080, India. ***Date of Birth:*** May 22, 1996 ***Age:*** 29 years ***Experience:*** 4 years ***Occupation:*** Business ***Qualification:*** Master of Engineering (Electrical and Computer Engineering) from Western Ontario University, Canada, Post Graduate Diploma in Embedded Systems Design offered by C-DAC (Centre for Development of Advanced Computing), Hyderabad and Engineering degree in Electronics and Communication Engineering from Osmania University, Hyderabad. ***Nationality:*** Indian ***Current Term:*** For a period of 3 years, with effect from July 25, 2025 to July 24, 2028, liable to retire by rotation. ***Period of Directorship:*** Since January 20, 2025 ***DIN:*** 10648537	**Indian Companies:** Nil **Foreign Companies:** Nil
5.	**Mr. Balasubramanyam Danturti** ***Designation:*** Non-Executive Independent Director ***Address:*** DN 142 P-43, H no. 32/80/31, Third Cross, Devi Nagar, Ramakrishnapuram, Malkajgiri Mandal, Malkajgiri, Hyderabad- 500056, Andhra Pradesh ***Date of Birth:*** June 21, 1965 ***Age:*** 60 years ***Experience:*** 36 years ***Occupation:*** Professional ***Qualification:*** Bachelor's degree in Commerce from the Osmania University, Hyderabad, and Hons. Diploma in Personnel Management and Industrial Relations from the Madras School of Social Work, Diploma in Training and Development from Indian Society for Training and Development. He has also completed the associate examination organised by The Indian Institute of Bankers. ***Nationality:*** Indian ***Current Term:*** Appointed for a period of 5 years, with effect from July 25, 2025 to July 24, 2030 not liable to retire by rotation.	**Indian Companies:** 1. Caliber Mining and Logistics Limited 2. Narbada Gems and Jewellery Limited 3. Uday Jewellery Industries Limited **Foreign Companies:** NIL

Sr. No.	Name, designation, address, date of birth, age, experience, occupation, qualification, nationality, current term with date of appointment, period of directorship and DIN	Other directorships
	Period of Directorship: Since July 25, 2025. ***DIN:*** 10753430	
6.	**Mr. Madadi Ugender Reddy** ***Designation:*** Non-Executive Independent Director ***Address:*** Villa No.155, Indu Fortune Fields, Near Hitech City Railway Station, Phase Xiii, Kphb, Kukatpally, Hyderabad - 500072, Telangana, India ***Date of Birth:*** March 28, 1962 ***Age:*** 63 years ***Experience:*** 35 years ***Occupation:*** Professional ***Qualification:*** Bachelor's degree of Technology (Mechanical Industrial) and a Master's degree of Technology (Designs & Production of I.C. Engines & Gas Turbines from the Kakatiya University, Warangal, Telangana ***Nationality:*** Indian ***Current Term:*** Appointed for a period of 5 years, with effect from July 25, 2025 to July 24, 2030 not liable to retire by rotation. ***Period of Directorship:*** Since July 25, 2025. ***DIN: 11148916***	**Indian Companies:** Nil **Foreign Companies:** Nil
7.	**Dr. Sesha Rama Srinivasa Sastry Pullela** ***Designation:*** Non-Executive Independent Director ***Address:*** Villa No. 115, Indu Aranya Haritha, Auto Nagar, Opp Bandlaguda Bus Stop, Nagole, Tatti Annaram, Abdullapurmet, K.v. Rangareddy- 500068, Telangana ***Date of Birth:*** June 14, 1963 ***Age:*** 62 years ***Experience:*** 40 years ***Occupation:*** Professional ***Qualification:*** Bachelor's degree of Technology from the Institution of Electronics and Telecommunication Engineers and a Master's degree of Technology (Electronics) from the Cochin University of Science and Technology. He also holds a degree of doctor of philosophy in Engineering from the Jadavpur University. ***Nationality:*** Indian	**Indian Companies:** Nil **Foreign Companies:** Nil

Sr. No.	Name, designation, address, date of birth, age, experience, occupation, qualification, nationality, current term with date of appointment, period of directorship and DIN	Other directorships
	Current Term: Appointed for a period of 5 years, with effect from July 25, 2025 to July 24, 2030 not liable to retire by rotation ***Period of Directorship:*** Since July 25, 2025. ***DIN: 11148922***	

2. Brief Biographies of Directors

Mr. Madhusudhan Varma Jetty is one of the Promoter and currently the Chairman and Managing Director of our Company. He holds a Bachelor's degree in Arts from the Sri Venkateshwara University, Tirupati, a Diploma in Business Administration from the Annamalai University, Annamalainagar and Postgraduate in Public Administration from KOTA open University. He has served in the Indian Air Force for 15 years from February 11, 1979 to February 28, 1994. He retired from the Indian Air Force with the rank of Sergeant. During his tenure in the Indian Air Force, he successfully completed multiple specialized courses in Radar Fitting, along with training programs recognized as equivalent to a Diploma in Technology and a Diploma in Electronics, Radio, and Communication Engineering. He laid the foundation of the company's journey by first establishing it as a partnership firm, along with Mrs. Radhika Varma Jetty and others. The firm was originally engaged in the business of data acquisition systems, ground check-out systems, industrial-grade PCs, peripherals, application software development, and related activities. He has work experience of more than 38 years in the field of defence and space, business development, test and measurement solutions, and leadership. He has been associated with the Company from its inception.

Mrs. Radhika Varma Jetty is one of the Promoter and Whole-time Director of our Company. She holds a bachelor's degree in Arts from the University of Madras. She laid the foundation of the company's journey by first establishing it as a partnership firm, along with Mr. Madhusudhan Varma Jetty and others. The firm was originally engaged in the business of data acquisition systems, ground check-out systems, industrial-grade PCs, peripherals, application software development, and related activities. She has extensive executive-level experience of 17 years in field of organizational strategy, business development, resource management, and corporate governance. She has been associated with the Company from its inception.

Mr. Jetty Shashank Varma is one of the Promoter, Whole-time Director and Chief Executive Officer of our Company. He holds a bachelor's degree in Electronics and Communication Engineering from VIT University, Vellore, Tamil Nadu. He has also completed general management programme for Aerospace & Aviation Executives conducted by Indian Institute of Management, Bangalore in partnership with Toulouse Business School, France. He has been awarded by the certificate of participation in 'TI India Analog Design Contest 2012-13' from Texas Instruments India University Program. He has work experience of more than 10 years in field of Automated Test Equipment, Data Acquisition Systems, RF applications, system integration, LabVIEW programming, and PXI/PXIe platforms, combined with strategic business development and stakeholder relationship management. He has been associated with the Company since August 19, 2013.

Mr. Hitesh Varma Jetty is one of the Promoter and Whole-time Director of our Company. He holds a Master of Engineering (Electrical and Computer Engineering) from Western Ontario University, Canada, Post Graduate Diploma in Embedded Systems Design offered by C-DAC (Centre for Development of Advanced Computing), Hyderabad and Engineering degree in Electronics and Communication Engineering from Osmania University, Hyderabad. He has work experience of more than 4 years in field of Automated Test Equipment (ATE), Data Acquisition Systems, and RF-based applications, with expertise in LabVIEW programming and PXI/PXIe platforms to design and deliver scalable, mission-critical test solutions. He has been associated with the Company since September 01, 2020.

Mr. Balasubramanyam Danturti is a Non – Executive Independent Director of our Company. He holds a Bachelor's degree in Commerce from the Osmania University, Hyderabad and Hons. Diploma in Personnel Management and Industry Relations from the Madras School of Social Work, Diploma in Training and Development from Indian Society for Training and Development. He has also completed the associate examination organised by The Indian Institute of Bankers. He has work experience of more than 36 years including 24 years of experience of working in public sector banking and 12 years in setting up investor relations program in corporates. He was previously associated with Adani Enterprises Limited & Special Economic Zone Limited as head investor relations from March 14, 2016 to June 30, 2023. He has been associated with the Company since July 25, 2025.

Mr. Madadi Ugender Reddy is a Non – Executive Independent Director of our Company. He holds a Bachelor's degree of Technology (Mechanical Industrial) and a Master's degree of Technology (Designs & Production of I.C. Engines & Gas Turbines) from the Kakatiya University, Warangal, Telangana. He has work experience of more than 35 years in the defence field. He was associated with the Defence Research and Development Laboratory (DRDL) which is a part of Defence Research and Development Organisation (DRDO) as a Scientist since July 23, 1986 till March 31, 2022. He has received Technology Group Award – 2020 from the DRDL, Hyderabad, multiple award for Performance Excellence – 2007, 2016 & 2019 from DRDO, and a commendation certificate in recognition of the significant contribution made to the Integrated Guided Missles Programme from DRDO. He has been associated with the Company since July 25, 2025.

Dr Sesha Rama Srinivasa Sastry Pullela is a Non – Executive Independent Director of our Company. He holds a Bachelor's degree of Technology from the Institution of Electronics and Telecommunication Engineers and a Master's degree of Technology (Electronics) from the Cochin University of Science and Technology. He also holds a degree of doctor of philosophy in Engineering from the Jadavpur University. He has work experience of 40 years in the defence field. Previously, he was associated as a Scientist from June 29, 1983 to July 19, 1999 in the ISRO Inertial Systems Unit (IISU) and as a Scientist in Defence Research & Development Organization, Hyderabad until June 30, 2023. He has received a certificate for outstanding contribution in indigenous design & development of dual control electro mechanical actuation system for project AAD along with certificate for outstanding contribution towards Electro Hydraulic Servo Actuation System for missile programmes from Research Centre Imarat, DRDO award for Path Breaking Research/Outstanding Technology Development 2007 & Performance Excellence – 2012 from the DRDO, Ministry of Defence. He has been associated with the Company since July 25, 2025.

Confirmations

- There are no arrangements or understanding 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 senior management.
- Other than statutory benefits upon termination of the employment in our Company on retirement, none of the Directors have entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.
- As on the date of this Red Herring Prospectus, none of our Directors are on the RBI list of wilful defaulters or are fraudulent borrowers.
- As on date of this Red Herring Prospectus, none of our Directors are declared as Fugitive Economic Offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
- None of our Director is or was a director of any listed company during the last 5 years preceding the date of this Red Herring Prospectus, whose shares have been or were suspended from being traded on the stock exchange(s), during the term of their directorship in such Company.
- None of our Director is or was a director of any listed company which has been or was delisted from any recognized stock exchange during the term of their directorship in such company.
- None of the Promoter, persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or persons 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.
- 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.

3. Borrowing powers of our Board

Pursuant to a special resolution passed by our shareholders at Extraordinary General Meeting held on July 25, 2025, our Board is authorised to borrow any sum of monies from time to time notwithstanding that the sum so borrowed together with the monies, if any, already borrowed by our Company (apart from temporary loans obtained from our Company's bankers in the ordinary course of business) exceeding the paid up capital and free reserves of our Company provided that such amount does not exceed ₹ 15,000 Lakhs.

4. Remuneration/ compensation/ commission paid to our Managing Director, Executive Directors and Whole-Time Director:

The compensation payable to our Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Section 2(54), Section 2(94), Section 188, Section 196, Section 197, Section 198 and Section 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force).

The following compensation has been approved for Managing Director and Whole-Time Directors:

Particulars	Mr. Madhusudhan Varma Jetty	Mrs. Radhika Varma Jetty	Mr. Jetty Shashank Varma	Mr. Hitesh Varma Jetty
Appointment / Change in Designation	Originally appointed as Director (Category-Promoter, Non-Executive Director) w.e.f. December 09, 2011. Designated as Managing Director w.e.f., January 05, 2012 vide Board Resolution dated January 05, 2012. Re-appointed as Managing Director w.e.f July 25, 2025 vide Board Resolution dated July 22, 2025 and Shareholders Resolution dated July 25, 2025. He has also appointed as Chairman of our Company vide Board resolution dated July 22, 2025 w.e.f. July 25, 2025.	Originally appointed as Director (Category-Promoter, Non-Executive Director) w.e.f. December 09, 2011. Appointed as Whole-Time Director w.e.f., July 25, 2025 vide Board Resolution dated July 22, 2025 and Shareholders Resolution dated July 25, 2025.	Originally appointed as Director w.e.f. January 28, 2020. Appointed as Whole-Time Director w.e.f., July 25, 2025 vide Board Resolution dated July 22, 2025 and Shareholders Resolution dated July 25, 2025.	Originally appointed as Director w.e.f. January 20, 2025. Appointed as Whole-Time Director w.e.f., July 25, 2025 vide Board Resolution dated July 22, 2025 and Shareholders Resolution dated July 25, 2025.
Current Designation	Chairman and Managing Director	Whole-Time Director	Whole-Time Director & CEO	Whole-Time Director
Term of Appointment	3 years Not Liable to retire by rotation	3 years Liable to retire by rotation	3 years Liable to retire by rotation	3 years Liable to retire by rotation
Remuneration & Perquisites	₹ 144.00 lakhs p.a.*	₹ 48.00 lakhs p.a.*	₹ 60.00 lakhs p.a.#	₹ 60.00 lakhs p.a.*
Compensation paid in the year 2024-25	₹ 96.00 lakhs	₹ 30.48 lakhs	₹ 129.91 lakhs	₹ 26.91 lakhs

** Vide Shareholders resolution dated July 25, 2025, the Company has revised the remuneration.*
#Vide Shareholders resolution dated September 08, 2025*, the Company has revised the remuneration.*

5. Payments or benefits to Directors by our Company

Except as disclosed below, our Company has not paid any compensation or granted any benefit to any of our Directors (including contingent or deferred compensation) in all capacities in the financial year ended March 31, 2025:

Compensation paid to our Directors during the half year ended September 30, 2025 and financial year ended March 31, 2025:

(₹. In Lakhs)

Sr. No.	Name of Director	Remuneration Paid for half year ended September 30, 2025.	Remuneration Paid for FY 2024-2025.
1.	Mr. Madhusudhan Varma Jetty	55.99	96.00
2.	Mrs. Radhika Varma Jetty	18.15	30.48
3.	Mr. Jetty Shashank Varma	32.72	129.91

4.	Mr. Hitesh Varma Jetty	21.37	26.91
5.	Mr. Balasubramanyam Danturti	1.10 (Sitting fees paid)	Not Applicable*
6.	Mr. Madadi Ugender Reddy	1.00 (Sitting fees paid)	Not Applicable*
7.	Dr Sesha Rama Srinivasa Sastry Pullela	0.85 (Sitting fees paid)	Not Applicable*

** Mr. Balasubramanyam Danturti, Mr. Madadi Ugender Reddy, and Dr Sesha Rama Srinivasa Sastry Pullela, were appointed on the Board of the Company with effect from July 25, 2025 vide special resolution passed by the shareholders in EGM held on July 25, 2025.*

6. Terms of appointment of Directors

1. Executive Directors

Name	Mr. Madhusudhan Varma Jetty
Designation	Chairman and Managing Director
Remuneration per annum (including basic salary, perquisites, allowances but excluding bonus.)	₹ 144 lakhs p.a.
Tenure of his appointment	3 years w.e.f. July 25, 2025

There is no definitive and /or service agreement that has been entered into between our Company and Mr. Madhusudhan Varma Jetty in relation to his appointment and for benefit upon the termination of his employment.

Name	Mrs. Radhika Varma Jetty
Designation	Whole-Time Director
Remuneration per annum (including basic salary, perquisites, allowances but excluding bonus.)	₹ 48 lakhs p.a.
Tenure of her appointment	3 years w.e.f. July 25, 2025

There is no definitive and /or service agreement that has been entered into between our Company and Mrs. Radhika Varma Jetty in relation to her appointment and for benefit upon the termination of her employment.

Name	Mr. Jetty Shashank Varma
Designation	Whole-Time Director & Chief Executive Officer
Remuneration per annum (including basic salary, perquisites, allowances but excluding bonus.)	₹ 60 lakhs p.a.
Tenure of her appointment	3 years w.e.f. July 25, 2025

There is no definitive and /or service agreement that has been entered into between our Company and Mr. Jetty Shashank Varma in relation to his appointment and for benefit upon the termination of his employment.

Name	Mr. Hitesh Varma Jetty
Designation	Whole-Time Director
Remuneration per annum (including basic salary, perquisites, allowances but excluding bonus.)	₹ 60 lakhs p.a.
Tenure of her appointment	3 years w.e.f. July 25, 2025

There is no definitive and /or service agreement that has been entered into between our Company and Mr. Hitesh Varma Jetty in relation to his appointment and for benefit upon the termination of his employment.

Our Company has not entered into any contract appointing or fixing the remuneration of a Director in the last 2 years. The above said remuneration and perquisites are subject to the ceiling laid down in Section 197 and Schedule V of the Companies Act, 2013 and all other applicable provisions, if any, as may be amended from time to time. In case of payment of

remuneration in excess of the prescribed limits, recovery of the excess amount may be waived by our Board upon the recommendation of the Nomination and Remuneration Committee and subject to the compliance of the applicable provisions, if any.

Sitting fees

Our AOA provides for payment of such amount of sitting fees, as the Directors may determine, from time to time, for attending every meeting of our Board or any committee of our Board, subject to the ceiling prescribed under the Companies Act 2013. Pursuant to the Board resolution dated July 22, 2025, the sitting fees payable to our Non-Executive Directors and Independent Directors for attending each meetings of our Board and meetings of various committees of our Board, is ₹ 15,000/- and ₹ 10,000/- respectively, within the limits prescribed under the Companies Act, 2013, and the rules notified thereunder.

Further no sitting fees has been paid by our Company to our Non-Executive Independent Directors for the Financial Year ended March 31, 2025.

Further, except as disclosed below, no sitting fees paid by our Company to our Non-Executive Independent Directors for the half year ended September 30, 2025:

Name	Sitting Fees paid for the half year ended September 30, 2025 (in ₹ in lakhs)
Mr. Balasubramanyam Danturti	1.10
Mr. Madadi Ugender Reddy	1.00
Dr Sesha Rama Srinivasa Sastry Pullela	0.85

Bonus or profit-sharing plan for our Directors

As on the date of this Red Herring Prospectus, our Company does not have any bonus or profit-sharing plan for our Directors.

Shareholding of Directors in our Company

Our AOA does not require our Directors to hold qualification shares.

The shareholding of our Directors in our Company as of the date of filing this Red Herring Prospectus, on a fully diluted basis, is set forth below:

Sr. No	Name	No. of Equity Shares of face value of ₹ 2 each held	Percentage of the pre-Offer capital on a fully diluted basis (%)
1.	Mr. Madhusudhan Varma Jetty	1,35,15,000	60.73
2.	Mrs. Radhika Varma Jetty	60,77,500	27.31
3.	Mr. Jetty Shashank Varma	50,000	0.23
4.	Mr. Hitesh Varma Jetty	50,000	0.23
5.	Mr. Balasubramanyam Danturti	Nil	NA
6.	Mr. Madadi Ugender Reddy	Nil	NA
7.	Dr Sesha Rama Srinivasa Sastry Pullela	Nil	NA

Interest of our Directors

a) Interest by way of Remuneration from our Company

All the Directors may be deemed to be interested to the extent of remuneration, sitting fees and reimbursement of expenses payable to them under the AOA, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company.

Our Directors are interested to the extent of personal guarantee given by them to our Company or by their relatives or by the companies / firms in which they are interested as directors/members/partners. Further our Directors or their relatives or companies/ firms in which they are interested as directors/members/partners have not any loan from the Company. For the details of Personal Guarantee given by Directors towards financial facilities of our Company please refer to section titled '*Financial Indebtedness*' and '*Financial Information' beginning* on page 298 and 251 respectively of this Red Herring Prospectus.

Except as stated otherwise in this Red Herring Prospectus, our Company has not entered into any contract, agreements or arrangements during the preceding 2 years from the date of the Red Herring Prospectus in which the Directors are interested directly or indirectly.

Except as stated in the section titled '*Our Management*' or the section titled '*Financial Information - Related Party Transactions'* beginning on pages 218 and 251 respectively of this Red Herring Prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in our business.

For details, refer sections '*Our Management - Remuneration/ compensation/ commission paid to our Managing Director, Executive Directors and Whole-Time Director'* as beginning on page 218 of this Red Herring Prospectus.

b) Interest as Members of our Company

Our Directors may also be regarded as interested in the Equity Shares, if any, that may be subscribed by and allotted to the companies, firms, and trusts, if any, in which they are interested as directors, members, promoters, and/ or trustees pursuant to this Offer. Such Directors 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.

c) Interest in formation and promotion of our Company

Except Mr. Madhusudhan Varma Jetty and Mrs. Radhika Varma Jetty, none of our Directors have any interest in the formation of our Company and Except Mr. Madhusudhan Varma Jetty and Mrs. Radhika Varma Jetty, Jetty Shashank Varma and Hitesh Varma Jetty none of our Directors have any interest in the promotion of our Company. For further details, please refer to section titled *'Our Promoters and Promoter Group'* as beginning on page 243 of this Red Herring Prospectus.

d) Interest in the property of our Company

Except as disclosed in *'Our Properties'* as described in section titled *'Our Business'* beginning on page 178 and *'Related Party Transaction'* as described on page 249, of this Red Herring Prospectus, our Directors have no interest in any property acquired by our Company, or proposed to be acquired by our Company.

e) Interest in the business of our Company

Except as stated in section titled *'Financial Information'* beginning on page 66, our Directors do not have any interest in our business.

f) Interest as creditors of our Company

Our Directors are interested to the extent of unsecured loans or personal guarantee, if any, given by them to our Company or by their relatives or by the companies/ firms in which they are interested as directors/ members/ partners. Further our Directors are also 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/ partner. For the details of personal guarantee given by Directors towards financial facilities of our Company please refer to section titled *'Financial Indebtedness'* and section titled *'Financial Information'* beginning on pages 83 and 251 respectively of this Red Herring Prospectus.

g) Interest as Key Managerial Personnel of our Company

Mr. Madhusudhan Varma Jetty, Chairman and Managing Director; Mrs. Radhika Varma Jetty, Whole-Time Director; Mr. Jetty Shashank Varma , Whole-Time Director and CEO; Mr. Hitesh Varma Jetty, Whole-Time Director; Mr. Sriharsha Vadakattu , Chief Financial Officer, and Mr. Kameswara Rao Vempati, Company Secretary and Compliance Officer of our Company are the Key Managerial Personnel of our Company and may be deemed to be interested to the extent of

remuneration or benefits to which they are entitled to as per their terms of appointment, reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act, 2013 and AOA of our Company and to the extent of Equity Shares that may be held by them in our Company. They may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of such Equity Shares. Other than disclosed above, no other Director is interested as Key Managerial Personnel of our Company. For further details, please refer to sections titled *'Related Party Transactions'* and *'Financial Information'* beginning on pages 249 and 251 of this Red Herring Prospectus.

h) Other indirect interest

Our Directors are also directors on the board, or are shareholders, members or partners of entities with which our Company has had transactions and may be deemed to be interested to the extent of the payments made by our Company, or services provided by our Company, if any, to these entities.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which any of our Directors are interested, by any person, either to induce him to become, or to qualify him as, a Director, or otherwise for services rendered by our Directors or by the firm or company in which they are interested, in connection with the promotion or formation of our Company.

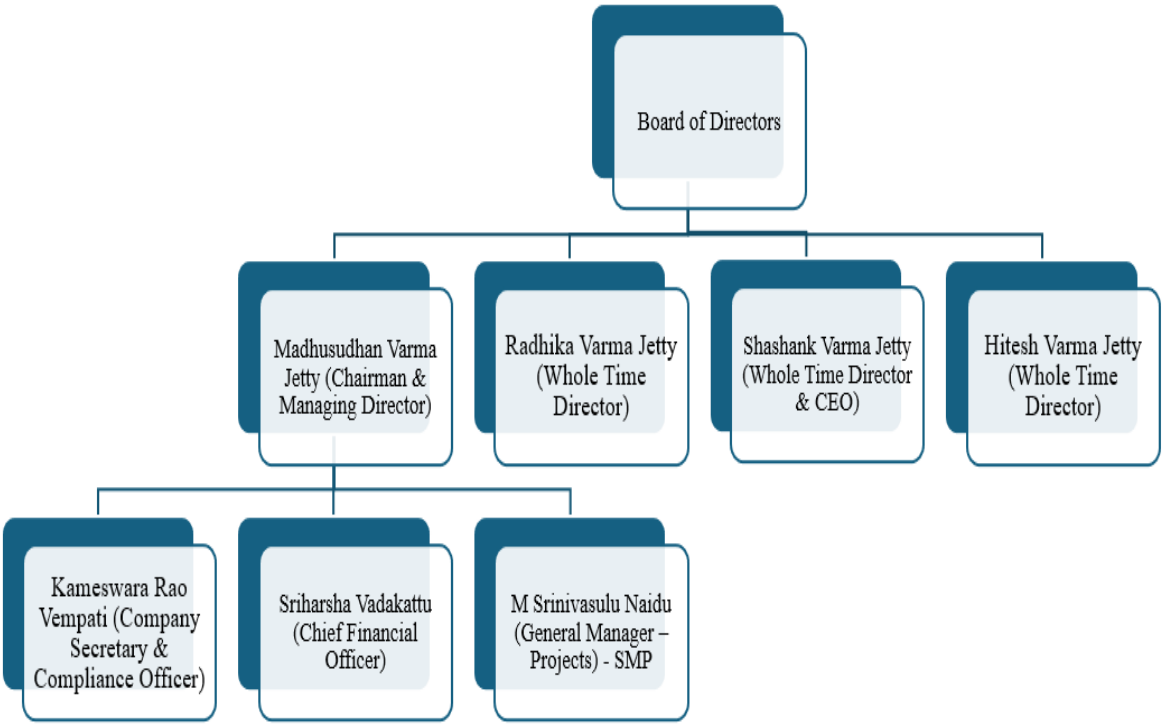
All the Directors may be deemed to be interested in the contracts, agreements/ arrangements entered into or to be entered into by our Company with any company which is promoted by them or in which they hold directorships or any partnership firm in which they are partners.

Changes in our Board during the last 3 years

Except as disclosed below, there have been no changes in our Board during the last 3 years.

Name	Date of Appointment/ Change/ Cessation w.e.f.	Reason
Mr. Madhusudhan Varma Jetty	July 25, 2025	Re-appointment as Managing Director
Mrs. Radhika Varma Jetty	July 25, 2025	Appointed as Whole-Time Director
Mr. Jetty Shashank Varma	July 25, 2025	Appointed as Whole-Time Director and CEO
Mr. Hitesh Varma Jetty	January 20, 2025	Appointed as Executive Director (Category-Professional)
	July 25, 2025	Change in designation from Executive Director to Whole-time Director
Mr. Balasubramanyam Danturti	July 25, 2025	Appointed as Non-Executive Independent Director
Mr. Madadi Ugender Reddy	July 25, 2025	Appointed as Non-Executive Independent Director
Dr Sesha Rama Srinivasa Sastry Pullela	July 25, 2025	Appointed as Non-Executive Independent Director

ORGANISATION STRUCTURE



Corporate governance

In addition to the applicable provisions of the Companies Act, 2013 with respect to corporate governance, provisions of the SEBI Listing Regulations and SEBI ICDR Regulations, as may be applicable, will also be complied with to the extent applicable to our Company immediately upon the listing of the Equity Shares on the Designated Stock Exchange.

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, including SEBI ICDR Regulations, in respect of corporate governance including constitution of our Board and Committees thereof.

The Corporate governance framework is based on an effective independent Board, the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

The Board functions either as a full board or through the various committees constituted to oversee specific operational areas.

As on the date of this Red Herring Prospectus, there are 7 (seven) Directors on our Board out of which 3 (three) are Non-Executive Independent Directors. Our Company is in compliance with the corporate governance norms prescribed under the Companies Act, 2013, particularly, in relation to appointment of Independent Directors to our Board and constitution of Board-level committees.

Our Company undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations, SEBI ICDR Regulations, the Listing Agreement to the extent applicable to us and the Companies Act, 2013.

Committees of our Board

Our Board has constituted committees to delegate certain powers as permitted under the Companies Act, 2013.

In terms of the provisions of the Companies Act, 2013, our Company has constituted the following Board-level committees

a) Audit Committee
b) Stakeholders' Relationship Committee
c) Nomination and Remuneration Committee
d) Corporate Social Responsibility Committee
e) IPO Committee
f) Internal Complaints Committee

The details of the committees constituted are as follows:

a. Audit Committee

The Audit committee was constituted by a resolution of our Board dated July 28, 2025. The current constitution of the Audit Committee is as follows:

Name of the Director	Designation	Position in the Committee
Mr. Balasubramanyam Danturti	Non-Executive Independent Director	Chairperson
Dr. Sesha Rama Srinivasa Sastry Pullela	Non-Executive Independent Director	Member
Mr. Madadi Ugender Reddy	Non-Executive Independent Director	Member

The Company Secretary and Compliance Officer of the Company will act as the Secretary of the Committee.

The constitution, scope and function of the Audit Committee are in compliance with Section 177 of the Companies Act.

The role and responsibility of the Audit Committee not limited but shall include the following:

i. the recommendation for appointment, remuneration and terms of appointment of auditors of the company;

ii. review and monitor the auditor's independence and performance, and effectiveness of audit process;

iii. examination of the financial statement and the auditors' report thereon;

iv. approval or any subsequent modification of transactions of the company with related party

v. scrutiny of inter-corporate loans and investments;

vi. valuation of undertakings or assets of the company, wherever it is necessary;

vii. evaluation of internal financial controls and risk management systems;

viii. monitoring the end use of funds raised through public offers and related matters.

ix. Such other role as specified by the Board of Directors from time to time;

x. To investigate any activity within its terms of reference;

xi. To seek information from any employee;

xii. To obtain outside legal or other professional advice; and

xiii. To secure attendance of outsiders with relevant expertise, if it considers necessary.

xiv. Oversight of our Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

xv. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

xvi. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:

a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;

b. Changes, if any, in accounting policies and practices and reasons for the same;

c. Major accounting entries involving estimates based on the exercise of judgment by management;

d. Significant adjustments made in the financial statements arising out of audit findings;

e. Compliance with listing and other legal requirements relating to financial statements;

f. Disclosure of any related party transactions;

g. Qualifications in the draft audit report.

xvii. Reviewing, with the management, the quarterly/half yearly financial statements before submission to the Board for approval.

xviii. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

xix. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.

xx. 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.

xxi. Discussion with internal auditors any significant findings and follow up there on.

xxii. 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.

xxiii. 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.

xxiv. 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.

xxv. To review the functioning of the Whistle Blower mechanism.

xxvi. Approval of appointment of Chief Financial Officer (or 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.

xxvii. Evaluation of internal financial controls and risk management systems.

xxviii. Review of management discussion and analysis report, management letters issued by the statutory auditors, etc.

xxix. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

xxx. Committee shall mandatorily review the following information:

i. Management discussion and analysis of financial condition and results of operations;

ii. Management letters / letters of internal control weaknesses issued by the statutory auditors;

iii. Internal audit reports relating to internal control weaknesses; and

iv. The appointment, removal and terms of remuneration of the chief internal auditor, peer review auditor, if any.

v. Statement of deviations:
   a. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations.

   b. Annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations.

xxxi. Such other role and responsibilities as stipulated under the Companies Act, 2013 and with Part-C Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, to the extent applicable.

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The chairman of the Audit Committee has to attend the Annual General Meetings of our Company to provide clarifications on matters relating to the audit.

Tenure

The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

b. Nomination and Remuneration Committee

The Nomination and Remuneration committee was constituted by a resolution of our Board dated July 28, 2025. The current constitution of the Nomination and Remuneration Committee is as follows:

Name of the Director	Designation	Position in the Committee
Dr. Sesha Rama Srinivasa Sastry Pullela	Non-Executive Independent Director	Chairperson
Mr. Balasubramanyam Danturti	Non-Executive Independent Director	Member
Mr. Madadi Ugender Reddy	Non-Executive Independent Director	Member

The Company Secretary and Compliance Officer of the Company will act as the Secretary of the Committee.

The constitution, scope and function of the Nomination and Remuneration Committee are in compliance with Section 178 of the Companies Act.

The scope and function of the Committee and terms of reference of the Nomination and Remuneration Committee include the following:

i. **Tenure**
The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

ii. Role of the Nomination and Remuneration Committee not limited to but includes:

1. shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.

2. shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

3. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as

an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

a. use the services of an external agencies, if required;
b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
c. consider the time commitments of the candidates.

4. Formulation of criteria for evaluation of performance of independent directors and Board of Directors.

5. Devising a policy on diversity of Board of Directors.

6. Deciding on, whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

7. Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.

8. Define and implement the Performance Linked Incentive Scheme (including ESOP of our Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.

9. Decide the amount of commission payable to the Whole time Directors / Managing Director.

10. Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of our Company, standards prevailing in the industry, statutory guidelines etc.

11. To formulate and administer the Employee Stock Option Scheme.

12. Recommend to the board, all remuneration, in whatever form, payable to senior management.

13. Framing suitable policies and systems to ensure that there is no violation, as amended from time to time, of any securities laws or any other applicable laws in India or overseas, including:

    - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and

    - The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended.

14. Such other role and responsibilities as stipulated under the Companies Act, 2013 and with Part-D Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, to the extent applicable.

15. Framing suitable policies and systems to ensure that there is no violation, as amended from time to time, of any securities laws or any other applicable laws in India or overseas, including:

    - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and

    - The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended.

16. Carrying out any other function as is mandated by the Board from time to time and / or enforced/mandated by any statutory notification, amendment or modification, as may be applicable;

17. Performing such other functions as may be necessary or appropriate for the performance of its duties; and

18. Perform such functions as are required to be performed by the Compensation Committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

c. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was reconstituted by a resolution of our Board dated July 28, 2025. The current constitution of the Stakeholders Relationship Committee is as follows:

Name of the Director	Designation	Position in the Committee
Mr. Balasubramanyam Danturti	Non-Executive Independent Director	Chairperson
Mr. Jetty Shashank Varma	Whole-time Director & Chief Executive Officer	Member
Mr. Hitesh Varma Jetty	Whole-time Director	Member

The Company Secretary and Compliance Officer of the Company will act as the Secretary of the Committee.

The constitution, scope and function of the Stakeholders' Relationship Committee is in compliance with Section 178 of the Companies Act.

The terms of reference of the Stakeholders' Relationship Committee include:

1. Redressal of all security holders' and investors' grievances such as complaints related to transfer of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, dematerialization and re-materialisation of shares, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, etc., assisting with quarterly reporting of such complaints and formulating procedures in line with statutory guidelines to ensure speedy disposal of various requests received from shareholders;

2. Resolving the grievances of the security holders of the Company including complaints related to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;

3. Giving effect to all transfer/transmission of shares and debentures, dematerialization of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;

4. Reviewing the adherence to the service standards adopted by the Company with respect to various services rendered by the registrar and transfer agent of our Company and to recommend measures for overall improvement in the quality of investor services;

5. Review of measures taken for effective exercise of voting rights by shareholders;

6. To approve allotment of shares, debentures or any other securities as per the authority conferred / to be conferred to the Committee by the Board of Directors from time to time;

7. To approve requests for transfer, transposition, deletion, consolidation, sub-division, change of name, dematerialization, re-materialisation etc. of shares, debentures and other securities;

8. To monitor and expedite the status and process of dematerialization and re-materialisation of shares, debentures and other securities of the Company;

9. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company; and

10. Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations.

d. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was constituted by our Board at its meeting held on July 28, 2025 in accordance with Section 135 of the Companies Act. The current constitution of the Corporate Social Responsibility Committee is as follows:

Name of the Director	Designation	Position in the Committee
Mr. Madadi Ugender Reddy	Non-Executive Independent Director	Chairperson
Mr. Madhusudhan Varma Jetty	Managing Director	Member
Mrs. Radhika Varma Jetty	Whole-time Director	Member

The Company Secretary and Compliance Officer of the Company will act as the Secretary of the Committee.

The terms of reference of the Corporate Social Responsibility Committee include the following:

1. To formulate and recommend to the Board, a Corporate Social Responsibility Policy stipulating, amongst others, the guiding principles for selection, implementation and monitoring the activities as well as formulation of the annual action plan which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act and the rules made thereunder and make any revisions therein as and when decided by the Board;

2. To review and recommend the amount of expenditure to be incurred on the activities referred to in (1) and amount to be incurred for such expenditure shall be as per the applicable law;

3. To identify corporate social responsibility policy partners and corporate social responsibility policy programmes;

4. To review and recommend the amount of expenditure to be incurred for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;

5. To delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;

6. To review and monitor the Corporate Social Responsibility Policy of the company and its implementation from time to time, and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;

7. To do such other acts, deeds and things as may be required to comply with the applicable laws; and

8. To take note of the Compliances made by implementing agency (if any) appointed for the corporate social responsibility of the Company.

9. The Corporate Social Responsibility Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its corporate social responsibility policy, which shall include the following:

    - the list of corporate social responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act;

    - the manner of execution of such projects or programmes as specified in the rules notified under the Companies Act;

    - the modalities of utilisation of funds and implementation schedules for the projects or programmes;

    - monitoring and reporting mechanism for the projects or programmes; and

    - details of need and impact assessment, if any, for the projects undertaken by the Company.

10. To perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 or by the SEBI Listing Regulations or statutorily prescribed under any other law or by any other regulatory authority.

e. IPO Committee

The IPO Committee was constituted by a meeting of our Board held on August 03, 2025. The members of the IPO Committee are:

Name of the Director	Designation	Position in the Committee
Mr. Madhusudhan Varma Jetty	Chairman and Managing Director	Chairperson
Mr. Balasubramanyam Danturti	Non-Executive Independent Director	Member
Mr. Jetty Shashank Varma	Whole-time Director & Chief Executive Officer	Member

The Company Secretary and Compliance Officer of the Company will act as the Secretary of the Committee.

The terms of reference of the IPO Committee include the following:

i. constituting a committee for the purposes of Offer, transfer, offer and allotment of Equity Shares, and other matters in connection with or incidental to the Offer, including the pricing and terms of the Equity Shares, the Offer price, the price band, the size and all other terms and conditions of the Offer including the number of Equity Shares to be issued, offered and transferred in the Offer, the bid / Offer opening and bid/Offer closing date, discount (if any), reservation, determining the anchor investor portion and allocating such number of Equity Shares to anchor investors in accordance with the SEBI ICDR Regulations and to constitute such other committees of the Board, as may be required under Applicable Laws, including as provided in the SEBI Listing Regulations;

ii. to determine the terms of the Offer including the class of investors to whom the Equity Shares are to be allotted or transferred, the number of Equity Shares to be allotted or transferred in each tranche, Issue Price, premium amount, discount (as allowed under Applicable Laws);

iii. authorization to any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with the issue, transfer, offer and allotment of Equity Shares pursuant to the Offer;

iv. giving or authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;

v. appointing the BRLM in accordance with the provisions of the SEBI ICDR Regulations and other applicable laws;

vi. seeking, if required, any approval, consent or waiver from the Company's lenders and/or the lenders of the subsidiaries of the Company, industry data providers and/or parties with whom the Company have entered into various commercial and other agreements including without limitation customers, suppliers, strategic partners of the Company, and/or any/all concerned governmental and regulatory authorities in India, including the RBI and SEBI, IRDAI and/or any other approvals, consents or waivers that may be required in connection with the Offer, transfer, offer and allotment of Equity Shares and approving and issuing advertisements in relation to the Offer, and taking such actions or giving such directions as may be necessary or desirable and to obtain such approvals, consents or waivers, as it may deem fit;

vii. deciding in consultation with the BRLM the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the Offer, in accordance with Applicable Laws;

viii. taking on record the approval of the selling shareholder for offering their Equity Shares in the Offer for Sale;

ix. approving the draft red herring prospectus ("**DRHP**"), the red herring prospectus ("**RHP**") and the prospectus ("**Prospectus**") (including amending, varying, supplementing or modifying the same, or providing any notices, addenda, or corrigenda thereto, as may be considered desirable or expedient) in relation to the Offer as finalized in consultation with the BRLM, in accordance with Applicable Laws;

x. withdrawing the DRHP or the RHP or not proceeding with the Offer at any stage in accordance with Applicable Laws and in consultation with the BRLM;

xi. settling in questions, difficulties or doubts that may arise in relation to the Offer;

xii. seeking the listing of the Equity Shares on the Stock Exchange, submitting the listing application to such Stock Exchange and taking all actions that may be necessary in connection with obtaining such listing and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLM, underwriters, escrow agents, legal advisor, and other intermediaries;

xiii. appointing, in consultation with the BRLM, the registrar and other intermediaries to the Offer, in accordance with the provisions of the SEBI ICDR Regulations and other Applicable Laws;

xiv. finalizing of and arranging for the submission of the DRHP to be submitted to the the Stock Exchange for receiving comments, the RHP and the Prospectus to be filed with the Registrar of Companies, SEBI and Stock Exchange, and any corrigendum, addendum, amendments or supplements thereto;

xv. authorizing of the maintenance of a register of holders of the Equity Shares;

xvi. finalizing of the basis of allotment of the Equity Shares;

xvii. issuing advertisements in such newspapers as it may deem fit and proper in accordance with the SEBI ICDR Regulations and other Applicable Laws;

xviii. approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, Offer, transfer and allotment of the Equity Shares, and utilization of the Fresh Issue proceeds;

xix. accepting and appropriating of the proceeds of the Fresh Issue in accordance with applicable laws; and

xx. to do any other act and/or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such Committee thereof as the Board may constitute in its behalf.

f. Internal Complaints Committee

The Internal Complaints Committee was constituted by our Board on August 21, 2025. The Internal Complaints Committee is also authorized to approve the following in connection to the initial public offering pursuant to a resolution passed by the Board on August 21, 2025.

Name of Members	Designation	Position in the Committee
Mrs. Radhika Varma Jetty	Whole Time Director	Presiding Officer
Mr. M Srinivasulu Naidu	General Manager-Operations (SMP)	Internal Member
Mr. Srikanth Reddy	GM Operations	Internal Member
Ms. Padmaja Kalyani, Advocate	-	External Member

The Company Secretary of our Company shall act as the secretary to the Internal Complaints Committee.

Role & Duties of the Internal Complaints Committee

The role and duties of the committee will be following:

i. To act as an inquiry authority under the provisions of the POSH Act to receive and inquire into complaints of sexual harassment at the workplace made by any woman employee (whether employed directly or through a contractor, including temporary, part-time, or trainees);

ii. To conduct proceedings in accordance with the principles of natural justice and the procedures laid down under POSH Act;

iii. To submit a detailed inquiry report with findings and recommendations to the employer within the prescribed timelines, upon completion of the inquiry;

iv. To recommend appropriate disciplinary action to the employer against the respondent if the allegations are proved, or recommend no action if the complaint is not substantiated;

v. To ensure interim relief to the aggrieved woman, including transfer, leave (up to three months), or any other relief as may be appropriate, during the pendency of the inquiry;

vi. To maintain strict confidentiality regarding the identity of the aggrieved woman, respondent, witnesses, and all proceedings of the Committee;

vii. To organize awareness and orientation programs for employees, and training sessions for Committee members, regarding the provisions of the POSH Act and mechanisms for redressal;

viii. To submit an annual report to the employer and District Officer containing details of the number of complaints received and disposed, and other prescribed information.

ix. To discharge all other functions and responsibilities assigned to it under the POSH Act and the rules made thereunder, or as may be notified by the appropriate government from time to time.

KEY MANAGERIAL PERSONNEL:

In addition to Mr. Madhusudhan Varma Jetty, Chairman and Managing Director, Mrs. Radhika Varma Jetty, Whole-time Director, Mr. Jetty Shashank Varma , Whole-time Director and CEO and Mr. Hitesh Varma Jetty, Whole-time Director, whose details are provided in "*Brief biographies of our Directors*" on page 222, the details of the Key Managerial Personnel of our Company are as follows:

Mr. Sriharsha Vadakattu, Chief Financial Officer

Mr. Sriharsha Vadakattu, aged 41 years is the Chief Financial Officer of our Company w.e.f. March 26, 2025. He holds a bachelor's degree in commerce from Andhra University and holds a post graduate certificate in business management from Xavier School of Management. He is a qualified Chartered Accountant and a Member of the Institute of Chartered Accountants of India holding membership number 223759. He has more than 10 years of work experience in handling financial matters. Previously, he was associated with Sids Farms Private Limited as a Vice president – Finance and Accounts, Acer India Private Limited as an Assistant Manager - Service Finance, R & R Salons Private Limited as a Senior Manager Finance, Milklane Dairy Services Private Limited as a Head Finance and Vishwanath Projects Limited as a Chief Financial Officer. For Fiscal 2025, he was not paid any compensation. For half year ended September 30, 2025, he was paid ₹ 18.28 lakhs.

Mr. Kameswara Rao Vempati, Company Secretary and Compliance Officer

Mr. Kameswara Rao Vempati, aged 46 years is the Company Secretary and Compliance Officer of our Company w.e.f. February 18, 2025. He holds bachelor's degree in commerce from Andhra University and master's degree in commerce from the Indira Gandhi National Open University. He also holds a bachelor's degree in law from the Osmania University, Hyderabad. He is a qualified Company Secretary and an Associate Member of the Institute of Company Secretaries of India holding membership number – 60095. Previously, he was associated with Evey Trans Private Limited, Hyderabad as a Company Secretary. He was also working as a Practicing Company Secretary from December 2, 2019 to March 04, 2024 holding Certificate of Practice (COP) No. 22689. He was legal practitioner as an advocate from October 30, 2007 to June 16, 2011. He is having more than 8 years of experience in handling legal and secretarial matters. For Fiscal 2025, he was paid an aggregate compensation of ₹ 1.29 lakhs and for half year ended September 30, 2025, he was paid ₹ 6.32 lakhs

SENIOR MANAGEMENT PERSONNEL:

In addition to the Company Secretary and the Chief Financial Officer of our Company, whose details are provided in *"– Key Managerial Personnel*" of this Section, the details of our Senior Management, as on the date of this Red Herring Prospectus are as follows:

Mr. M Srinivasulu Naidu

Mr. M. Srinivasulu Naidu, aged 56 years, is the General Manager (Projects) of our company. He holds a bachelor's degree in electronics and communication engineering from Osmania University, Hyderabad. He has been associated with the company since August 25, 2010, initially joining as Senior Manager (Technical) when the company was a partnership firm. He was also one of the initial subscribers to the Memorandum of Association of the company. He was promoted to Assistant General Manager on January 1, 2013, and later to General Manager on July 1, 2020. He has more than 14 years of experience in the field of National Instruments (NI) data acquisition (DAQ) hardware and LabVIEW software, with expertise in the

development of Automated Test Equipment (ATE), simulators, and complex electronic systems. He is also proficient in managing mixed-signal technologies, including Analog, Digital, ARINC, MIL-STD-1553, RS-422/232, and image processing systems. For Fiscal 2025, he was paid an aggregate compensation of ₹ 26.02 lakhs.

Status of Key Managerial Personnel and Senior Management Personnel

All our Key Managerial Personnel and Senior Management Personnel are permanent employees of our Company.

Relationship between Key Managerial Personnel and Senior Management Personnel

Except as provided below, none of our Key Managerial Personnel and Senior Management Personnel of our Company are related to each other within the meaning of Section 2 (77) of the Companies Act, 2013:

Name of the KMP / SMP	Designation of KMP / SMP	Name of the Related Party	Designation of Related Party	Nature of Relationship with KMP / SMP
Mr. Madhusudhan Varma Jetty	Chairman and Managing Director	Mrs. Radhika Varma Jetty	Director	Spouse
		Mr. Jetty Shashank Varma	Director	Son
		Mr. Hitesh Varma Jetty	Director	Son
Mrs. Radhika Varma Jetty	Whole-time Director	Mr. Madhusudhan Varma Jetty	Director	Spouse
		Mr. Jetty Shashank Varma	Director	Son
		Mr. Hitesh Varma Jetty	Director	Son
Mr. Jetty Shashank Varma	Whole-time Director and CEO	Mr. Madhusudhan Varma Jetty	Director	Father
		Mrs. Radhika Varma Jetty	Director	Mother
		Mr. Hitesh Varma Jetty	Director	Brother
Mr. Hitesh Varma Jetty	Whole-time Director	Mr. Madhusudhan Varma Jetty	Director	Father
		Mrs. Radhika Varma Jetty	Director	Mother
		Mr. Jetty Shashank Varma	Director	Brother

Relationship of our Directors/ and Promoters with Key Managerial Personnel or Senior Management Personnel

Except as provided below, none of our Key Managerial Personnel or Senior Management Personnel of our Company are related to our Directors/ and Promoters within the meaning of Section 2 (77) of the Companies Act, 2013:

Name of the KMP / SMP	Designation of KMP / SMP	Name of the Related Party	Designation of Related Party	Nature of Relationship with KMP / SMP

Mr. Madhusudhan Varma Jetty	Chairman and Managing Director	Mrs. Radhika Varma Jetty	Director	Spouse
		Mr. Jetty Shashank Varma	Director	Son
		Mr. Hitesh Varma Jetty	Director	Son
Mrs. Radhika Varma Jetty	Whole-time Director	Mr. Madhusudhan Varma Jetty	Director	Spouse
		Mr. Jetty Shashank Varma	Director	Son
		Mr. Hitesh Varma Jetty	Director	Son
Mr. Jetty Shashank Varma	Whole-time Director and CEO	Mr. Madhusudhan Varma Jetty	Director	Father
		Mrs. Radhika Varma Jetty	Director	Mother
		Mr. Hitesh Varma Jetty	Director	Brother
Mr. Hitesh Varma Jetty	Whole-time Director	Mr. Madhusudhan Varma Jetty	Director	Father
		Mrs. Radhika Varma Jetty	Director	Mother
		Mr. Jetty Shashank Varma	Director	Brother

Shareholding of the Key Managerial Personnel and Senior Management Personnel

Except as disclosed below, none of our Key Managerial Personnel and Senior Management hold any Equity Shares of our Company as on date of this Red Herring Prospectus. For details of shareholding of the Key Managerial Personnel and Senior Management, please refer to the section titled *'Capital Structure'* beginning on page 83 of this Red Herring Prospectus.

Sr. No	Name of Key Managerial Personnel and Senior Management Personnel	No. of Equity Shares of face value of ₹ 2 each held
1.	Mr. Madhusudhan Varma Jetty (Chaiman & MD)	1,35,15,000
2.	Mrs. Radhika Varma Jetty (WTD)	60,77,500
3.	Mr. Jetty Shashank Varma (WTD & CEO)	50,000
4.	Mr. Hitesh Varma Jetty (WTD)	50,000
5.	Mr. Sriharsha Vadakattu (CFO)	27,500
6.	Mr. Kameswara Rao Vempati (CS)	Nil
7.	Mr. M Srinivasulu Naidu	32,500

Remuneration/ compensation paid to our Key Managerial Personnel and Senior Management Personnel

As on the date of this Red Herring Prospectus, except as mentioned below, our Company has not paid any remuneration / compensation to the Key Managerial Personnel's and Senior Management Personnel during the half year ended September 30, 2025 and last Financial Year for year ended March 31, 2025.

Sr. No.	Name of KMP/SMP	**Compensation paid** *(₹ in Lakhs) (For Half year ended September 30, 2025)*	**Compensation paid** *(₹ in Lakhs) (For FY 2024-2025)*

1.	Mr. Madhusudhan Varma Jetty	55.99	96.00
2.	Mrs. Radhika Varma Jetty	18.15	30.48
3.	Mr. Jetty Shashank Varma	32.72	129.91
4.	Mr. Hitesh Varma Jetty	21.37	26.91
5.	Mr. Sriharsha Vadakattu	18.28	Nil*
6.	Mr. Kameswara Rao Vempati	6.32	1.29*
7.	Mr. M Srinivasulu Naidu	10.61	26.02
	Total Managerial Remuneration	**163.44**	**310.61**

***Mr. Sriharsha Vadakattu was appointed as Chief Financial Officer with effect from March 26, 2025, Mr. Kameswara Rao Vempati was appointed as Company Secretary with effect from February 18, 2025 and Compliance Officer with effect from August 03, 2025.*

Bonus or profit-sharing plan for our Key Managerial Personnel and Senior Management Personnel

As on the date of this Red Herring Prospectus, our Company does not have any performance linked bonus or profit-sharing plan with any of our Key Managerial Personnel and Senior Management Personnel.

Contingent and deferred compensation payable to Key Managerial Personnel and Senior Management Personnel

As on the date of this Red Herring Prospectus, none of our Key Managerial Personnel and Senior Management Personnel has received or is entitled to any contingent or deferred compensation.

Loans given/ availed by Key Managerial Personnel and Senior Management Personnel

As on the date of this Red Herring Prospectus, except as stated in the section titled *'Related Party Transactions'* and the section titled *'Financial Information'* beginning on pages 249 and 251 respectively of this Red Herring Prospectus, there are no loans availed by or given by Key Managerial Personnel and Senior Management Personnel.

Service contracts with Key Managerial Personnel and Senior Management Personnel

Other than statutory benefits upon termination of the employment in our Company on retirement, none of the Key Managerial Personnel and Senior Management Personnel have entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Interest of Key Managerial Personnel and Senior Management Personnel

Our Key Managerial Personnel and Senior Management Personnel do not 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 and reimbursement of expenses incurred by them during the ordinary course of business.

Our Key Managerial Personnel and Senior Management Personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the Equity Shares held in our Company, if any.

Except as disclosed in this Red Herring Prospectus, none of our Key Managerial Personnel and Senior Management Personnel have been paid any consideration of any nature from our Company, other than their compensation.

Except as stated in the section titled *'Related Party Transactions'* and the section titled *'Financial Information'* beginning on pages 249 and 251 respectively of this Red Herring Prospectus and described herein above, our Key Managerial Personnel and Senior Management Personnel do not have any other interest in the business of our Company.

Changes in Key Managerial Personnel and Senior Management Personnel in the last 3 years

Other than as disclosed under "*Changes to the Board in the last three years*" above on page 218, the details of the changes in the Key Managerial Personnel and Senior Management Personnel of our Company in the last three years are as follows:

Name	Date of Appointment/ Change/ Cessation w.e.f.	Reason
Mr. Sriharsha Vadakattu	March 26, 2025	Appointed as Chief Financial Officer.

Mr. Kameswara Rao Vempati	February 18, 2025	Appointed as Company Secretary
	August 03, 2025	Designated as Compliance Officer
Mr. M Srinivasulu Naidu	August 03, 2025	Identified as Senior Management Personnel.

Payment of benefit to officers of our Company

Except as stated in this Red Herring Prospectus and any statutory payments made by our Company, no non-salary amount or benefit has been paid, in preceding 2 years, or given or is intended to be paid or given to any of our Company's officers except remuneration of services rendered as Directors, officers or employees of our Company.

Except as stated in the section titled *'Financial Information'* beginning on page 251 of this Red Herring Prospectus, none of the beneficiaries of loans and advances and sundry debtors are related to our Company, our Directors, our Key Managerial Personnel and Senior Management personnel or our Promoters.

Arrangements and understanding with major shareholders, customers, suppliers or others

None of our Key Managerial Personnel or members of senior management have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others. For more information, please refer to section titled '*History and Certain Other Corporate Matters*' beginning on page 212 of this Red Herring Prospectus.

Employees Stock Option Scheme for employees

As on the date of the Red Herring Prospectus, the Company does not have any Employees Stock Option Scheme for employees.

OUR PROMOTER AND PROMOTER GROUP

A. OUR PROMOTERS:

The Promoters of our Company are:

1. Mr. Madhusudhan Varma Jetty
2. Mrs. Radhika Varma Jetty
3. Mr. Jetty Shashank Varma and
4. Mr. Hitesh Varma Jetty

As on the date of this Red Herring Prospectus, our Promoters shareholding is as follows:

Sr.no	Name of Promoter	Number of Equity Shares of face value of ₹2 each	Percentage of the pre-Offer issued, subscribed and paid-up Equity Share capital (in %)
1	Mr. Madhusudhan Varma Jetty	1,35,15,000	60.73
2	Mrs. Radhika Varma Jetty	60,77,500	27.31
3	Mr. Jetty Shashank Varma	50,000	0.23
4	Mr. Hitesh Varma Jetty	50,000	0.23
	Total	**1,96,92,500**	**88.50**

Our Promoters, together hold an aggregate of 1,96,92,500 Equity Shares, representing 88.50 % of the pre-issued, subscribed and paid-up equity share capital of our Company.

For details of the build-up of our Promoters' shareholding in our Company, please refer to the section titled *'Capital Structure'* beginning on page 83 of this Red Herring Prospectus.

Brief Profile of Our Promoters

1. Mr. Madhusudhan Varma Jetty

Mr. Madhusudhan Varma Jetty, aged 65 years, is the Promoter and Chairman and Managing Director of our Company. He has been associated with our Company as a Director since incorporation of the Company.

Age: 66 years

Date of Birth: January 01, 1960

Personal Address: Flat No. 803, Block-D, Necklace Pride Apartments, Behind NTPC Towers, Hyderabad, Secunderabad, Hyderabad-500003, Telangana, India.

PAN: AAYPJ9250F

Nationality: Indian

For the complete profile of Mr. Madhusudhan Varma Jetty, along with the details of his educational qualification, experience in the business, positions/posts held in past, directorships, special achievements, his business and financial activities, see '*Our Management*' on page 218.

2. Mrs. Radhika Varma Jetty

Mrs. Radhika Varma Jetty , aged 58 years, is the Promoter and the Whole-Time Director of our Company. She has been associated with our Company as a Director since incorporation of the Company.

Age: 58 years

Date of Birth: June 29, 1967

Personal Address: Flat No.803, Block-D, Kavadiguda main road, Secunderabad, Hyderabad-500080, Telangana, India.

PAN: AKOPJ7396N

Nationality: Indian

	For the complete profile of Mrs. Radhika Varma Jetty along with the details of her educational qualification, experience in the business, positions/posts held in past, directorships, special achievements, her business and financial activities, see '*Our Management*' on page 218.

3. Mr. Jetty Shashank Varma	
	Mr. Jetty Shashank Varma , aged 34 years, is the Promoter and the Whole-Time Director & Chief Executive Officer of our Company. He has been associated with our Company as a Director since January 28, 2020.
	Age: 34 years
	Date of Birth: February 14, 1991
	Personal Address: Flat No.803, Block-D, Necklace Pride Apts, Kavadiguda Main Road, Behind NTPC Towers, Secunderabad, Hyderabad-500080, Telangana, India.
	PAN: APWPJ4097F
	Nationality: Indian
	For the complete profile of Mr. Jetty Shashank Varma , along with the details of his educational qualification, experience in the business, positions/posts held in past, directorships, special achievements, his business and financial activities, see '*Our Management*' on page 218.
4. Mr. Hitesh Varma Jetty	
	Mr. Hitesh Varma Jetty, aged 29 years, is the Promoter and the Whole-Time Director of our Company. He has been associated with our Company as a Director since January 20, 2025.
	Age: 29 years
	Date of Birth: May 22, 1996
	Personal Address: Flat No. 803, Block-D, Necklace Pride Apartments, Kavadiguda Main Road, Behind NTPC Towers, Secunderabad, Gandhinagar, Hyderabad-500080, Telangana, India.
	PAN: BYNPJ7801G
	Nationality: Indian
	For the complete profile of Mr. Hitesh Varma Jetty, along with the details of his educational qualification, experience in the business, positions/posts held in past, directorships, special achievements, his business and financial activities, see '*Our Management*' on page 218.

Confirmations/ Declarations:

We declare and confirm that the details of PAN, passport, driving license, Aadhaar card and bank account number of our Promoters have been submitted to the Stock Exchange where the Equity Shares are proposed to be listed at the time of filing the Draft Red Herring Prospectus.

Interests of Promoters

Interest in promotion of our Company

Our Promoters are interested in our Company to the extent that they have promoted our Company, to the extent of their respective equity shareholding and the shareholding of their relatives in our Company, for which they are entitled to receive the declared dividend, and other distribution in respect of the Equity Shares held by them or their relatives that may be made by our Company in the future, to the extent that our Company have undertaken transactions or business arrangements with our Promoters, or their relatives or entities in which our Promoters hold shares or entities in which our Promoters are members of the board of directors or firms in which relatives of our Promoters hold interest; or to the extent that their relatives are employees of our Company and are paid remuneration by our Company and to the extent reimbursement of

expenses payable by our Company. For details pertaining to our Promoters' shareholding, please refer the sections titled '*Capital Structure*' and '*Our Management*' on pages 83 and 218, respectively of this Red Herring Prospectus.

As on date of the Red Herring Prospectus, there are no unsecured loans extended by our Promoters and other related parties to our Company.

Our Promoters may also be deemed to be interested in our Company to the extent of the personal guarantees given by them for the loans availed by our Company.

Our Promoters are not interested as a member of a firm or company having any interest in the Company for which any sum are paid or agreed to be paid to our Promoters or to the firm or company in cash or shares or otherwise by any person either to induce our Promoters to become, or to qualify our Promoters as a director, or otherwise for services rendered by our Promoters or by such firm or company, in connection with the promotion or formation of our Company.

Interest in the property, land, construction of building, supply of machinery, etc.

Except as mentioned in the sections titled '*Restated Financial Information'* and '*Our Business*', our Promoters do not have any other interest in any property acquired or proposed to be acquired by our Company in a period of 3 (three) years before the date of this Red Herring Prospectus or in any transaction by our Company for acquisition of land, construction of building or supply of machinery or any other contract, agreement or arrangement entered into by our Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

Our Promoters are not interested in any other entity which holds any intellectual property rights that are used by our Company.

Material Guarantees Given to Third Parties

Except personal guarantee given by Promoters towards financial facilities of our Company as disclosed in section titled ***'****Financial Indebtedness'* and *'Financial Information'* beginning on page 298 and 251 respectively*,* as on the date of this Red Herring Prospectus, none of our Promoters have given material guarantees to the third party(ies) with respect to the Equity Shares of our Company.

Payment or Benefits to Promoters or Promoter Group in the Last 2 Years

Except as stated in the sections titled *'Our Management*' and *'Related Party Transactions' forming part of "Financial Information of the Company"* beginning on pages 218 and 249, respectively, there has been no amounts paid or benefits granted by our Company to our Promoters or any of the members of the Promoter Group in the preceding 2 years nor there are any intention to pay any amount or provide any benefit to our Promoters or Promoter Group as on the date of this Red Herring Prospectus.

Litigation Involving Our Promoters

For details relating to legal and regulatory proceedings involving the Promoters, please refer to the section titled ***'****Outstanding Litigations and Material Developments'* beginning on page 307 of this Red Herring Prospectus.

Change in control of our Company

There has not been any change in control of our Company in the five years immediately preceding the date of this Red Herring Prospectus. However, pursuant to a resolution dated August 03, 2025 adopted by the Board of Directors, Mr. Madhusudhan Varma Jetty, Mrs. Radhika Varma Jetty, Mr. Jetty Shashank Varma and Mr. Hitesh Varma Jetty have been identified as Promoters with effect from August 03, 2025.

Other ventures of our Promoters

Our Promoters are not involved in any other venture.

B. Our Promoter Group

In addition to our Promoters, the individuals and entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations are set out below:

(a) Natural persons who are part of the Promoter Group

Name of the Promoter	Name of the immediate relative	Relationship with the Promoter
Mr. Madhusudhan Varma Jetty	Mrs. Radhika Varma Jetty (also a Promoter)	Spouse
	Mr. J M Varma	Brother
	Mr. Jetty Sudhakar Varma	Brother
	Mr. Jetty Shashank Varma (also a Promoter)	Son
	Mr. Hitesh Varma Jetty (also a Promoter)	Son
	Smt. J Suneetha Varma	Spouse's Mother
	Ms. Nagambika Varma Jhetty	Spouse's Sister
	Mr. J Lokaprakash Varma	Spouse's Brother
	Mr. Vishvesh Kumar Varma	Spouse's Brother
Mrs. Radhika Varma Jetty	Mr. Madhusudhan Varma Jetty (also a Promoter)	Spouse
	Smt. J Suneetha Varma	Mother
	Mr. J Lokaprakash Varma	Brother
	Mr. Vishvesh Kumar Varma	Brother
	Ms. Nagambika Varma Jhetty	Sister
	Mr. Jetty Shashank Varma (also a Promoter)	Son
	Mr. Hitesh Varma Jetty (also a Promoter)	Son
	Mr. J M Varma	Spouse's Brother
	Mr. Jetty Sudhakar Varma	Spouse's Brother
Mr. Jetty Shashank Varma	Mrs. Poojashree M B	Spouse
	Mrs. Radhika Varma Jetty (also a Promoter)	Mother
	Mr. Madhusudhan Varma Jetty (also a Promoter)	Father
	Mr. Hitesh Varma Jetty (also a Promoter)	Brother
	Mrs. Bhagyalakshmi N	Spouse's Mother
	Mr. Subbajettaya Dorraswamy Bhaskar	Spouse's Father
	Ms. Mahima Bhaskar	Spouse's Sister
	Mr. Yashas Subramanya B	Spouse's Brother
Mr. Hitesh Varma Jetty	Mrs. Radhika Varma Jetty (also a Promoter)	Mother
	Mr. Madhusudhan Varma Jetty (also a Promoter)	Father
	Mr. Jetty Shashank Varma (also a Promoter)	Brother

(b) ***Bodies corporate / Entities forming part of the Promoter Group***

Sr. No.	Nature of Relationship	Name of the Promoter Entities/Company
1.	Body corporate in which 20% or more of the share capital is held by the Promoter or an immediate relative of the Promoter or a firm or HUF in which the Promoter or any one or more of his/her immediate relatives is a member	Nil
2.	Any company in which a company mentioned in (1) above, holds 20% or more of the equity share capital	Nil
3.	Any HUF or trust or firm in which the aggregate share of the Promoter and his/her immediate relatives is equal to or more than 20% of the total share capital	Nil

Relationship of our Promoters with our Directors

Except as disclosed below, none of our Promoters are related to any of our Directors within the meaning of Section 2 (77) of the Companies Act, 2013.

Sr. No.	Name of the Promoter	Director	Relationship
1	Mr. Madhusudhan Varma Jetty	Mrs. Radhika Varma Jetty	Spouse
		Mr. Jetty Shashank Varma	Father-Son
		Mr. Hitesh Varma Jetty	Father-Son
2	Mrs. Radhika Varma Jetty	Mr. Madhusudhan Varma Jetty	Spouse
		Mr. Jetty Shashank Varma	Mother-Son
		Mr. Hitesh Varma Jetty	Mother-Son
3	Mr. Jetty Shashank Varma	Mr. Madhusudhan Varma Jetty	Father-Son
		Mrs. Radhika Varma Jetty	Mother-Son
		Mr. Hitesh Varma Jetty	Brother
4	Mr. Hitesh Varma Jetty	Mr. Madhusudhan Varma Jetty	Father-Son
		Mrs. Radhika Varma Jetty	Mother-Son
		Mr. Jetty Shashank Varma	Brother

COMPANIES WITH WHICH OUR PROMOTERS HAVE DISASSOCIATED IN THE LAST 3 YEARS

Our Promoters have not disassociated themselves from any companies or firms during the preceding 3 years from the date of filing of this Red Herring Prospectus.

Common Pursuits/Conflict of Interest

Our Promoters do not have any interests in any venture that is involved in any activities similar to those conducted by our Company. Further, we shall adopt the necessary procedures and practices as permitted by law to address any conflict situations, as and when they may arise.

Confirmations

- Our Promoters, members of our Promoter Group, Promoter Group entities/ companies have not been debarred or 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 governmental authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad;
- No disciplinary action including penalty imposed by SEBI or stock exchanges against our Promoters in the last five financial years including outstanding action;
- Our Promoters are not a promoters, directors or person in control of any other company which is debarred or prohibited from accessing or operating in the capital market under any order or directions made by the SEBI or any other regulatory or governmental authority;
- Our Promoters have not been declared as a Fugitive Economic Offender under Section 12 of Fugitive Economic Offenders Act, 2018;
- Our Promoters have not been identified as a wilful defaulter or fraudulent borrower by RBI or any other Government authority;
- There are no violations of securities laws committed by them in the past or any such proceedings are pending against them;
- Except as disclosed in section titled '*Outstanding Litigations and Material Developments*' beginning on page 307 of this Red Herring Prospectus, there is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority against our Promoters preceding the date of this Red Herring Prospectus; and
- Except as disclosed in section titled *'Financial Information*' beginning on page 251 of this Red Herring Prospectus, our Promoters, members of our Promoter Group, Promoter Group entities/ companies are not related to any of the sundry debtors or are not beneficiary of Loans and Advances given by/to our Company.

OUR GROUP COMPANIES

In accordance with the provisions of SEBI ICDR Regulations, for the purpose of identification of group companies, our Company has considered those companies as our Group Company (i) with which there were related party transactions as per AS 18, as disclosed in the Restated Financial Statements of our Company; and (ii) other companies considered material by our Board pursuant to the Materiality Policy.

Further, pursuant to a resolution of our Board dated August 21, 2025 for the purpose of disclosure in relation to Group Company in connection with the Offer, a company shall be considered material and disclosed as a Group Company if such company fulfils both the below mentioned conditions:

(i). Such company that forms part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations 2018; and

(ii). Our Company has entered into one or more transactions with such Promoter Group company during the most recent financial year or the relevant stub period, as applicable, as per the Restated Financial Statements disclosed in this Red Herring Prospectus, which individually or in the aggregate, exceed 10% of the total income of the Company for the last completed fiscal year or the relevant stub period, as applicable, as per the Restated Financial Statements.

As on date of this Red Herring Prospectus, there is no company which has been identified as our Group Company from the periods presented in the Restated Financial Statements.

RELATED PARTY TRANSACTIONS

For details on related party transactions of our Company, please refer "*Note 7- Related party disclosures under accounting standard (AS-18)*" under section titled "*Restated Financial Statements*" beginning on Page 251 of this Red Herring Prospectus.

DIVIDEND POLICY

Under the Companies Act, 2013 a company can pay dividends upon a recommendation by our Board of Directors and approval by the shareholders at the general meeting of our Company. The AoA of our Company give our shareholders, the right to decrease, and not to increase, the amount of dividend recommended by our Board of Directors.

The AoA of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. No dividend shall be payable for any financial except out of profits of our Company for that year or that of any previous Financial Year or years, which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013. The dividend distribution policy of our Company was approved and adopted by our Board of Directors on July 28, 2025.

Final 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.

The declaration and payment of dividend will depend on a number of internal and external factors. Some of the internal factors on the basis of which our Company may declare dividend shall *inter alia* include profits, past dividend trends, cost of borrowings, capital expenditure plans including organic and inorganic growth opportunities and the Company's liquidity position. The external factors on the basis of which our Company may declare the dividend shall *inter alia* include the state of economy and capital markets, applicable taxes and regulatory changes which include the introduction of new or changes in existing tax or regulatory requirements.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing documents, our Company is currently a party to or may enter into from time to time.

Our Company has not declared any dividend on the Equity Shares for the period covered in Restated Financial Statements.

SECTION IX: FINANCIAL INFORMATION

RESTATED FINANCIAL STATEMENTS

The separate audited financial statements for the past financials years immediately preceding the date of the Red Herring Prospectus of our Company have been made available on the website of the Company at www.digilogicsystems.com

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON THE RESTATED FINANCIAL INFORMATION

To
The Board of Directors
Digilogic Systems Limited
Hyderabad

Report on the Examination of the Restated Financial Information

1. We have examined the accompanying Restated Financial Information of **Digilogic Systems Limited** ("the Company"), which comprise the Restated Statement of Assets and Liabilities as at **September 30, 2025, March 31, 2025, March 31, 2024 and March 31, 2023**, the Restated Statement of Profit and Loss, and the Restated Statement of Cash Flows for the years/period then ended, and a summary of significant accounting policies and other explanatory information (collectively referred to as "the Restated Financial Information"), as approved by the Board of Directors of the company at their meeting held on 31st December, 2025 for the purpose of inclusion in the Red Herring Prospectus ("RHP") prepared by the company in connection with its proposed SME Initial Public Offer of Equity Shares ("SME IPO"). These Restated Financial Information have been prepared by the management of the Company in accordance with the requirements of:
   - Section 26 of the Companies Act, 2013;
   - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as amended;
   - The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI") as amended from to time (the "Guidance Note").

2. The Company's Board of Directors is responsible for the preparation of these Restated Financial Information for the purpose of inclusion in the RHP to be filed with the Securities and Exchange Board of India, Bombay Stock Exchange and Registrar of Companies, Telangana in connection with the proposed IPO. The Restated Financial Information have been prepared by the management of the company on the basis of preparation stated in Note No. (B) of Annexure-D to the Restated Financial Information. The responsibility of the Board of Directors of the company includes the design, implementation, and maintenance of internal control relevant to the preparation and presentation of the Restated Financial Information in compliance with the Companies Act, 2013, SEBI ICDR Regulations and the Guidance Note.

3. We have examined such Restated Financial Information taking into consideration:
   a. The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 06.02.2025 in connection with the proposed SME IPO of equity shares of the company;
   b. The Guidance note on reports in company prospectus (Revised 2019) issued by ICAI. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
   c. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the information; and Restated Financial Information and
   d. The requirements of section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

4. These Restated Financial Information have been compiled by the management from the Audited financial statements of the company for the period ended 30th September, 2025; 31st March 2025; 31st March 2024 and 31st March 2023 which have been approved by the Board of Directors at their meeting held on 18th December, 2025; 3rd August 2025; 2nd August 2024 and 15th June 2023 respectively.

5. For the purpose of our examination, we have relied on the Auditors report issued by us dated 18th December 2025; 3rd August 2025; 2nd August 2024 and 15th June 2023 on the financial statements of the company as at and for the years/period ended 30th September 2025; 31st March 2025; 31st March 2024 and 31st March 2023 respectively. There were no modifications to the audit reports issued by us for these financial years.

6. We have examined;
   a. The attached Restated Statement of Assets and Liabilities of the company as at 30th September 2025; 31st March 2025; 31st March 2024 and 31st March 2023.
   b. The attached Restated Statement of Profit & Losses of the company for the year/period ended 30th September 2025; 31st March 2025; 31st March 2024 and 31st March 2023.
   c. The attached Restated Statement of Cash Flows of the company for the year/period ended 30th September 2025; 31st March 2025; 31st March 2024 and 31st March 2023.
   d. The significant accounting policies adopted by the company and notes to the Restated Financial Information along with adjustments on account of adjustments / regroupings.

7. Based on our examination, as per reliance placed by us on the audited financial statements of the company and auditors report thereon, which have been issued by us for the year/period ended 30th September 2025; 31st March 2025; 31st March 2024 and 31st March 2023 and according to the information and explanations given to us, we report that the Restated Financial Information:
   a. Have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years/period ended 30th September 2025; 31st March 2025; 31st March 2024 and 31st March 2023 to reflect the same accounting treatment as per the accounting policies and grouping / classifications followed as at and for the period ended 30th September 2025;

   b. Do not require any adjustments for the matters giving rise to modifications as stated in paragraph 5 above;

   c. Made after incorporating adjustments for any material amounts in the respective financial years to which they related; and

   d. Have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

8. We, M/s. B Srinivasa Rao & Co., Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India ('ICAI') and hold the peer review certificate no.018129 having effective date from 01st October 2024 to 30th September 2027.

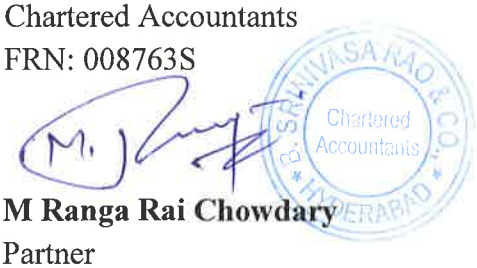
9. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements mentioned in the paragraph 4 above.

10. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

12. Our report is intended solely for use of the Board of Directors for inclusion in the RHP to be filed with the Securities and Exchange Board of India, Bombay Stock Exchange and Registrar of Companies, Telangana in connection with the proposed SME IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For B Srinivasa Rao & Co.,
Chartered Accountants
FRN: 008763S



M Ranga Rai Chowdary
Partner
MRN.: 243733
UDIN: 26243733QRRUKN5356

Place: Hyderabad
Date: 31-12-2025

DIGILOGIC SYSTEMS LIMITED

(FORMERLY KNOWN AS DIGILOGIC SYSTEMS PRIVATE LIMITED)

CIN: U62099TG2011PLC077933

ANNEXURE – A : RESTATED STATEMENT OF ASSETS AND LIABILITIES

(Rs. Lakhs)

	Particulars	Annexure	As at 30-09-2025	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
I.	**EQUITY AND LIABILITIES**					
	(1) Shareholder's funds					
	(a) Share capital	A.1	445.05	445.05	200.00	200.00
	(b) Reserves and surplus	A.2	3062.22	2900.96	1148.45	908.50
	Sub-Total (A)		**3507.27**	**3346.01**	**1348.45**	**1108.50**
	(2) Non-current liabilities					
	(a) Long-term borrowings	A.3	981.30	255.99	244.90	325.22
	(b) Long-term provisions	A.4	19.22	-	-	-
	Sub-Total (B)		**1000.53**	**255.99**	**244.90**	**325.22**
	(3) Current liabilities					
	(a) Short-term borrowings	A.5	1222.61	1078.15	565.96	766.64
	(b) Trade payables					
	(A) total outstanding dues of micro enterprises and small enterprises	A.6	1.94	183.01	43.43	32.32
	(B) total outstanding dues of Creditors other than micro enterprises and small enterprises	A.6	557.04	1782.62	1114.81	1130.59
	(c) Other current liabilities	A.7	23.79	330.92	144.51	99.50
	(d) Short-term provisions	A.8	139.37	280.65	93.37	86.44
	Sub-Total (C)		**1944.76**	**3655.35**	**1962.07**	**2115.49**
	Total EQUITY and LIABILITIES (A+B+C)		**6452.55**	**7257.35**	**3555.43**	**3549.21**
II.	**Assets**					
	(1) Non-current assets					
	(a) Property, plant and equipment and Intangible assets					
	(i) Property, plant and equipment	A.9	944.62	879.40	870.70	911.07
	(ii) Intangible assets	A.9	20.94	14.68	-	-
	(iii) Capital Work in Progress	A.10	55.67	10.84	1.85	-
	(b) Deferred tax assets (net)	A.11	59.01	46.67	36.13	30.53
	(c) Long-term loans and advances	A.12	1294.11	326.55	78.39	-
	(d) Other non-current assets	A.13	29.00	98.81	124.09	101.09
	Sub-Total (D)		**2403.36**	**1376.96**	**1111.16**	**1042.68**
	(2) Current assets					
	(a) Inventories	A.14	1630.87	1061.41	262.09	771.36
	(b) Trade receivables	A.15	1963.54	4366.77	1960.93	1535.02
	(c) Cash and Bank Balances	A.16	150.12	125.52	17.98	56.56
	(d) Short-term loans and advances	A.17	117.81	37.49	63.37	30.17
	(e) Other current assets	A.18	186.86	289.21	139.90	113.42
	Sub-Total (E)		**4049.20**	**5880.39**	**2444.27**	**2506.53**
	Total ASSETS (D+E)		**6452.55**	**7257.35**	**3555.43**	**3549.21**

Significant accounting policies — Annexure-D

Significant Accounting policies and Annexures referred to above form an integral part of the Financial Statements.

As per our report of even date
For B Srinivasa Rao & Co.,
Chartered Accountants
ICAI F.R.No. 008763S

M. Ranga Rai Chowdary
Partner
M.No.: 243733

Place:- Hyderabad
Date:-31-12-2025

For & On Behalf of the Board
DIGILOGIC SYSTEMS LIMITED

Madhusudhan Varma Jetty
Director
DIN : 02247769

Radhika Varma Jetty
Director
DIN : 03370284

Kameswara Rao Vempati
Company Secretary
M. No.: A60095

Place:- Hyderabad
Date:-31-12-2025

Sri Harsha Vadakattu
Chief Financial Officer
PAN: *****6452H

Place:- Hyderabad
Date:-31-12-2025

DIGILOGIC SYSTEMS LIMITED

(FORMERLY KNOWN AS DIGILOGIC SYSTEMS PRIVATE LIMITED)

CIN: U62099TG2011PLC077933

ANNEXURE – B : RESTATED STATEMENT OF PROFIT AND LOSS

(Rs. Lakhs)

	Particulars	Annexure	For the period ending 30-09-2025	For the year ending 31-03-2025	For the year ending 31-03-2024	For the year ending 31-03-2023
I	Revenue from operations	B.1	1817.73	7205.98	5155.93	5596.23
II	Other income	B.2	10.33	13.35	15.37	15.33
III	**Total Income (I+II)**		**1828.06**	**7219.33**	**5171.30**	**5611.56**
IV	**Expenses:**					
	(a) Cost of materials consumed	B.3	631.61	5091.41	3007.35	3998.07
	(b) Purchase of Stock in Trade		-	-	-	-
	(c) Changes in inventories of finished goods, WIP and stock-in-trade	B.4	118.05	(569.71)	537.08	115.56
	(d) Employee benefits expenses	B.5	484.33	835.19	615.77	534.93
	(e) Finance costs	B.6	68.28	143.09	130.94	124.58
	(f) Depreciation and amortisation expenses	B.7	90.46	170.59	128.15	149.99
	(g) Other expenses	B.8	218.22	463.49	429.98	391.51
	Total expenses		**1610.95**	**6134.06**	**4849.28**	**5314.64**
V	Profit before exceptional and extraordinary items and tax (III – IV)		217.11	1085.27	322.02	296.92
VI	Exceptional Items		-	-	-	-
VII	Profit before extraordinary items and tax (V – VI)		217.11	1085.27	322.02	296.92
VIII	Extraordinary Items		-	-	-	-
IX	**Profit before tax (VII- VIII)**		**217.11**	**1085.27**	**322.02**	**296.92**
X	Tax expense:					
	(1) Current tax		68.20	277.82	87.68	85.33
	(2) Deferred tax	A.9.1	(12.34)	(10.53)	(5.61)	(9.94)
	(3) Prior Period Taxes		-	6.63	-	4.01
XI	Profit for the period from continuing operations (IX-X)		161.26	811.35	239.96	217.51
XII	Profit / (Loss) from discontinuing operations		-	-	-	-
XIII	Tax expense of discontinuing operation		-	-	-	-
XIV	Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-	-	-
XV	**Profit for the period (XI + XIV)**		**161.26**	**811.35**	**239.96**	**217.51**
XVI	Earnings per equity share:					
	Face value per equity shares Rs.2/- fully paid up.					
	(1) Basic (Value in Rs.)	B.9	0.72	3.89	1.20	1.09
	(2) Diluted (Value in Rs.)	B.9	0.72	3.89	1.20	1.09

Significant accounting policies Annexure-D

Significant Accounting policies and Annexures referred to above form an integral part of the Financial Statements.

As per our report of even date
For B Srinivasa Rao & Co.,
Chartered Accountants
ICAI F.R.No. 008763S

For & On Behalf of the Board
DIGILOGIC SYSTEMS LIMITED

Madhusudhan Varma Jetty
Director
DIN : 02247769

Radhika Varma Jetty
Director
DIN : 03370284

M. Ranga Rai Chowdary
Partner
M.No.: 243733

Kameswara Rao Vempati
Company Secretary
M. No.: A60095

Sri Harsha Vadakattu
Chief Financial Officer
PAN: *****6452H

Place:- Hyderabad
Date:-31-12-2025

Place:- Hyderabad
Date:-31-12-2025

Place:- Hyderabad
Date:-31-12-2025

DIGILOGIC SYSTEMS LIMITED

(FORMERLY KNOWN AS DIGILOGIC SYSTEMS PRIVATE LIMITED)

CIN: U62099TG2011PLC077933

ANNEXURE – C: RESTATED STATEMENT OF CASH FLOWS

(Rs. Lakhs)

	Particulars	For the period ending 30-09-2025	For the year ending 31-03-2025	For the year ending 31-03-2024	For the year ending 31-03-2023
A.	**CASH FLOW FROM OPERATING ACTIVITIES**				
	Net profit before tax and extraordinary items	217.11	1085.27	322.02	296.92
	Adjustments for:				
	Depreciation and amortisation expense	90.46	170.59	128.15	149.99
	Profit on sale of Property, Plant and Equipment	-	(0.13)	(3.10)	-
	Interest on Fixed Deposits	(5.34)	(12.75)	(8.70)	(7.42)
	Rental Income	(0.72)	-	-	-
	Interest and other finance costs *(Other than Interest on Income Tax)*	66.83	137.19	127.81	122.17
	Unrealised loss on foreign exchange	-	0.09	-	-
	Interest on Income tax	1.45	5.90	3.13	2.41
	Gratuity Expense	25.75	32.33	9.67	34.49
	Gratuity paid	-	(35.69)	(5.74)	(34.22)
	Operating profit before working capital changes	**395.55**	**1382.80**	**573.24**	**564.34**
	Changes in working capital:				
	Increase / (Decrease) in trade payable	(1406.65)	807.30	(4.67)	(505.63)
	Increase / (Decrease) in short term provisions *(Other than Provision for Income tax & Provision for Gratuity)*	(1.00)	0.50	-	(0.50)
	Increase / (Decrease) in other current liabilities	(307.13)	186.41	45.01	82.07
	(Increase) / Decrease in other current assets *(Other than Balances with Income Tax Authorities)*	(76.61)	39.56	(51.60)	208.05
	(Increase) / Decrease in short term loan and advances	(80.32)	25.88	(33.20)	30.21
	(Increase) / Decrease in trade receivables	2403.23	(2405.84)	(425.91)	(1059.70)
	(Increase) / Decrease in inventories	(569.47)	(799.31)	509.26	104.34
	Net (Increase) / Decrease in Working Capital	**(37.94)**	**(2145.51)**	**38.89**	**(1141.15)**
	CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES	**357.61**	**(762.71)**	**612.13**	**(576.81)**
	Adjustment for Net Income Tax paid	(37.50)	(289.07)	(62.68)	(88.50)
	NET CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES	**320.11**	**(1051.78)**	**549.45**	**(665.32)**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**				
	Purchase of Property, Plant and Equipment & Intangible Assets	(162.51)	(220.76)	(91.08)	(33.68)
	Sale proceeds of Property, Plant and Equipment	0.57	26.91	6.39	-
	Capital Advance paid	(967.56)	(248.16)	(78.39)	-
	Interest Income received	5.34	12.75	8.70	7.42
	Rental Income received	0.72	-	-	-
	Security Deposits given	-	(0.36)	(2.00)	(2.93)
	(Increase) / Decrease in Capital Work In Progress *(Other than capitalised finance costs)*	(13.39)	-	-	-
	(Increase) / Decrease in Term Deposits with Banks	56.39	(82.96)	19.06	(33.49)
	NET CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES	**(1080.44)**	**(512.59)**	**(137.31)**	**(62.68)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**				
	Interest and other finance costs *(including capitalised costs)*	(98.27)	(146.17)	(129.66)	(122.17)
	Proceeds from Long Term Borrowings	845.65	169.53	172.30	80.00
	Proceeds from Short Term Borrowings	270.21	717.99	50.00	697.16
	Repayments of Long Term Borrowings	(121.08)	(264.25)	(453.30)	(147.17)
	Repayments of Short Term Borrowings	(125.00)	(100.00)	(50.00)	(100.00)
	Proceeds from issue of Equity Shares *(including Securities Premium)*	-	1186.21	-	-
	NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES	**771.51**	**1563.31**	**(410.66)**	**407.82**
	NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	11.18	(1.06)	1.48	(320.18)
	Cash and Cash equivalents at beginning of the period	0.95	2.00	0.52	320.70
	Cash and Cash equivalents at end of the period	**12.12**	**0.95**	**2.00**	**0.52**
D.	**Components of Cash and Cash equivalents** *(Refer Annexure-A.16)*				
	Cash on hand	0.38	0.66	0.52	0.18
	Balances with banks				
	In current accounts	11.75	0.29	1.49	0.35
	Bank deposits with less than 3 Months maturity	-	-	-	-
	Total	**12.12**	**0.95**	**2.00**	**0.52**

This Cash Flow Statement has been prepared as per "Indirect Method" as prescribed by AS -3 (revised) "Cash Flow Statements"

As per our report of even date
For B Srinivasa Rao & Co.,
Chartered Accountants
ICAI F.R.No. 008763S

M. Ranga Rai Chowdary
Partner
M.No.: 243733

Place:- Hyderabad
Date:-31-12-2025

For & On Behalf of the Board
DIGILOGIC SYSTEMS LIMITED

Madhusudhan Varma Jetty
Director
DIN : 02247769

Radhika Varma Jetty
Director
DIN : 03370284

Kameswara Rao Vempati
Company Secretary
M. No.: A60095

Place:- Hyderabad
Date:-31-12-2025

Sri Harsha Vadakattu
Chief Financial Officer
PAN: *****6452H

Place:- Hyderabad
Date:-31-12-2025

DIGILOGIC SYSTEMS LIMITED

(FORMERLY KNOWN AS DIGILOGIC SYSTEMS PRIVATE LIMITED)

CIN: U62099TG2011PLC077933

ANNEXURE – D: SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO RESTATED FINANCIAL STATEMENTS

A. CORPORATE INFORMATION:

Our company was originally formed as a Partnership firm in the name and style of "M/s. DIGILOGIC SYSTEMS" under the provisions of The Partnership Act 1932 vide FRN 1739 and partnership deed dated 8th of May 2007 and converted to a Private Limited Company in the name and style of "DIGILOGIC SYSTEMS PRIVATE LIMITED" under the provisions of the Companies Act 1956 on 9th December 2011 and received certificate of incorporation (CIN: U72200TG2011PTC077933) from the Registrar of Companies, Hyderabad to engage in the design, development, manufacture, assembly, integration, testing, servicing, overhaul, upgrade, import, export, and supply of systems, platforms, subsystems, and components including but not limited to Automated Test Equipment (ATE), Checkout Systems, RF Simulators, System Evaluators, System Engineering & Deployments, Data Acquisition Systems, Static Test Beds, Maintenance, Repair & Overhaul Services (MRO).

Subsequently, our Company was converted into a public limited company pursuant to a special resolution passed by our Shareholders at an Extra-ordinary General Meeting held on June 18, 2025, and the name of the company was converted to "DIGILOGIC SYSTEMS LIMITED" and a fresh certificate of incorporation (CIN: U62099TG2011PLC077933) consequent upon conversion dated July 1, 2025, was issued by the Central Processing Centre, Registrar of Companies.

B. Basis of preparation of restated financial statements

Restated Financial statements are prepared under the historical cost convention, on accrual basis by using Going Concern assumptions of accounting in accordance with the accounting principles generally accepted in India and in compliance with the provisions of Companies Act 2013, and comply with the mandatory accounting standards specified under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 and rules made thereunder as amended from time to time.

The Restated Statements of Assets and Liabilities of the company as at 30th September,2025; 31st March,2025; 31st March,2024 and 31st March,2023; the Restated Statement of Profit and Loss and Restated Statement of Cash Flows of the Company for the period ending on 30th September,2025 and for the years ending on 31st March,2025, 31st March,2024 and 31st March,2023 and the annexure thereto (collectively, the "Restated Financial Statements") have been extracted by the management from the Audited Financial Statements of the Company.

The restated financial statements of the company have been prepared and presented in accordance with the Generally Accepted Accounting Principles (GAAP) which comprises the Accounting Standards notified u/s 133 of the Companies Act, 2013. The accounting policies have been framed, keeping in view the fundamental accounting assumptions of Going Concern, Consistency and Accrual, as also basic considerations of Prudence, Substance over form, and Materiality. These have been applied consistently, except where a newly issued accounting standard is initially adopted or a revision in the existing accounting standards require a revision in the accounting policy so far in use. The need for such a revision is evaluated on an ongoing basis.

The restated financial information has been prepared for inclusion in the Draft Red Hearring Prospectus / Red Hearring Prospectus ("DRHP" / "RHP" or "Offer document") to be filed by the company with the Securities and Exchange Board of India, Bombay Stock Exchange ('BSE') & Registrar of Companies, Hyderabad in connection with proposed Initial Public Offering of its equity shares of face value of Rs.2 each of the company comprising a fresh issue of equity shares, in accordance with the requirements of the section 26 of Part I of Chapter III of the Companies Act, 2013; Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"); and the guidance note on reports in company prospectuses (revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI").

The Restated Financial Statements have been prepared on a going concern basis, in as much as the management intends neither to liquidate the company nor to cease operations. Accordingly, assets, liabilities, income and expenses are recorded on a Going Concern basis.

The Restated Financial statements of the company are presented in Indian Rupee ("INR"), which is company's functional currency, and the values are rounded to nearest lakhs (₹00,000) except where otherwise indicated.

C. Use of estimates

The preparation of restated financial statements requires the management of the Company to make estimates and assumptions that effect the reported balances of assets and liabilities as at the date of the financial statements and reported amounts of revenue and expenses during the reporting period. Difference between the actual results and estimates are recognized in the year in which results are known/ materialized.

D. CURRENT AND NON CURRENT CLASSIFICATION:

The Schedule III to the Act requires assets and liabilities to be classified as either current or non-current. The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

Assets:

An asset is classified as current when it satisfies any of the following criteria:

a. It is expected to be realised in, or is intended for sale or consumption in, the company's normal operating cycle;
b. It is held primarily for the purpose of being traded;
c. It is expected to be realised within 12 months after the reporting date; or
d. It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current assets. All other assets are classified as non-current

Liabilities:

A liability is classified as current when it satisfies any of the following criteria:

a. It is expected to be settled in the company's normal operating cycle;
b. It is held primarily for the purpose of being traded;
c. It is due to be settled within 12 months after the reporting date;
d. The company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of liability that could, at the option of the counterparty, result in it settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

E. OPERATING CYCLE:

Operating cycle for the business activities of the company covers the duration of the specific project/contract/product line/service including the defect liability period, wherever applicable and extends up to the realization of receivables (including retention monies) within the agreed credit period . Based on the nature of products and services, and the time between the acquisition of assets and their realization in cash or cash equivalents, the company has ascertained its operating cycle as 12 months for the purposes of current and non-current classification of assets and liabilities.

F. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

The following significant accounting policies are adopted in the preparation and presentation of these restated financial statements:

1 Inventories

Inventories consist of Raw materials, Stores & spares; Work-in-Progress and finished goods. Raw materials; Stores & spares and Finished Goods are valued at the lower of Cost or Net realizable value, and the cost formula used for valuation is weighted average basis. Valuation of Work-in-Progress includes costs that are directly related to production such as labour costs, design & development costs and a systematic allocation of fixed, variable production overheads that are incurred in converting materials into finished goods.

2 Cash and Cash Equivalents

Cash comprises of cash on hand and demand deposits with banks and Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), The company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash which are subject to insignificant risk of changes in value.

3 Property, Plant & Equipment

a. Property Plant & Equipment (PPE) are stated at cost, less accumulated depreciation and impairment losses if any. Costs comprise all expenses incurred to bring the assets to its present location and condition. Borrowing cost directly attributable to the acquisition / construction is included in the cost of fixed assets. Cost of Property plant & equipment are recognized only if it is probable that future economic benefits associated with the asset will flow to the entity and cost can be reliably measured.

Subsequent expenditures related to an item of property plant & equipment are added to its book value only if they increase the future economic benefits from the existing asset beyond its previously assessed standard of performance.

b. The expenditure incurred on property plant and equipment which are in the process of construction or completion such as construction of building, etc. that are not ready for intended use at the reporting date are presented as Capital Work in Progress (CWIP). Upon completion or commissioning of such assets and when they are ready to use, the total expenditure incurred for construction/completion is ceased to be classified under CWIP and sent to PPE.

c. An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in statement of profit and loss.

4 Intangible Assets

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation/ depletion. All costs, including financing costs till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets are capitalised.

5 Impairment Loss

At each balance sheet date, the Company reviews the carrying amount of its Property, Plant & Equipment to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the assets and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the assets

6 Depreciation / Amortisation

Depreciation on Property Plant & Equipment is charged so as to write-off the cost of the assets over its useful life and depreciation rates as per schedule II of the Companies Act 2013 using the WDV method of Depreciation. Depreciation on additions to / deletions from fixed assets made during the year is provided on pro-rata basis from / up to the date of such addition / deletion as the case may be. In case of impairment, depreciation is provided on revised carrying amount over its remaining useful life. Amortisation of Intangible assets is calculated on Straight Line method based on estimated useful life.

Useful lives of the Property, Plant and Equipment estimated by the management are as follows:

Particulars	Estimated useful life (in years)
Buildings *(Refer Note (a) below)*	30
Plant & Machinery	15
Furniture & Fittings	10
Vehicles	8
Office Equipment	5
Software & Licenses	5
Computers & Data Processing Units	3

Note :
(a) Buildings include certain amounts capitalised towards 'Interiors', for which the management has estimated a useful life of 10 years, as the cost of this component is significant in relation to the total cost of the asset and its useful life differs from that of the remaining building structure, which is depreciated over 30 years.
(b) Leasehold Improvements are depreciated over an estimated useful life of 3 years or actual lease term whichever is lower.
(c) Software & Licenses include some of the licenses with a useful life of 3 years and are amortised on that basis.

7 Investments

Investments that are readily realizable and intended to be held for not more than a year from the date on which such investments are made, are classified as current investments. All other investments are classified as non-current investments. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

8 Leases

Where the company is a lessee, Leases, where the lessor effectively retains substantially all the risks and the benefits of ownership of the leased assets are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

9 Revenue Recognition

The company follows generally accepted accounting principles for recognizing revenue from operations i.e., on an accrual basis when it is earned and no significant uncertainty exists as to its ultimate collection.

a. **Sale of Products:**

Revenue from products are recognized when the property in goods are transferred to the buyer i.e., when the significant risks and rewards of ownership have been transferred, continuing managerial involvement usually associated with ownership and effective control have been ceased, the amount of revenue can be measured reliably, and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

b. **Sale of Services:**

The Company recognizes revenue from sale of services when the significant terms of the arrangement are enforceable, services have been delivered and the collectability is reasonably assured. Revenue from maintenance contracts is recognized proportionately over the period of the contract using the proportionate completion method. In case the services are performed through an indeterminate number of repetitive acts over a specified period of time, revenue is recognised on a straight-line basis over the specified period, viz., monthly / quarterly / half-yearly / yearly etc., as per the terms of the contracts agreed with respective customers from time to time. Revenues in excess of billing are recognised as “Unbilled revenues” wherever the recognition criteria is met as per the terms of contracts agreed with the customers.

Interest income is recognized on time proportion basis, when it is accrued and due for payment. The capital gains on sale of investment if any are recognized on completion of transaction. No notional profits/losses are recognized on such investments.

10 Employee Benefit Expenses

a. **Short Term Employee Benefits:**

Short term employee benefits are recognized as an expense at the undiscounted amount in the statement of Profit and loss for the year which includes benefits like salary, wages, bonus, other expenses incurred while rendering their services. These benefits are recognized as expenses in the period in which the employee renders the related service. These benefits include compensated absences such as paid annual leave and performance incentives.

b. **Post Employment Benefits:**

Retirement benefit in the form of provident fund and gratuity are defined contribution and defined benefit plans respectively. The Company recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. The company identifies all of its permanent employees who are aged not less than 18 years and not more than 58 years as eligible employees for the payment of gratuity and has obliged to pay the gratuity benefit, upon termination, retirement or death of any such eligible employee, as per the applicable provisions of the Payment of Gratuity Act, 1972 and rules made thereunder amended from time to time. The company has obtained qualifying insurance policies with respect to meeting the gratuity claims of employees and recognizes the amount of provision required to be made towards Gratuity as an expenditure each year in the restated P&L as per the Actuarial reports received from Independent Actuary for each year. The net difference between the accrued provision is net off from the fair value of plan assets and the surplus/(deficit) if any is disclosed in the restated statement of assets and liabilities of the company as the net asset or liability for the reporting period in accordance with AS-15.

11 Foreign Currency Transactions

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the year end are restated at a closing rate on the date of the balance sheet.

Any exchange difference on account of settlement of foreign currency transaction and restatement of monetary assets and liabilities denominated in foreign currency is recognized in the statement of Profit & loss in the year in which they arise.

12 Borrowing Costs

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

13 Accounting for Taxes on Income

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

a. Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

b. Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

14 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A Contingent liability is disclosed for:

a. Possible obligation which will be confirmed only by future events not wholly within the control of the Company, or

b. Present obligations arising from the past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

c. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

A contingent asset is neither recognized nor disclosed in the financial statements since this may result in the recognition of income that may never be realized.

15 Earnings Per Share

Basic earnings per share is computed by dividing the profit/ (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit/(loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits/reverse share splits and bonus shares, as appropriate.

16 Cash Flows

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature such as depreciation, provisions, and unrealized foreign exchange gains and losses, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are presented, accordingly.

17 Segment Accounting

a. The business segment has been considered as the primary segment.

b. The Company's primary business segments are reflected based on principal business activities, the nature of service, the differing risks and returns, the organization structure and the internal financial reporting system.

c. The Company's primary business includes design, development, fabrication and supply of software-based automated test equipment. This is the only segment as envisaged in Accounting Standard 17: 'Segment Reporting' therefore disclosure for Segment reporting is not applicable.

18 Events occurring after the Balance Sheet Date

Material events occurring after the balance sheet are considered up to the date of approval of the accounts by the board of directors.

G. Changes in Accounting policies in the Financial Years covered in the Restated Financial Statements:

There have been no changes in the accounting policies of the company for the years covered in the restated financial statements.

As per our report of even date
For B Srinivasa Rao & Co.,
Chartered Accountants
ICAI F.R.No. 008763S

M. Ranga Rai Chowdary
Partner
M.No.: 243733

Place:- Hyderabad
Date:-31-12-2025

For & On Behalf of the Board
DIGILOGIC SYSTEMS LIMITED

Madhusudhan Varma Jetty
Director
DIN : 02247769

Radhika Varma Jetty
Director
DIN : 03370284

Kameswara Rao Vempati
Company Secretary
M. No.: A60095

Place:- Hyderabad
Date:-31-12-2025

Sri Harsha Vadakattu
Chief Financial Officer
PAN: *****6452H

Place:- Hyderabad
Date:-31-12-2025

DIGILOGIC SYSTEMS LIMITED

(FORMERLY KNOWN AS DIGILOGIC SYSTEMS PRIVATE LIMITED)

CIN: U62099TG2011PLC077933

ANNEXURE - A.1 : Restated Statement of Share Capital

(Rs. Lakhs)

Particulars	As at 30-09-2025	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
SHARE CAPITAL:				
Authorized Share Capital:				
5,00,00,000 Equity shares of Rs. 2/- each	1000.00	600.00	200.00	200.00
(For FY 2024-25 - 60,00,000 Equity Shares of Rs.10/- each and For FY 2023-24 & FY 2022-23 - 20,00,000 Equity shares of Rs.10/- each)				
Issued, Subscribed and Fully Paid-up Share Capital: *(Refer Note No.A.1.5.(11))*				
2,22,52,630 Equity shares of Rs. 2/- each	445.05	445.05	200.00	200.00
(For FY 2024-25 - 44,50,526 Equity Shares of Rs.10/- each and For FY 2023-24 & FY 2022-23 - 20,00,000 Equity shares of Rs.10/- each)				
Total paid-up share capital	**445.05**	**445.05**	**200.00**	**200.00**

A.1.1 Reconciliation of number of shares

Particulars	As at 30-09-2025		As at 31-03-2025		As at 31-03-2024		As at 31-03-2023	
	No. of Shares**	(Rs. Lakhs)	No. of Shares*	(Rs. Lakhs)	No. of Shares*	(Rs. Lakhs)	No. of Shares*	(Rs. Lakhs)
Equity shares								
Opening balance	44,50,526	445.05	20,00,000	200.00	20,00,000	200.00	20,00,000	200.00
Changes during the year	1,78,02,104	-	24,50,526	245.05	-	-	-	-
Closing balance	2,22,52,630	445.05	44,50,526	445.05	20,00,000	200.00	20,00,000	200.00

** Number of shares as at 31.03.2025; 31.03.2024 and 31.03.2023 are disclosed as @ Rs.10 each*

*** Closing Number of shares as at 30.09.2025 are disclosed as @Rs.2 each after giving the effect of Share split as disclosed in detail in Note No.11 of A.1.5 section below*

A.1.2 Details of Shareholding more than 5% of the aggregate shares in the company

Name of the Shareholder	As at 30-09-2025		As at 31-03-2025		As at 31-03-2024		As at 31-03-2023	
	No. of Shares	% of total shareholding	No. of Shares*	% of total shareholding	No. of Shares*	% of total shareholding	No. of Shares*	% of total shareholding
Madhusudhan Varma Jetty	1,35,15,000	60.73%	27,03,000	60.73%	16,60,000	83.00%	16,60,000	83.00%
Radhika Varma Jetty	60,77,500	27.31%	6,80,000	15.28%	3,40,000	17.00%	3,40,000	17.00%
Shashank Varma Jetty	50,000	0.22%	3,00,000	6.74%	-	-	-	-
Negen Undiscovered Value Fund	14,25,515	6.41%	2,85,103	6.41%	-	-	-	-
Hitesh Varma Jetty	50,000	0.22%	2,85,000	6.40%	-	-	-	-
	2,11,18,015	**94.90%**	**42,53,103**	**95.56%**	**20,00,000**	**100.00%**	**20,00,000**	**100.00%**

** Number of shares as at 31.03.2025; 31.03.2024 and 31.03.2023 are disclosed as @ Rs.10 each*

A.1.3 Shares held by Promoters

As at 30-09-2025

Sr No.	Promoter's Name	No. of shares	% of total shares	% Change during year
1	Madhusudhan Varma Jetty	1,35,15,000	60.73%	0.00%
2	Radhika Varma Jetty	60,77,500	27.31%	12.03%
3	Shashank Varma Jetty	50,000	0.22%	-6.52%
4	Hitesh Varma Jetty	50,000	0.22%	-6.18%

As at 31-03-2025

Sr No.	Promoter's Name	No. of shares	% of total shares	% Change during year
1	Madhusudhan Varma Jetty	27,03,000	60.73%	-22.27%
2	Radhika Varma Jetty	6,80,000	15.28%	-1.72%
3	Shashank Varma Jetty	3,00,000	6.74%	6.74%
4	Hitesh Varma Jetty	2,85,000	6.40%	6.40%

As at 31-03-2024

Sr No.	Promoter's Name	No. of shares	% of total shares	% Change during year
1	Madhusudhan Varma Jetty	16,60,000	83.00%	-
2	Radhika Varma Jetty	3,40,000	17.00%	-

As at 31-03-2023

Sr No.	Promoter's Name	No. of shares	% of total shares	% Change during year
1	Madhusudhan Varma Jetty	16,60,000	83.00%	-
2	Radhika Varma Jetty	3,40,000	17.00%	-

A.1.4 Terms/rights attached to equity shares:

i) The company has only one class of shares referred to as equity shares having a par value of Rs. 2/-each as at 30th September, 2025.

ii) Each holder of equity shares is entitled to one vote per share.

iii) In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

A.1.5 Other disclosures relating to Share Capital

1. The company does not have any holding and subsidiary companies and hence the disclosure relating to shares held by any holding company or ultimate holding company or subsidiaries or associate companies is not applicable

2. The company does not have any shares reserved for issue under options and contracts/commitments for the sale of shares / disinvestment as at the end of each financial year for the reporting periods

3. The company does not have any securities convertible into equity / preference shares issued as at the end of each financial year for the reporting periods

4. There are no calls unpaid by the Directors or officers of the company.

5. The company does not have any forfeited shares as at the end of each financial year for the reporting periods

6. For a period of 5 years immediately preceding the dates as at which this restated balance sheet is prepared:

(A) The company does not have any class of shares allotted as fully paid up pursuant to a contract without payment being received in cash

(B) The company does not have any class of shares allotted as fully paid up by way of bonus shares except the 20,00,000 bonus shares allotted in the ratio of 1:1 vide Members' resolution dated 07.09.2024 *(1Equity share for every 1 Equity share held by each shareholder)*

(C) The company has not bought back any class of shares.

7. The Authorised share capital of the company has been increased from Rs.2,00,00,000/- divided into 20,00,000 equity shares of Rs10 each to Rs.6,00,00,000/- divided into 60,00,000 equity shares of Rs.10 each vide the Extraordinary General Meeting held on 13.08.2024 and subsequently increased to Rs.10,00,00,000/- divided into 1,00,00,000 equity shares of Rs.10 each vide the Extraordinary General Meeting held on 18.06.2025.

8. The company has made a private placement of equity shares of 2,55,319 equity shares of face value of Rs.10 each fully paid up at face value of Rs.10 each and Securities Premium of Rs.230 each vide special resolution passed in the shareholders meeting held on 22.09.2024.

9. The company has made a private placement of equity shares of 1,70,207 equity shares of face value of Rs.10 each fully paid up at face value of Rs.10 each and Securities Premium of Rs.283.76 each vide special resolution passed in the shareholders meeting held on 31.12.2024

10. The company has made a private placement of equity shares of 25,000 equity shares of face value of Rs.10 each fully paid up at face value of Rs.10 each and Securities Premium of Rs.283.76 each vide special resolution passed in the shareholders meeting held on 12.02.2025

11. The Company has sub-divided its equity shares from a face value of ₹10 each to ₹2 each, pursuant to the approval of the shareholders vide ordinary resolution dated 25.07.2025. Subsequent to the share split, the revised Authorised share capital of the company is Rs.10,00,00,000/- divided into 5,00,00,000 shares of Rs.2 face value each and Paid-up capital of the company is Rs.4,45,05,260/- divided into 2,22,52,630 shares of Rs.2 face value each. In order to comply with the provisions of AS-20 (Earnings Per Share), the Basic and Diluted Earnings Per Share are calculated after considering the Share split effect for the FY 2024-25; FY 2023-24 and FY 2022-23.

DIGILOGIC SYSTEMS LIMITED
(FORMERLY KNOWN AS DIGILOGIC SYSTEMS PRIVATE LIMITED)
CIN: U62099TG2011PLC077933

ANNEXURE – A.2 Restated Statement of Reserves and Surplus (Rs. Lakhs)

Particulars	As at 30-09-2025	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
Securities Premium				
Opening balance	1141.15	-	-	-
Add:- Additions during the year	-	1141.15	-	-
Closing balance	1141.15	1141.15	-	-
Surplus in the Profit and Loss account				
Opening balance	1759.80	1148.45	908.50	690.99
Add:- Additions during the year	161.26	811.35	239.96	217.51
Less:- Bonus shares issued during the year	-	200.00	-	-
Closing balance	1921.06	1759.80	1148.45	908.50
Total	**3062.22**	**2900.96**	**1148.45**	**908.50**

ANNEXURE – A.3 :Restated Statement of Long Term Borrowings (Rs. Lakhs)

Particulars	As at 30-09-2025	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
Term loans				
from banks				
- secured	1045.79	321.22	335.94	414.70
- unsecured	-	-	-	-
Loans and advances from related parties				
- secured	-	-	-	-
- unsecured	-	-	80.00	80.00
Total	**1045.79**	**321.22**	**415.94**	**494.70**
Less: Current Maturities of Long Term Borrowings	64.49	65.24	171.04	169.48
Total	**981.30**	**255.99**	**244.90**	**325.22**

Note: Refer Annexure - A.3.1 & A.3.2 for nature of security, terms of repayment and guarantee details

ANNEXURE – A.4 : Restated Statement of Long Term Provisions (Rs. Lakhs)

Particulars	As at 30-09-2025	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
Provision for Gratuity (refer Note No.5 under Additional Disclosures)	19.22	-	-	-
Others	-	-	-	-
Total	**19.22**	**-**	**-**	**-**

ANNEXURE – A.5 : Restated Short Term Borrowings (Rs. Lakhs)

Particulars	As at 30-09-2025	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
Loans repayable on demand				
from banks				
- secured	1158.13	1012.91	394.92	597.16
- unsecured	-	-	-	-
Loans and advances from related parties				
- secured	-	-	-	-
- unsecured	-	-	-	-
Current Maturities of Long Term Debt (Refer Annexure - A.3)	64.49	65.24	171.04	169.48
Total	**1222.61**	**1078.15**	**565.96**	**766.64**

Note: Refer Annexure - A.3.1 & A.3.2 for nature of security, terms of repayment and guarantee details

ANNEXURE – A.6 : Restated Statement of Trade Payables (Rs. Lakhs)

Particulars	As at 30-09-2025	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
Total outstanding dues of micro enterprises and small enterprises	1.94	183.01	43.43	32.32
Total outstanding dues of creditors other than micro enterprises and small enterprises	557.04	1782.62	1114.81	1130.59
Total	**558.98**	**1965.63**	**1158.24**	**1162.91**

SUB ANNEXURE – A.6.1 : Ageing of Restated Statement of Trade Payables

Particulars	As at 30-09-2025 (Rs. Lakhs)						
	Unbilled	Not Due	Outstanding for following periods from due date of payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	1.94		-	-	1.94
(ii) Others	-	-	554.03	3.00	-	-	557.04
(iii) Disputed dues- MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
TOTAL	**-**	**-**	**555.98**	**3.00**	**-**	**-**	**558.98**

Particulars	As at 31-03-2025 (Rs. Lakhs)						
	Unbilled	Not Due	Outstanding for following periods from due date of payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	183.01	-	-	-	183.01
(ii) Others	-	-	1782.53	0.10	-	-	1782.62
(iii) Disputed dues- MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
TOTAL	**-**	**-**	**1965.53**	**0.10**	**-**	**-**	**1965.63**

Particulars	As at 31-03-2024 (Rs. Lakhs)						
	Unbilled	Not Due	Outstanding for following periods from due date of payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	43.43	-	-	-	43.43
(ii) Others	-	-	1114.81	-	-	-	1114.81
(iii) Disputed dues- MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
TOTAL	**-**	**-**	**1158.24**	**-**	**-**	**-**	**1158.24**

Particulars	As at 31-03-2023 (Rs. Lakhs)						
	Unbilled	Not Due	Outstanding for following periods from due date of payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	32.32	-	-	-	32.32
(ii) Others	-	-	1130.59	-	-	-	1130.59
(iii) Disputed dues- MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
TOTAL	**-**	**-**	**1162.91**	**-**	**-**	**-**	**1162.91**

SUB ANNEXURE – A.6.2 : Other disclosures relating to dues to suppliers registered under the MSMED Act, 2006 by virtue of MCA Notification dated 04.09.2015

(Rs. Lakhs)

Particulars	As at 30-09-2025	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
(a) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of the accounting year	1.94	183.01	43.43	32.32
(b) The amount of the interest paid by the buyer under the MSMED Act, 2006 along with the amounts of payments made to the supplier beyond the appointed day during each accounting year	-	-	-	-
(c) The amount of the interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid)	-	-	-	-
(d) The amount of interest accrued and unpaid at the end of the accounting year	-	-	-	-
(e) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act, 2006	-	-	-	-
Total	**1.94**	**183.01**	**43.43**	**32.32**

ANNEXURE – A.7 : Restated Statement of Other Current Liabilities

(Rs. Lakhs)

Particulars	As at 30-09-2025	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
Interest accrued but not due on borrowings	0.98	1.50	0.93	0.74
Advances received from customers	-	-	2.71	6.67
Other Payables				
Statutory Dues Payable	17.90	207.86	93.51	22.97
Salaries and Bonus Payable	0.03	100.90	37.06	45.06
Other Current Liabilities	3.93	19.71	9.36	7.39
Sales commission payable	0.95	0.95	0.95	16.67
Total	**23.79**	**330.92**	**144.51**	**99.50**

ANNEXURE – A.8 : Restated Statement of Short Term Provisions

(Rs. Lakhs)

Particulars	As at 30-09-2025	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
Provision for Income Tax	131.01	277.82	87.67	84.66
Provision for Audit Fee	1.00	2.00	1.50	1.50
Provision for Gratuity (refer Note No.5 under Additional Disclosures)	7.36	0.84	4.20	0.28
Total	**139.37**	**280.65**	**93.37**	**86.44**

ANNEXURE – A.3.1 : STATEMENT OF PRINCIPAL TERMS OF SECURED BORROWINGS

Name of the Lender	Purpose	Sanctioned Amount (Amount in Lakhs)	Securities offered	Rate of Interest (Per Annum)	Re-Payment Schedule	Date of sanction / Agreement / latest renewal	Moratorium	Guarantee given if any	Outstanding amount as on 30-09-2025 (Amount in Lakhs)		Outstanding amount as on 31-03-2025 (Amount in Lakhs)		Outstanding amount as on 31-03-2024 (Amount in Lakhs)		Outstanding amount as on 31-03-2023 (Amount in Lakhs)	
									Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current
Axis Bank	Purchase of Toyota Lexus Car	67.45	Hypothecation of Lexus Car purchased out of loan proceeds	7.25%	To be repaid in 84 Equated monthly installments with first EMI due on 10.12.2021	26-11-2021	--	--	23.54	10.91	29.47	9.79	39.26	9.11	48.36	8.47
Axis Bank	Purchase of Skoda Rapid Car	14.70	Hypothecation of Skoda Rapid Car purchased out of loan proceeds	8.76%	To be repaid in 37 monthly installments with first EMI due on 10.10.2020	01-10-2020	--	--	-	-	-	-	-	-	-	3.01
Axis Bank	Purchase of Under Construction Property - Company Guest House	210.00	Mortgage of the property proposed to be purchased out of loan proceeds	REPO + 2.5%	To be repaid in 180 Equated monthly installments of Rs.2,12,996/- along with 3 months Pre EMI	05-01-2024	--	*Personal Guarantee of* J Madhusudhan Varma (Director) J Radhika Varma (Director)	145.82	6.99	131.18	5.14	52.21	3.10	-	-
Axis Bank	Purchase of office space at 1st floor of DSL Abacus at Uppal	415.00	1. Exclusive charge on entire unencumbered movable fixed assets of the company both present and future 2. Fresh EM of commercial office space No.102, First floor, DSL Abacus on plot no.B-1/1, B-1/2, B-2/B, & B-2 in Sy No.581 & 581/1, 581/2, 582 & 583 situated at Uppal Kalsa Village, Medchal, Medchal - Malkajgiri District 3. Lien Marked FD of 20 Lakhs	MCLR + 1.25%	To be repaid in 60 monthly installments starting from 30.04.2020	23-09-2019	--	*Personal Guarantee of* J Madhusudhan Varma (Director) J Radhika Varma (Director)	-	-	-	-	-	114.94	114.94	108.00
Axis Bank	Purchase of Hyundai Tucson Car	37.00	Hypothecation of Tucson car purchased out of loan proceeds	8.80%	To be repaid in 60 Equated monthly installments with first EMI due on 05.01.2024	16-12-2023	--	--	18.55	7.19	22.23	6.89	29.11	6.31	-	-
Axis Bank	Purchase of BMW Car	85.42	Hypothecation of BMW car purchased out of loan proceeds	8.90%	To be repaid in 60 Equated monthly installments with first EMI due on 05.05.2024	16-04-2024	--	--	-	-	56.78	15.42	-	-	-	-
Axis Bank	To meet liquidity mismatch arising out of Covid-19 under ECLGS 1.0 Extension scheme	115.00	Second charge on all the securities given for cash credit facility	REPO + 3%	Interest to be served monthly as and when charged. Principal to be repaid from 3rd year to 5th year in 35 monthly installments	25-06-2020	2 years for principal repayment	100% Guarantee from NCGTC *(National Credit Guarantee Trustee Company Ltd.)*	-	-	-	-	-	9.58	9.58	38.33
Axis Bank	To meet liquidity mismatch arising out of Covid-19 under ECLGS 1.0 Extension scheme	84.00		REPO + 3%	Interest to be served monthly as and when charged. Principal to be repaid from 3rd year to 5th year in 35 monthly installments	08-11-2021	2 years for principal repayment	100% Guarantee from NCGTC *(National Credit Guarantee Trustee Company Ltd.)*	2.33	28.00	16.33	28.00	44.33	28.00	72.33	11.67
Axis Bank	Cash Credit - To meet working capital requirements	1500.00	1. Hypothecation of entire current assets both present and future on exclusive basis 2. Equitable Mortgage (EM) of Immovable property situated at flat no.404, Legend Towers in premises no.1-11-252/19/A, 1-11-252/19/19, Mothilal Nagar, Begumpet, Hyderabad in the joint name of Mr. J Madhusudhan Varma and Mrs. J Radhika Varma 3. EM of Residential plot no.320 in Sy.No.246 situated at Bahadurpally village, Quthubullapur mandal in the name of Mr. J Madhusudhan Varma 4. EM of Residential plot no.298 & 299 in Sy.No.212/12 of No.22 in Gajalakshmi Green City at Daminedu Village, Tirupati Rural mandal, Chittoor District in the name of Mr. J Madhusudhan Varma 5. EM of Residential plot no.75 & 76 in Sy.No.2/1,3,4/1,4/2,5,6,&7 situated at Icon's Isle at Papaiah Kumudan revenue village, Jalpally Gram Panchayat, Saroor Nagar mandal, Rangareddy district in the name of Mr. J Madhusudhan Varma 6. EM of Residential flat no.803 in D block of "Necklace Pride" in Sy.No.33 to 39, 85/1, Kavadiguda, Secunderabad in the joint name of Mr. J Madhusudhan Varma and Mrs. J Radhika Varma 7. EM of Plot no.394 in Sy.No.318, 318EE situated at Nandigama Revenue village, Rangapoor Village & GP, Kothur Mandal, Mahbubnagar district admeasuring 269 Sq. ft. in the name of Mr. J Madhusudhan Varma. 8. EM of Plot no.234,235&236 in "Sark Green Plains" at Sy.No.3/part, 4/part, 5/part, 6/part & 7/part situated at Almasguda (V), Mankhal (GP), Maheshwaram mandal, RR district standing in the name of M/s. Digilogic Systems Pvt. Ltd. 9. EM of Office unit at 101/E, "DSL Abacus", Sy.No.581,581/1,581/2,582 & 583 situated at Uppal Kalsa village, Uppal Mandal, Medchal - Malkajgiri District in the name of M/s. Digilogic Systems Pvt. Ltd. 10. EM of Commercial office space at 102, "DSL Abacus" Sy.No.581, 581/1, 581/2, 582 & 583 situated at Uppal Kalsa village, Uppal Mandal, Medchal - Malkajgiri District in the name of M/s. Digilogic Systems Pvt. Ltd. 11. Lien Marked FD of Rs. 50 Lakhs	REPO + 3%	On demand	30-05-2025	--	*Personal Guarantee of* J Madhusudhan Varma (Director) J Radhika Varma (Director)	-	1158.13	-	1012.91	-	394.92	-	597.16
Indian Bank	Establishment of New Factory & Purchase of Plant & Machinery	2788.00	1. Mortgage of New Factory proposed to be established. 2. Equitable Mortgage of Residential plot no.298 & 299 in Sy.No.212/12 of No.22 in Gajalakshmi Green City at Daminedu Village, Tirupati Rural mandal, Chittoor District in the name of Mr. J Madhusudhan Varma 3. EM of Immovable property situated at flat no.404, Legend Towers in premises no.1-11-252/19/A, 1-11-252/19/19, Mothilal Nagar, Begumpet, Hyderabad in the joint name of Mr. J Madhusudhan Varma and Mrs. J Radhika Varma 4. EM of Commercial office space at 1001 in 10th floor, "DSL Abacus" Sy.No.581, 581/1, 581/2, 582 & 583 situated at Uppal Kalsa village, Uppal Mandal, Medchal - Malkajgiri District in the name of Mrs. Radhika Varma Jetty & Mr. Madhusudhan Varma Jetty. 5. EM on Plot No 394 in Sy.No. 318, 318/Ee in Metro City situated at Nandigama Village, Kothur Mandal, Ranga Reddy owned by Mr. Madhusudhan Varma Jetty. 6. EM of Residential plot no.75 & 76 in Sy.No.2/1,3,4/1,4/2,5,6,&7 situated at Icon's Isle at Papaiah Kumudan revenue village, Jalpally Gram Panchayat, Saroor Nagar mandal, Rangareddy district in the name of Mr. J Madhusudhan Varma 7. EM of Residential flat no.803 in D block of "Necklace Pride" in Sy.No.33 to 39, 85/1, Kavadiguda, Secunderabad in the joint name of Mr. J Madhusudhan Varma and Mrs. J Radhika Varma. 8. EM of Residential plot no.320 in Sy.No.246 situated at Bahadurpally village, Quthubullapur mandal in the name of Mr. J Madhusudhan Varma.	REPO + 3.40%	Interest to be served monthly as and when charged. Principal to be repaid in 87 equal monthly installments of Rs. 32,04,598/- each from 34th month of first disbursement.	19-06-2025	33 months for principal repayment	Personal Guarantee of J Madhusudhan Varma (Director) J Radhika Varma (Director) J Shashank Varma (Director) J Hitesh Varma (Director)	705.12	-	-	-	-	-	-	-

Indian Bank	Purchase of Plant & Machinery	1212.00	1. Hypothecation of Plant & Machinery proposed to be purchased out of loan proceeds. 2. Equitable Mortgage of Residential plot no.298 & 299 in Sy.No.212/12 of No.22 in Gajalakshmi Green City at Daminedu Village, Tirupati Rural mandal, Chittoor District in the name of Mr. J Madhusudhan Varma 3. EM of Immovable property situated at flat no.404, Legend Towers in premises no.1-11-252/19/A, 1-11-252/19/19, Mothilal Nagar, Begumpet, Hyderabad in the joint name of Mr. J Madhusudhan Varma and Mrs. J Radhika Varma 4. EM of Commercial office space at 1001 in 10th floor, "DSL Abacus" Sy.No.581, 581/1, 581/2, 582 & 583 situated at Uppal Kalsa village, Uppal Mandal, Medchal - Malkajgiri District in the name of Mrs. Radhika Varma Jetty & Mr. Madhusudhan Varma Jetty. 5. EM on Plot No 394 in Sy.No. 318, 318/Ee in Metro City situated at Nandigama Village, Kothur Mandal, Ranga Reddy owned by Mr. Madhusudhan Varma Jetty. 6. EM of Residential plot no.75 & 76 in Sy.No.2/1,3,4/1,4/2,5,6,&7 situated at Icon's Isle at Papaiah Kumudan revenue village, Jalpally Gram Panchayat, Saroor Nagar mandal, Rangareddy district in the name of Mr. J Madhusudhan Varma 7. EM of Residential flat no.803 in D block of "Necklace Pride" in Sy.No.33 to 39, 85/1, Kavadiguda, Secunderabad in the joint name of Mr. J Madhusudhan Varma and Mrs. J Radhika Varma. 8. EM of Residential plot no.320 in Sy.No.246 situated at Bahadurpally village, Quthubullapur mandal in the name of Mr. J Madhusudhan Varma.	REPO + 3.40%	Interest to be served monthly as and when charged. Principal to be repaid in 87 equal monthly installments of Rs.13,93,104/- each from 34th month of first disbursement.	19-06-2025	33 months for principal repayment	Personal Guarantee of J Madhusudhan Varma (Director) J Radhika Varma (Director) J Shashank Varma (Director) J Hitesh Varma (Director)	-	-	-	-	-	-	-	-
Indian Bank	Purchase of BMW Car	100.00	Hypothecation of BMW car purchased out of loan proceeds.	7.80%	To be repaid in 84 Equated monthly installments with first EMI due on 07.07.2025	26-06-2025	--		85.94	11.40	-	-	-	-	-	-
Total		**6628.57**							**981.30**	**1222.61**	**255.99**	**1078.15**	**164.90**	**565.96**	**245.22**	**766.64**

Note: There has been no continuing default in repayment of any of the above loans or interest thereon as on the balance sheet date of each of the respective years

ANNEXURE – A.3.2 : STATEMENT OF PRINCIPAL TERMS OF UNSECURED BORROWINGS

Name of the Lender	Purpose	Sanctioned Amount (Amount in Lakhs)	Rate of Interest (Per Annum)	Re-Payment Schedule	Date of Sanction / Agreement	Moratorium	Outstanding amount as on 30-09-2025 (Amount in Lakhs)		Outstanding amount as on 31-03-2025 (Amount in Lakhs)		Outstanding amount as on 31-03-2024 (Amount in Lakhs)		Outstanding amount as on 31-03-2023 (Amount in Lakhs)	
							Non current	Current	Non current	Current	Non current	Current	Non current	Current
Madhusudhan Varma Jetty	Business loan	80.00	8.00%	To be repayable together with interest @ 8% p.a. thereon after 3 years or such extended period with mutual consent from the date of disbursement till the date of repayment	01-08-2022	--	-	-	-	-	80.00	-	80.00	-
Total							-	-	-	-	**80.00**	-	**80.00**	-

Note: There has been no continuing default in repayment of any of the above loans or interest thereon as on the balance sheet date of each of the respective years

DIGILOGIC SYSTEMS LIMITED

(FORMERLY KNOWN AS DIGILOGIC SYSTEMS PRIVATE LIMITED)

CIN: U62099TG2011PLC077933

ANNEXURE – A.9 : Restated Statement of Property, Plant & Equipment and Intangible Assets

(As per the Companies Act, 2013)

For the period ending 30-09-2025

(Rs. Lakhs)

Details of Assets	Gross Block				Accumulated Depreciation				Net Block	
	As at 31-03-2025	Additions	Deductions	As at 30-09-2025	As at 31-03-2025	For the period ending 30-09-2025	Deductions	As at 30-09-2025	As at 30-09-2025	As at 31-03-2025
Property, Plant & Equipment										
Land	133.41			133.41	-			-	133.41	133.41
Buildings	1003.55	17.80		1021.35	418.26	42.48		460.74	560.60	585.29
Leasehold Improvements	11.74			11.74	4.58	-		4.58	7.16	7.16
Plant & Machinery	48.36		0.57	47.79	32.64	1.80		34.44	13.35	15.72
Furniture & Fittings	64.52			64.52	52.40	1.95		54.35	10.18	12.13
Vehicles	204.81	129.29		334.10	111.38	30.43		141.81	192.28	93.43
Office equipment	61.41	1.17		62.58	51.66	2.66		54.31	8.26	9.75
Computers and data processing units	70.00	5.53		75.54	47.49	8.68		56.16	19.37	22.52
	1597.80	**153.79**	**0.57**	**1751.02**	**718.40**	**88.00**	**-**	**806.40**	**944.62**	**879.40**
Intangible Assets										
Software & Licenses	15.64	8.72	-	24.36	0.95	2.46	-	3.41	20.94	14.68
	15.64	**8.72**	**-**	**24.36**	**0.95**	**2.46**	**-**	**3.41**	**20.94**	**14.68**
Total	**1613.44**	**162.51**	**0.57**	**1775.38**	**719.35**	**90.46**	**-**	**809.81**	**965.57**	**894.09**
Figures of previous year	**1454.92**	**220.76**	**62.25**	**1613.44**	**584.23**	**170.59**	**35.47**	**719.35**	**894.09**	**870.70**

FY 2024-25

(Rs. Lakhs)

Details of Assets	Gross Block				Accumulated Depreciation				Net Block	
	As at 31-03-2024	Additions	Deductions	As at 31-03-2025	As at 31-03-2024	For the FY 2024-25	Deductions	As at 31-03-2025	As at 31-03-2025	As at 31-03-2024
Property, Plant & Equipment										
Land	133.41	-	-	133.41	-	-	-	-	133.41	133.41
Buildings	958.16	70.32	24.93	1003.55	334.97	83.29	-	418.26	585.29	623.19
Leasehold Improvements	-	11.74	-	11.74	-	4.58	-	4.58	7.16	-
Plant & Machinery	48.36	-	-	48.36	27.94	4.70	-	32.64	15.72	20.42
Furniture & Fittings	61.05	3.48	-	64.52	47.53	4.87	-	52.40	12.13	13.52
Vehicles	154.11	88.02	37.31	204.81	90.27	56.57	35.47	111.38	93.43	63.84
Office equipment	55.33	6.08	-	61.41	43.69	7.97	-	51.66	9.75	11.64
Computers and data processing units	44.51	25.49	-	70.00	39.83	7.66	-	47.49	22.52	4.68
	1454.92	**205.12**	**62.25**	**1597.80**	**584.23**	**169.64**	**35.47**	**718.40**	**879.40**	**870.70**
Intangible Assets										
Software & Licenses	-	15.64	-	15.64	-	0.95	-	0.95	14.68	-
	-	**15.64**	**-**	**15.64**	**-**	**0.95**	**-**	**0.95**	**14.68**	**-**
Total	**1454.92**	**220.76**	**62.25**	**1613.44**	**584.23**	**170.59**	**35.47**	**719.35**	**894.09**	**870.70**
Figures of previous year	**1378.85**	**91.08**	**15.00**	**1454.92**	**467.78**	**128.15**	**11.70**	**584.23**	**870.70**	**911.07**

FY 2023-24

(Rs. Lakhs)

Details of Assets	Gross Block				Accumulated Depreciation				Net Block	
	As at 31-03-2023	Additions	Deductions	As at 31-03-2024	As at 31-03-2023	For the FY 2023-24	Deductions	As at 31-03-2024	As at 31-03-2024	As at 31-03-2023
Property, Plant & Equipment										
Land	133.41	-	-	133.41	-	-	-	-	133.41	133.41
Buildings	928.63	29.53	-	958.16	252.16	82.81	-	334.97	623.19	676.47
Plant & Machinery	48.36	-	-	48.36	21.85	6.09	-	27.94	20.42	26.50
Furniture & Fittings	57.71	3.34	-	61.05	42.33	5.19	-	47.53	13.52	15.38
Vehicles	126.11	43.00	15.00	154.11	79.41	22.57	11.70	90.27	63.84	46.70
Office equipment	45.78	9.55	-	55.33	38.85	4.84	-	43.69	11.64	6.92
Computers and data processing units	38.85	5.66	-	44.51	33.17	6.66	-	39.83	4.68	5.69
	1378.85	**91.08**	**15.00**	**1454.92**	**467.78**	**128.15**	**11.70**	**584.23**	**870.70**	**911.07**
Intangible Assets										
Software & Licenses	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-
Total	**1378.85**	**91.08**	**15.00**	**1454.92**	**467.78**	**128.15**	**11.70**	**584.23**	**870.70**	**911.07**
Figures of previous year	**1345.17**	**33.68**	**-**	**1378.85**	**317.78**	**149.99**	**-**	**467.78**	**911.07**	**1027.38**

FY 2022-23

(Rs. Lakhs)

Details of Assets	Gross Block				Accumulated Depreciation				Net Block	
	As at 31-03-2022	Additions	Deductions	As at 31-03-2023	As at 31-03-2022	For the FY 2022-23	Deductions	As at 31-03-2023	As at 31-03-2023	As at 31-03-2022
Property, Plant & Equipment										
Land	133.41	-	-	133.41	-	-	-	-	133.41	133.41
Buildings	908.06	20.57	-	928.63	159.48	92.68	-	252.16	676.47	748.58
Plant & Machinery	48.36	-	-	48.36	13.95	7.90	-	21.85	26.50	34.40
Furniture & Fittings	56.02	1.69	-	57.71	35.29	7.04	-	42.33	15.38	20.73
Vehicles	126.11	-	-	126.11	49.95	29.46	-	79.41	46.70	76.15
Office equipment	41.85	3.92	-	45.78	32.75	6.11	-	38.85	6.92	9.10
Computers and data processing units	31.36	7.49	-	38.85	26.36	6.81	-	33.17	5.69	5.00
	1345.17	**33.68**	**-**	**1378.85**	**317.78**	**149.99**	**-**	**467.78**	**911.07**	**1027.38**
Intangible Assets										
Software & Licenses	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-
Total	**1345.17**	**33.68**	**-**	**1378.85**	**317.78**	**149.99**	**-**	**467.78**	**911.07**	**1027.38**
Figures of previous year	**1230.81**	**172.85**	**58.50**	**1345.17**	**212.82**	**153.87**	**48.90**	**317.78**	**1027.38**	**1018.00**

Sub Annexure -A 9.1 Restated Statement showing Deferred Tax Calculation

Particulars	As at 30-09-2025		As at 31-03-2025		As at 31-03-2024		As at 31-03-2023	
	(Rs. Lakhs)		(Rs. Lakhs)		(Rs. Lakhs)		(Rs. Lakhs)	
Opening Deferred Tax Asset		**46.46**		**35.08**		**30.46**		**20.59**
Written down Value of assets as per Companies Act	965.57		894.09		870.70		911.07	
Less: Written down value of assets as per IT Act	1170.47		1078.68		1010.07		1032.09	
Timing difference	**(204.90)**		**(184.59)**		**(139.37)**		**(121.02)**	
Deferred Tax Asset for the year @ 25.168%		**51.57**		**46.46**		**35.08**		**30.46**
Deferred Tax Asset credited to Statement of Profit & Loss (A)		**5.11**		**11.38**		**4.62**		**9.87**
Opening Deferred Tax Asset		**0.21**		**1.06**		**0.07**		**-**
Gratuity Expense as per Books	28.74		32.33		9.67		34.49	
Less: Gratuity Expense as per Income Tax Act	-		35.69		5.74		34.22	
Timing difference	**28.74**		**(3.36)**		**3.92**		**0.28**	
Deferred Tax Asset (debited) / credited to Statement of Profit & Loss for the year @ 25.168% (B)		**7.23**		**(0.85)**		**0.99**		**0.07**
Deferred Tax Asset for the year		**7.44**		**0.21**		**1.06**		**0.07**
Net Deferred Tax Asset credited to Statement of Profit & Loss (A+B)		**12.34**		**10.53**		**5.61**		**9.94**

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ANNEXURE – A.10 : Restated Statement of Capital Work In Progress (Rs. Lakhs)

Particulars	As at 30-09-2025	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
Capital Work In Progress (refer Note.6 under Additional Disclosures)	55.67	10.84	1.85	-
Total	**55.67**	**10.84**	**1.85**	**-**

ANNEXURE – A.11 : Restated Statement of Deferred Tax Assets (Net) (Rs. Lakhs)

Particulars	As at 30-09-2025	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
Deferred Tax Asset	59.01	46.67	36.13	30.53
Deferred Tax (Liability)	-	-	-	-
Net Deferred Tax Asset / (Liability)	**59.01**	**46.67**	**36.13**	**30.53**

ANNEXURE – A.12 : Restated Statement of Long -Term Loans and Advances (Rs. Lakhs)

Particulars	As at 30-09-2025	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
Capital Advances (refer Note.10(j) under Additional Disclosures)	1294.11	326.55	78.39	-
Other loans and advances	-	-	-	-
Total	**1294.11**	**326.55**	**78.39**	**-**
The above amount includes:				
Secured, considered good	-	-	-	-
Unsecured, considered good	1294.11	326.55	78.39	-
Doubtful	-	-	-	-
Total	**1294.11**	**326.55**	**78.39**	**-**

ANNEXURE – A.13 : Restated Statement of Other Non-Current Assets (Rs. Lakhs)

Particulars	As at 30-09-2025	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
Security Deposits	5.86	5.86	5.50	3.50
Defined Benefit Plan Assets	-	-	-	-
Bank balances to the extent held as margin money or security against borrowings, guarantees with more than 12 months maturity (Refer Annexure - A.14)	23.14	92.95	118.59	97.59
Total	**29.00**	**98.81**	**124.09**	**101.09**
The above amount includes:				
Secured, considered good	-	-	-	-
Unsecured, considered good	29.00	98.81	124.09	101.09
Doubtful	-	-	-	-
Total	**29.00**	**98.81**	**124.09**	**101.09**

ANNEXURE – A.14 : Restated Statement of Inventories (Rs. Lakhs)

Particulars	As at 30-09-2025	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
Raw materials (including stores and spares)	956.16	268.64	39.04	11.22
Work-in-progress	674.72	792.77	223.05	760.13
Total	**1630.87**	**1061.41**	**262.09**	**771.36**

ANNEXURE – A.15 : Restated Statement of Trade Receivables (Rs. Lakhs)

Particulars	As at 30-09-2025	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
From Others (Unsecured, considered good)	1963.54	4366.77	1960.93	1535.02
Total	**1963.54**	**4366.77**	**1960.93**	**1535.02**

SUB -ANNEXURE – A.15.1 Ageing of Restated Statement of Trade Receivables

As at 30-09-2025 (Rs. Lakhs)

Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payment					
			<6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables -considered good	-	-	1030.55	749.39	183.60	-	-	1963.54
(i) Undisputed Trade receivables -considered doubtful	-	-	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-	-	-
TOTAL	**-**	**-**	**1030.55**	**749.39**	**183.60**	**-**	**-**	**1963.54**

As at 31-03-2025 (Rs. Lakhs)

Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payment					
			<6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables -considered good	-	-	3487.67	879.10	-	-	-	4366.77
(i) Undisputed Trade receivables -considered doubtful	-	-	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-	-	-
TOTAL	**-**	**-**	**3487.67**	**879.10**	**-**	**-**	**-**	**4366.77**

As at 31-03-2024 (Rs. Lakhs)

Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payment					
			<6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables -considered good	-	-	1954.43	5.52	0.98	-	-	1960.93
(i) Undisputed Trade receivables -considered doubtful	-	-	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-	-	-
TOTAL	**-**	**-**	**1954.43**	**5.52**	**0.98**	**-**	**-**	**1960.93**

As at 31-03-2023 (Rs. Lakhs)

Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payment					
			<6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables -considered good	-	-	1526.09	0.94	7.99	-	-	1535.02
(i) Undisputed Trade receivables -considered doubtful	-	-	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-	-	-
TOTAL	**-**	**-**	**1526.09**	**0.94**	**7.99**	**-**	**-**	**1535.02**

ANNEXURE – A.16 : Restated Statement Of Cash and Bank Balances (Rs. Lakhs)

Particulars	As at 30-09-2025	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
(A) Cash and cash equivalents				
Balances with banks				
In current accounts	11.75	0.29	1.49	0.35
Cash on hand	0.38	0.66	0.52	0.18
Total (A)	**12.12**	**0.95**	**2.00**	**0.52**
(B) Other bank balances				
Balances with banks to the extent held as margin money or security against the borrowings, guarantees	161.13	217.53	134.56	153.62
Total (B)	**161.13**	**217.53**	**134.56**	**153.62**
Less: Bank balances to the extent held as margin money or security against borrowings, guarantees with more than 12 months maturity (classified under Other Non Current Assets - Annexure A.11)	23.14	92.95	118.59	97.59
Total (C)	**23.14**	**92.95**	**118.59**	**97.59**
Total (D) = (A)+(B)-(C)	**150.12**	**125.52**	**17.98**	**56.56**

ANNEXURE – A.17 : Restated Statement Of Short term Loans and Advances (Rs. Lakhs)

Particulars	As at 30-09-2025	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
Advances to related parties	7.29	0.30	0.80	0.22
Advances to Employees	17.47	17.51	5.48	4.32
Advances to Vendors	93.06	19.68	57.09	25.63
Total	**117.81**	**37.49**	**63.37**	**30.17**
The above amount includes:				
Secured, considered good	-	-	-	-
Unsecured, considered good	117.81	37.49	63.37	30.17
Doubtful	-	-	-	-
Total	**117.81**	**37.49**	**63.37**	**30.17**

ANNEXURE – A.18 : Restated Statement Of Other Current Assets (Rs. Lakhs)

Particulars	As at 30-09-2025	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
Balances with Revenue Authorities:				
Balances with Income tax Authorities (Advance Tax and TDS &TCS)	55.68	234.64	45.77	70.89
Balance with GST Authorities (ITC & TDS)	45.16	0.99	71.96	28.75
Prepaid Expenses	26.79	22.51	22.17	13.78
IPO Expenses	57.13	31.07	-	-
Earnest Money Deposit and Other receivables	2.10	-	-	-
Total	**186.86**	**289.21**	**139.90**	**113.42**

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Annexure B.1 : Restated Statement of Revenue from operations **(Rs. Lakhs)**

Particulars	For the period ending 30-09-2025	For the year ending 31-03-2025	For the year ending 31-03-2024	For the year ending 31-03-2023
Sales of products	1695.21	7084.54	4948.69	5408.98
Sale of services	122.52	121.44	207.24	166.07
Other operating revenues	-	-	-	21.17
Total	**1817.73**	**7205.98**	**5155.93**	**5596.23**

Annexure B.2 : Restated Statement of Other Income **(Rs. Lakhs)**

Particulars	For the period ending 30-09-2025	For the year ending 31-03-2025	For the year ending 31-03-2024	For the year ending 31-03-2023
Interest Income on Fixed Deposits	5.34	12.75	8.70	7.42
Profit on sale of Property, Plant and Equipment	-	0.13	3.10	-
Profit on Exchange Rates fluctuation	0.06	0.47	3.57	7.91
Rental Income	0.72	-	-	-
Miscellaneous Income	4.21	-	-	-
Total	**10.33**	**13.35**	**15.37**	**15.33**

Annexure B.3 : Restated Statement of Cost of Materials Consumed **(Rs. Lakhs)**

Particulars	For the period ending 30-09-2025	For the year ending 31-03-2025	For the year ending 31-03-2024	For the year ending 31-03-2023
Raw Material				
Opening stock	268.64	39.04	11.22	-
Add :- Purchase during the year	1313.22	5276.23	3015.22	3928.29
Add :- Customs Duty	2.76	22.46	14.51	63.42
Add :- Freight Inward and Clearing	3.14	22.33	5.44	17.58
	1587.76	5360.05	3046.39	4009.29
Less :- Closing stock	956.16	268.64	39.04	11.22
Total	**631.61**	**5091.41**	**3007.35**	**3998.07**

Annexure B.4 : Restated Statement of Changes in inventories of finished goods, Work in Progress and stock-in-trade **(Rs. Lakhs)**

Particulars	For the period ending 30-09-2025	For the year ending 31-03-2025	For the year ending 31-03-2024	For the year ending 31-03-2023
Change in inventories of finished goods				
Opening stock	-	-	-	-
Closing stock	-	-	-	-
Sub total (a)	**-**	**-**	**-**	**-**
Changes in inventories of work-in-progress				
Opening stock	792.77	223.05	760.13	875.69
Closing stock	674.72	792.77	223.05	760.13
Sub total (b)	**118.05**	**(569.71)**	**537.08**	**115.56**
Changes in inventories of stock-in-trade				
Opening stock	-	-	-	-
Closing stock	-	-	-	-
Sub total (c)	**-**	**-**	**-**	**-**
Total	**118.05**	**(569.71)**	**537.08**	**115.56**

Annexure B.5 : Restated Statement of Employee Benefit Expenses **(Rs. Lakhs)**

Particulars	For the period ending 30-09-2025	For the year ending 31-03-2025	For the year ending 31-03-2024	For the year ending 31-03-2023
Salaries and wages	439.19	767.30	556.27	470.28
Contribution to provident and other funds	37.37	53.80	28.65	51.79
Staff welfare expenses	7.78	14.09	30.85	12.86
Total	**484.33**	**835.19**	**615.77**	**534.93**

Annexure B.6 : Restated Statement of Finance Costs **(Rs. Lakhs)**

Particulars	For the period ending 30-09-2025	For the year ending 31-03-2025	For the year ending 31-03-2024	For the year ending 31-03-2023
Interest expense on Borrowings	68.45	106.44	111.50	96.07
Bank Charges	21.13	14.69	7.64	13.70
Letter of Credit & Bank Guarantee issue Charges	8.69	25.04	10.52	12.40
Interest on Income Tax	1.45	5.90	3.13	2.41
Total	**99.72**	**152.07**	**132.79**	**124.58**
Less: Finance costs capitalised *(refer Note-6 under Additional Disclosures)*	31.44	8.98	1.85	-
Net Finance cost	**68.28**	**143.09**	**130.94**	**124.58**

Annexure B.7 : Restated Statement of Depreciation and Amortisation Expenses **(Rs. Lakhs)**

Particulars	For the period ending 30-09-2025	For the year ending 31-03-2025	For the year ending 31-03-2024	For the year ending 31-03-2023
Depreciation Expense	88.00	169.64	128.15	149.99
Amortisation Expense	2.46	0.95	-	-
Total	**90.46**	**170.59**	**128.15**	**149.99**

Annexure B.8 : Restated Statement of Other Expenses (Rs. Lakhs)

Particulars	For the period ending 30-09-2025	For the year ending 31-03-2025	For the year ending 31-03-2024	For the year ending 31-03-2023
Auditors Remuneration	1.00	2.00	1.50	1.00
Direct Expenses				
Power and Fuel	8.06	13.72	12.71	15.92
Project Maintenance	3.04	2.00	2.94	0.14
Labour Charges	6.48	10.50	6.90	6.08
Administration & Other Expenses				
Printing & stationery	1.82	8.00	7.98	4.91
Telephone and Internet expenses	1.20	2.61	1.22	1.80
Professional and Consultancy Charges				
To Directors	34.95	96.00	94.20	29.60
To Others	41.11	25.77	8.08	15.32
Office Maintenance	10.66	22.85	29.63	23.00
Repairs and Maintenance				
To Building	0.67	13.22	6.16	0.55
To Machinery & Equipment	2.91	10.16	3.61	8.66
Rent	7.27	14.48	11.45	9.07
Rates and Taxes, excluding Taxes on Income	0.13	5.42	28.15	19.55
Insurance	2.35	4.36	2.93	4.47
Other Administrative Expenses	9.95	5.12	3.50	3.87
Liquidated Damages	-	10.65	5.65	12.39
Conveyance	16.33	26.55	31.63	24.50
Tender Fees	8.92	14.47	12.08	6.15
Travelling Expenses	56.17	101.80	60.37	61.95
Hiring expenses	1.36	2.78	1.85	3.16
Miscellaneous Expenses	0.05	45.48	1.35	0.01
Selling & Distribution Expenses				
Advertisement	1.25	20.06	24.09	8.48
Freight Outward	2.41	5.12	0.70	2.42
Packing & Selling Expenditure	0.13	0.41	1.25	0.22
Sales Commission	-	-	70.02	128.28
Total	**218.22**	**463.49**	**429.98**	**391.51**

Annexure B.9 : Restated Statement of Earning Per Share (Rs. Lakhs except units)

Particulars	For the period ending 30-09-2025	For the year ending 31-03-2025	For the year ending 31-03-2024	For the year ending 31-03-2023
Net profit after tax for the period	161.26	811.35	239.96	217.51
Less: Preference Dividend provided for Non-cumulative Preference shares & attributable tax thereon	-	-	-	-
Less: Preference Dividend Cumulative Preference shares & attributable tax thereon	-	-	-	-
Net Profit attributable to the Equity Shareholders (A)	**161.26**	**811.35**	**239.96**	**217.51**
Add: Dividends recognised during the period in respect of dilutive potential equity shares & adjustment related to attributable tax thereon	-	-	-	-
Add: Interest recognised during the period in respect of dilutive potential equity shares & adjustment related to attributable tax thereon	-	-	-	-
Add: After tax adjustment of any other change in expense or income as a result of conversion of dilutive potential equity shares	-	-	-	-
Adjusted Net Profit attributable to the Equity Shareholders after Dilution (B)	**161.26**	**811.35**	**239.96**	**217.51**
Weighted average number of equity shares held throughout the period (C)				
(No. of shares for all the years are adjusted for Bonus issue made in FY 2024-25 & Share-split made post balance sheet date before approving of restated financial statements by the Board)	**2,22,52,630**	**2,08,64,485**	**2,00,00,000**	**2,00,00,000**
Add: Weighted Average number of equity shares to be issued on the conversion of all dilutive potential equity shares into equity shares	-	-	-	-
Weighted average number of equity shares held throughout the period for calculation of Diluted EPS (D)	**2,22,52,630**	**2,08,64,485**	**2,00,00,000**	**2,00,00,000**
Earning per share in Rs. (face value of Rs.2/- each fully paid) *(Refer Note No.A.1.5.(11))*				
Basic *(A/C)*	0.72	3.89	1.20	1.09
Diluted *(B/D)*	0.72	3.89	1.20	1.09

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Additional disclosures to be made as per Schedule III of the Companies Act,2013

1. Auditors Remuneration: **(Rs. Lakhs)**

Particulars	For the period ending 30-09-2025	For the year ending 31-03-2025	For the year ending 31-03-2024	For the year ending 31-03-2023
For Statutory Audit	1.00	1.40	1.00	1.00
For Tax Audit	-	0.60	0.50	0.50
Total	**1.00**	**2.00**	**1.50**	**1.50**

2. Prior Period Items:

Prior period items are income or expenses which arise in the current period as a result of errors or omissions in the preparation of the Financial Statements of one or more prior periods. The company does not have any prior period items for the reporting period for which Financial Statements have been restated including the period ending 30.09.2025

3. Additional Information to be disclosed under broad heads for inventories; revenue from operations and foreign exchange:

a. Raw Material Consumption **(Rs. Lakhs)**

Particulars	For the period ending 30-09-2025	For the year ending 31-03-2025	For the year ending 31-03-2024	For the year ending 31-03-2023
Vector Signal Transceivers	-	644.59	411.86	231.12
High End Oscilloscope	116.08	547.05	84.35	-
Mil grade Controllers	42.87	189.83	109.21	105.83
PXI Express Chassis	49.66	165.03	77.37	33.21
FPGA processor	-	161.85	52.84	-
Programmable power supplies	250.29	108.16	-	81.88
Strain Measurement Module	-	66.00	60.51	97.64
Voltage Measurement	22.78	63.70	74.56	-
High voltage power supplies	-	53.54	34.70	168.00
Others	149.93	3091.67	2101.96	3280.39
Total	**631.61**	**5091.41**	**3007.35**	**3998.07**

b. Work In Progress **(Rs. Lakhs)**

Particulars	As at 30-09-2025	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
Data Acquisition Systems	23.85	-	-	-
Automated Test Equipment	427.36	365.43	223.05	760.13
Check out Systems	192.00	427.34	-	-
Measurement Equipment	31.50	-	-	-
Total	**674.72**	**792.77**	**223.05**	**760.13**

c. Revenue from Sale of Products **(Rs. Lakhs)**

Particulars	For the period ending 30-09-2025	For the year ending 31-03-2025	For the year ending 31-03-2024	For the year ending 31-03-2023
Data Acquisition Systems	40.23	697.97	818.49	1889.27
Automated Test Equipment	387.52	1629.96	2809.26	2574.84
Check out Systems	628.00	3208.40	1058.26	561.78
Measurement Equipment	639.47	1548.20	262.68	383.08
Total	**1695.21**	**7084.54**	**4948.69**	**5408.98**

d. Revenue from rendering Services **(Rs. Lakhs)**

Particulars	For the period ending 30-09-2025	For the year ending 31-03-2025	For the year ending 31-03-2024	For the year ending 31-03-2023
Software Development	46.18	37.47	36.75	60.02
AMC's	75.34	80.27	87.11	76.51
Others	1.00	3.70	83.39	29.55
Total	**122.52**	**121.44**	**207.24**	**166.07**

e. Consumption of Imported & Indigenous Materials

Particulars	For the period ending 30-09-2025		For the year ending 31-03-2025		For the year ending 31-03-2024		For the year ending 31-03-2023	
	Rs. Lakhs	Percentage %	Rs. Lakhs	Percentage %	Rs. Lakhs	Percentage %	Rs. Lakhs	Percentage %
Imported								
Raw Materials	17.06	2.70%	316.48	6.22%	159.56	5.31%	728.11	18.21%
Stores & Spares	-	0.00%	4.79	0.09%	-	0.00%	9.72	0.24%
Components	-	0.00%	-	0.00%	-	0.00%	-	0.00%
TOTAL (A)	**17.06**	**2.70%**	**321.27**	**6.31%**	**159.56**	**5.31%**	**737.83**	**18.45%**
Indigenous								
Raw Materials	597.87	94.66%	4759.01	93.47%	2,833.83	94.23%	3219.53	80.53%
Stores & Spares	16.68	2.64%	11.13	0.22%	13.96	0.46%	40.71	1.02%
Components	-	0.00%	-	0.00%	-	0.00%	-	0.00%
TOTAL (B)	**614.55**	**97.30%**	**4770.14**	**93.69%**	**2847.79**	**94.69%**	**3260.24**	**81.55%**
Total Consumption (C) = (A) + (B)	**631.61**	**100.00%**	**5091.41**	**100.00%**	**3007.35**	**100.00%**	**3998.07**	**100.00%**

f. Value of Imports calculated on CIF (Cost, Insurance and Freight) basis **(Rs. Lakhs)**

Particulars	For the period ending 30-09-2025	For the year ending 31-03-2025	For the year ending 31-03-2024	For the year ending 31-03-2023
Raw Materials	20.65	310.71	156.72	737.83
Capital Goods	-	4.80	-	-
Total	**20.65**	**315.51**	**156.72**	**737.83**

g. Expenditure in Foreign Currency **(Rs. Lakhs)**

Particulars	For the period ending 30-09-2025	For the year ending 31-03-2025	For the year ending 31-03-2024	For the year ending 31-03-2023
Royalty	-	-	-	-
Know-how	-	-	-	-
Professional and Consultation fees	-	-	-	-
Interest	-	-	-	-
Other matters	-	-	-	-
Total	**-**	**-**	**-**	**-**

h. Earnings in Foreign Exchange **(Rs. Lakhs)**

Particulars	For the period ending 30-09-2025	For the year ending 31-03-2025	For the year ending 31-03-2024	For the year ending 31-03-2023
Export of goods calculated on FOB Basis	-	-	-	-
Royalty, Knowhow, Professional & Consultation fee	-	-	-	-
Interest and Dividend	-	-	-	-
Other Income	1.79	-	-	21.17
Total	**1.79**	**-**	**-**	**21.17**

4. Disclosure under AS-4 Contingencies and Events occurring after the Balance sheet date:

The company does not have any contingencies or events occurred after the balance sheet as on 30.09.2025 which require material adjustment for the figures as reported for the period ending 30.09.2025 / as at 30.09.2025.

5. Disclosure under AS-15 Employee Benefits: (Post-employment benefit plans:)

(a) Defined contribution plan:

The following amounts are recognised as an expense in Restated Statement of profit and loss on account of provident fund and other funds. There are no other obligations other than the contribution payable to the respective authorities:

(Rs. Lakhs)

Particulars	For the period ending 30-09-2025	For the year ending 31-03-2025	For the year ending 31-03-2024	For the year ending 31-03-2023
Employer Contribution to provident fund recognised as expense in the Restated Statement of Profit and Loss	11.45	20.34	17.93	15.47
Employer Contribution to Employees State Insurance recognised as expense in the Restated Statement of Profit and Loss	0.17	0.49	0.71	1.57
Total	**11.62**	**20.83**	**18.64**	**17.04**

(b) Defined Benefit Plan

The Company has a defined benefit gratuity plan. The company identifies all of its permanent employees who are aged not less than 18 years and not more than 58 years as eligible employees for the payment of gratuity and has obliged to pay the gratuity benefit, upon termination, retirement or death of any such eligible employee, as per the applicable provisions of the Payment of Gratuity Act, 1972 and rules made thereunder amended from time to time. The scheme is funded with Life Insurance of India under the "Group Gratuity Scheme".

The following table's summaries the components of net benefit expense recognised in the Statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plan:

Assumptions:

Particulars	For the period ending 30-09-2025	For the year ending 31-03-2025	For the year ending 31-03-2024	For the year ending 31-03-2023
Discount rate	7.37% p.a.	7.06% p.a.	7.22% p.a.	7.53% p.a.
Expected Rate of salary increase	9% p.a.	9% p.a.	9.50% p.a.	9.50% p.a.
Attrition Rate	5%	5%	5%	5%
Mortality Rate	As per Indian Assured Lives Mortality (2012-14) Ultimate	As per Indian Assured Lives Mortality (2012-14) Ultimate	As per Indian Assured Lives Mortality (2012-14) Ultimate	As per Indian Assured Lives Mortality (2012-14) Ultimate
Retirement Age	58 years	58 years	58 years	58 years

Changes in Defined Benefit Obligations & Plan Assets: **(Rs. Lakhs)**

Particulars	For the period ending 30-09-2025	For the year ending 31-03-2025	For the year ending 31-03-2024	For the year ending 31-03-2023
Change in Defined Benefit Obligations				
Present Value of Obligation at the beginning of the Financial year	99.62	72.22	58.80	43.37
Current service cost	10.45	15.09	11.74	36.69
Interest Cost	3.52	4.88	4.43	-
Past service cost	-	-	-	-
Benefits paid	-	(9.26)	-	(21.26)
Actuarial Losses/(Gain)	11.78	16.69	(2.75)	-
Present Value of Obligation at the year end	**125.37**	**99.62**	**72.22**	**58.80**
Change in Plan assets				
Opening Fair value of Plan assets	98.79	68.02	58.52	43.37
Expected return on plan assets	3.49	5.87	4.62	2.20
Actuarial gain/ (loss)	(3.49)	(1.53)	(0.87)	-
Assets distributed on settlements	-	-	-	-
Contributions by Employer	-	35.69	5.74	34.22

Exchange Difference on Foreign Plans	-	-	-	-
Benefits Paid	-	(9.26)	-	(21.26)
Closing Fair value of Plan assets	**98.79**	**98.79**	**68.02**	**58.52**

Funded Status - Net Asset / (Liability): **(Rs. Lakhs)**

Particulars	For the period ending 30-09-2025	For the year ending 31-03-2025	For the year ending 31-03-2024	For the year ending 31-03-2023
Defined Benefit Plan Asset	-	-	-	-
Defined Benefit Plan Liability:				
Non - Current	(19.22)	-	-	-
Current	(7.36)	(0.84)	(4.20)	(0.28)
Total	**(26.59)**	**(0.84)**	**(4.20)**	**(0.28)**

Net Expense recognised in Statement of Profit & Loss: **(Rs. Lakhs)**

Particulars	For the period ending 30-09-2025	For the year ending 31-03-2025	For the year ending 31-03-2024	For the year ending 31-03-2023
Current service cost	10.45	15.09	11.74	36.69
Add: Interest Cost	3.52	4.88	4.43	-
Add: Past service cost	-	-	-	-
Add: Gratuity insurance premium	-	-	-	-
Add: Short provision of prior period	-	-	-	-
Add: Actuarial Loss / (Gain)	15.27	18.22	(1.88)	-
Less: Return on Plan Assets	3.49	5.87	4.62	2.20
Total	**25.75**	**32.33**	**9.67**	**34.49**

Note:

The Company ordinarily relies on actuarial valuation issued by the LIC of India under the Group Gratuity Scheme with whom the company is maintaining the Gratuity fund. For the purpose of the Restated Financial Statements prepared in accordance with SEBI (ICDR) Regulations, and owing to the non-availability of LIC's actuarial valuation for the stub period ended 30 September 2025, the Company obtained an independent actuarial valuation for the said period. To ensure uniform actuarial valuation and consistency across all reporting periods, the Company also obtained independent actuarial valuations for the preceding three comparative financial years. The resulting adjustments, where applicable, have been duly incorporated in the Restated Financial Statements in accordance with AS-15.

6. Disclosure under AS-16 Borrowing Costs:

1 Borrowing costs, to the extent of Rs.1.86lakhs incurred during the FY 2023-24; to the extent of Rs.8.98lakhs incurred during the FY 2024-25; to the extent of Rs.7.26lakhs incurred during the FY 2025-26 (till 30.09.2025) on the specific borrowings made by the company towards the purchase of residential flat (NSL property), which has met the criteria of "Qualifying Asset", are capitalised as per the provisions of "AS-16 Borrowing Costs" and included under the head "Capital Work In Progress".

2 Borrowing costs to the extent of Rs.24.18lakhs incurred during the FY 2025-26 (till 30.09.2025) on the specific borrowings made by the company towards the construction of new factory which has met the criteria of "Qualifying Asset" are capitalised as per the provisions of "AS-16 Borrowing Costs" and included under the head "Capital Work In Progress".

7. Disclosure under AS-18 Related Party Disclosures:

List of Related Parties and Nature of Relationship:

i) Key Managerial Personnel

Name of the Related Party	Nature of Relationship
Madhusudhan Varma Jetty	Managing Director
Radhika Varma Jetty	Director
Shashank Varma Jetty	Director
Hitesh Varma Jetty	Director w.e.f. 20.01.2025
Kameswara Rao Vempati	Company Secretary w.e.f. 18.02.2025
Sri Harsha Vadakattu	Chief Financial Officer w.e.f. 26.03.2025
Balasubramanyam Danturti	Independent Director w.e.f 25.07.2025
Sesha Rama Srinivasa Sastry Pullela	Independent Director w.e.f 25.07.2025
Madadi Ugender Reddy	Independent Director w.e.f 25.07.2025

ii) Transactions carried out with related parties referred to in (i) above, during the year in ordinary course of business: **(Rs. Lakhs)**

Particulars	For the period ending 30-09-2025	For the year ending 31-03-2025	For the year ending 31-03-2024	For the year ending 31-03-2023
A. Madhusudhan Varma Jetty				
a. Professional & Consultancy Charges	32.00	96.00	94.20	29.60
b. Salary	23.99	-	-	52.67
c. Gratuity	-	-	-	32.87
d. Sales Commission	-	-	44.62	84.17
e. Reimbursement of Expenses	3.48	13.86	7.41	4.24
f. Interest costs	-	3.92	3.73	2.28
g. Loan received during the period	-	-	80.00	80.00
h. Loan repaid during the period	-	80.00	80.00	-
i. Advance payment of Professional & Consultancy Charges made		1.50	-	-
j. Advance Professional & Consultancy Charges recovered	-	1.50	-	-
k. Salary Advance given	0.50	-	-	-
B. Radhika Varma Jetty				
a. Salary	18.15	30.48	24.39	15.58
b. Rent	-	1.94	4.67	4.67
c. Salary advance given	0.50	0.50	-	-
d. Salary advance recovered	-	0.50	-	-
C. Shashank Varma Jetty				
a. Salary and Bonus	32.72	129.91	47.73	25.70
b. Sales Commission	-	-	25.40	27.55
c. Reimbursement of Expenses	5.00	-	2.17	1.87
d. Salary Advance given	3.45	-	4.00	1.10
e. Salary Advance recovered	-	0.50	3.42	0.88
D. Hitesh Varma Jetty				
a. Salary and Bonus	21.37	26.91	18.79	6.84
b. Reimbursement of Expenses	0.15	-	-	-
c. Salary Advance given	3.45	-	-	-

E. Kameswara Rao Vempati				
a. Salary	6.32	1.29	-	-
F. Sri Harsha Vadakattu				
a. Salary	18.28	-	-	-
G. Balasubramanyam Danturti				
a. Sitting Fees	1.10	-	-	-
H. Sesha Rama Srinivasa Sastry Pullela				
a. Sitting Fees	0.85	-	-	-
I. Madadi Ugender Reddy				
a. Sitting Fees	1.00	-	-	-

iii) Net Balance outstanding payable to the related parties at the end of the year: **(Rs. Lakhs)**

Name of the Related Party	As at 30-09-2025	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
A. Madhusudhan Varma Jetty	0.79	(6.94)	(80.00)	(81.65)
B. Radhika Varma Jetty	0.50	(1.72)	-	(1.00)
C. Shashank Varma Jetty	2.69	(10.87)	(4.45)	(5.91)
D. Hitesh Varma Jetty	3.30	(2.00)	-	(0.59)
E. Kameswara Rao Vempati	-	(1.01)	-	-

8. Contingent Liabilities and Commitments (to the extent not provided for): **(Rs. Lakhs)**

Particulars	For the period ending 30-09-2025	For the year ending 31-03-2025	For the year ending 31-03-2024	For the year ending 31-03-2023
A. Contingent Liabilities				
a. Claims against the company not acknowledged as Debt	-	-	-	-
b. Guarantees	-	-	-	-
c. Any other money for which company is contingently liable	-	-	-	-
B. Commitments				
a. Estimated amount of contracts remaining to be executed on capital account and not provided for *(Refer Notes below)*	78.56	948.33	182.90	-
b. Uncalled liability on shares and other investments partly paid	-	-	-	-
c. Any other commitment			-	-

Notes on Commitments:

1. The company has entered into an agreement of sale with "M/s. NSL SEZ (Hyderabad) Pvt. Ltd." on 17.01.2024 to purchase a residential housing property No.A-3206, in Tower-A of "NSL East Luxoria" situated at Plot No.6, Sy. No.1(Part), situated at IDA, Uppal, Medchal-Malkajgiri District of Telangana for a total sale consideration of Rs.261.29 lakhs/- (including GST) against which, the company has paid advances to the seller to the extent of Rs.78.39 lakhs during the FY 2023-24, to the extent of Rs.84.93 lakhs during the FY 2024-25 and to the extent of Rs. 19.41 lakhs during FY 2025-26 till 30.09.25..

2. The Company paid an Earnest Money Deposit of Rs.150.06 lakhs to Telangana State Industrial Investment Corporation (TSIIC) on 07.03.2025 towards allotment of land. The Provisional allotment has been made vide letter dated 24.04.2025 from TSIIC for a total consideration of Rs.1000.42 lakhs/-. Balance consideration of Rs.850.36 lakhs has been made by the company on 19.06.2025. As the event occurred after the balance sheet date but before approval of the restated financial statements, and requires adjustment as per AS-4, the deposit has been classified under "Capital Advances" under "Other Non-Current Assets". Considering the same, the balance consideration of Rs.850.36 lakhs has been disclosed under Capital commitments section for the FY 2024-25.

9. Additional Regulatory Information:

i) Title deeds of Immovable Property not held in name of the Company:

The company does not have any such immovable properties included in the Property, Plant and Equipment whose title deeds / lease deeds are not held in the name of the company

ii) Revaluation of Property, Plant & Equipment and Intangible Assets

The company has not revalued any of its Property, Plant & Equipment and Intangible Assets during the reporting periods. The disclosure as to whether the revaluation is based on the valuation by a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable

iii) Loans or Advances in the nature of loans granted to promoters, directors, KMPs and the related parties

The company has not granted any loans or advances in the nature of loans to promoters, directors, KMPs and any other related parties as defined in the Companies Act, 2013 either severally or jointly with any other person that are either repayable on demand or without specifying any terms or period of repayment during the reporting periods.

iv) Capital - Work - In Progress (CWIP)

There are two projects under the head of "Capital - Work - In Progress" as on 30.09.2025 with respect to the ongoing construction of New Factory setup and the ongoing construction of the Company's Guesthouse and the disclosures relating to the ageing schedule of the same are as mentioned hereunder:

(Rs. Lakhs)

Amount of Capital Work-in-Progress for a period of					Total
CWIP	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress	50.26	5.41		-	55.67
Projects temporarily suspended	-	-	-	-	-

There are no other projects under the "Capital work in progress" whose completion is overdue or has exceeded its cost compared to its original plan as on 30.09.2025.

v) Intangible Assets Under Development (ITAUD)

The company does not have any Intangible Assets under development during the reporting periods and hence the disclosure relating to the ageing schedule of the intangible assets under development is not applicable

vi) Details of Benami Property held

The company does not hold any benami property under the Benami Transaction (prohibition) act, 1988 and the rules there made under. Hence any proceeding has not been initiated or pending against the company for holding any benami property under the Benami Transaction (prohibition) act, 1988 and rules made there under.

vii) Disclosure with respect to borrowings from banks/financial institutions based on security of current assets:

The Company has borrowings from banks for more than Rs.500lakhs on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Company with banks are generally in agreement with the books of accounts except as mentioned hereunder.

(Rs. Lakhs)

Particulars of the Securities provided	Quarter	Name of the Bank	Amount as per Books of Accounts	Amount as reported in Quarterly Statement	Amount of difference	Reason for Material discrepancies
Raw Materials; Stores & Spares and Work-in-Process	Mar-25	Axis Bank	1061.41	905.88	155.53	Certain raw material purchases were not included in the stock statement submitted to the bank due to pending receipt of purchase invoices. Additionally, some raw materials were reported as Work-in-Process in the bank statement, though they remained unconsumed as on 31.03.2025.
Raw Materials; Stores & Spares and Work-in-Process	Mar-24	Axis Bank	262.09	440.00	(177.91)	There was an inadvertent error in valuation for Mar 24 stock statement, which was identified by the auditors during the course of audit and the correct valuation was considered while finalising the financial statements

viii) Wilful Defaulter

The company has not been declared as wilful defaulter by any bank or financial institution or Government or Government Authority during the reporting periods.

ix) Relationship with struck off companies

The company does not have any relationship with the struck off companies during any of the reporting periods

x) Registration of charges or satisfaction with Registrar of Companies

The company does not have any charges or satisfaction, which is yet to be registered with ROC beyond the statutory period.

xi) Compliance with number of layers of companies

The Company does not have any subsidiaries therefore disclosure of compliance with number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable.

xii) Compliance with approved Scheme(s) of Arrangements

The Company has not made any arrangements in terms of section 230 to 237 of Companies Act 2013, and hence there is no deviation to be disclosed.

xiii) Utilisation of Borrowed funds and share premium:

During the reporting periods, the Company has not advanced or loaned or invested funds to any other person or entity, including foreign entities (Intermediaries) with the understanding that the Intermediary shall :

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

During the reporting periods, the Company has not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding that the Company shall:

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(ii) provide any guarantee, security, or the like on behalf of the ultimate beneficiaries

10. Other Additional Disclosures:

a. There are no amounts set aside and/or proposed to be set aside or withdrawn from/to reserves out of the profits other than provisions made to meet any specific liability by the company for the period for which Financial Statements have been restated including the period ending 30.09.2025

b. The company has no subsidiary companies during the periods /as at the end of the periods covered in the restated financial statements. Hence, the disclosure relating to the dividend received and provision made towards the losses of subsidiary companies is not applicable

c. As on 30.09.2025, the company is in the process of identifying the activities to be undertaken to meet the spending obligation of expenditure relating to the Corporate Social Responsibility under Section 135 of the Companies Act, 2013 on or before 31.03.2026 as required under the Act. Detailed disclosures with respect to the same are as follows:

(Rs. Lakhs)

Particulars	Paid in cash	Yet to be paid in cash	Total
(i) Construction / Acquisition of any asset	-	-	-
(ii) On Purposes other than (i) above	-	11.50	11.50

d. The company does not have any transactions that are omitted to be recorded in the books of accounts and have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 and also does not have any previously unrecorded income and related assets during the period for which Financial Statements have been restated including the period ending 30.09.2025.

e. The company has neither traded nor invested in Crypto Currency or Virtual Currency during the years for which Financial Statements have been restated including the year ending 30.09.2025

f. The company does not have any non-resident shareholders during the period for which the Financial Statements have been restated including the year ending 30.09.2025. Hence, disclosure regarding remittance in foreign currencies on account of dividends is not applicable

g. The financial statements, including other financial information, have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years

h. Amounts due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, have been reported to the extent of information memorandum received from the suppliers

i. During the FY 2024-25, the Company incurred a loss of Rs.45.17 lakhs due to a cyber fraud involving a spoofed email impersonating a regular vendor. The matter has been reported to the cyber-crime authorities and is under investigation. The Company has implemented additional control measures to strengthen vendor communication and payment processes.

j. The company has been allotted the land from the Telangana State Industrial Investment Corporation (TSIIC) vide its allotment letter dated 01.08.2025 on conditional basis that the company should be able to generate the invoicing from the factory established on the allotted land within two years from the date of allotment. The company had entered into an Agreement of Sale with the TSIIC on 03.09.2025 with respect to the allotment and has obtained the posession of the land and has commenced the construction activity as on 30.09.2025. The transfer of legal ownership by way of executing registered sale deed in the favour of the company would be made after the aforesaid condition has been satisfied by the company. Considering the posession has been obtained but the legal ownership is not yet transferred to the company, the consideration paid to the TSIIC towards the allotment of land has been classified under “Capital Advances” under “Other Non-Current Assets”.

ANNEXURE-E : MATERIAL ADJUSTMENT TO THE RESTATED FINANCIAL STATEMENTS

I. Material Re-Grouping:

Appropriate adjustments have been made in the RESTATED FINANCIAL Statements of Assets and Liabilities, Profit and Losses and Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities in order to bring them in line with the regroupings as per the Audited Financial Statements of the company and the requirements of SEBI Regulations and Requirements of Division-I of Schedule-III.

II. Material Adjustments:

The Summary of results of restatement made in the Restated Financial Statements for the respective years and its impact on the profit of the Company is as follows:

Reconciliation of Net Profit After Tax **(Rs. Lakhs)**

Particulars	For the period ending 30-09-2025	For the year ending 31-03-2025	For the year ending 31-03-2024	For the year ending 31-03-2023
Net Profits After Tax as per audited financial statements (A)	**190.10**	**779.34**	**242.71**	**217.93**
Add / (Less): Adjustments on account of -				
Insurance expenditure in audited financial statements	-	-	5.57	7.00
Insurance expenditure in restated financial statements *(Refer Note-1)*	-	-	(6.12)	(6.97)
Interest expense on borrowings in audited financial statements	-	-	110.82	95.82
Interest expense on borrowings in restated financial statements *(Refer Note-2)*	-	-	(111.50)	(96.07)
Bank Charges in audited financial statements	-	15.02	7.20	-
Bank Charges in restated financial statements *(Refer Note-3)*	-	(14.69)	(7.64)	-
Effect of Finance costs capitalised in restated financial statements *(Refer Note-4)*	-	-	1.85	-
Gratuity Expenditure in audited financial statements	28.74	38.04	6.09	34.48
Gratuity Expenditure in restated financial statements *(Refer Note-5)*	(25.75)	(32.98)	(10.01)	(34.75)
Professional Charges to Others in audited financial statements	-	56.52	-	-
Professional Charges to Others in restated financial statements *(Refer Note-6)*	-	(25.77)	-	-
Deferred Tax Expense in audited financial statements	-	(11.81)	(4.62)	(9.87)
Deferred Tax Expense in restated financial statements *(Refer Note-7)*	-	10.53	5.61	9.94
Prior Period adjustments in audited financial statements *(Refer Note-8)*	(31.07)	(3.82)	-	-
Adjustments made in prior period taxes in audited financial statements *(Refer Note-9)*	(0.75)	0.97	-	-
Total Adjustments (B)	**(28.83)**	**32.01**	**(2.76)**	**(0.42)**
Restated Profit/ (Loss) After Tax (A+B)	**161.26**	**811.35**	**239.96**	**217.51**

Reconciliation of Equity **(Rs. Lakhs)**

Particulars	As At 30-09-2025	As At 31-03-2025	As At 31-03-2024	As At 31-03-2023
Equity Share Capital & Reserves & Surplus as per Audited financial Statements (C)	**3507.27**	**3317.18**	**1351.63**	**1108.92**
Add/(Less) : Difference on account of changes in Profit/Loss (as above)	(28.83)	32.01	(2.76)	(0.42)
Add/(Less) : Difference on account of adjustment to opening balance	28.83	(3.18)	(0.42)	-
Total Adjustments (D)	**(0.00)**	**28.83**	**(3.18)**	**(0.42)**
Equity Share Capital & Reserves & Surplus as per Restated Financial Statement (C+D)	**3507.27**	**3346.01**	**1348.45**	**1108.50**

Explanatory notes to the above restatements to profits made in the audited Financial Statements of the Company for the respective years:

1) Certain casting errors in the computation of prepaid insurance as at the year-end of FY 2022-23 and FY 2023-24 were rectified in the restated financial statements. The correction also impacted the insurance expense for FY 2024–25 due to its carry-forward effect.
2) Interest accrued and due on certain borrowings as at the year-end of FY 2022–23 and FY 2023–24 has been duly accounted for in the restated financial statements to ensure more appropriate presentation in compliance with the applicable accounting framework. The correction also impacted the interest expense for FY 2024–25 due to its carry-forward effect.
3) Certain bank charges relating to FY 2023–24 were accounted for in FY 2024–25. These have been appropriately reclassified to FY 2023–24 in the restated financial statements to ensure accurate period presentation. Certain fee payments pertaining to Initial Public Offer to the extent of Rs.0.32lakhs has been reclassified from "Bank Charges" to "IPO Expenses" under "Other Current Assets" in the Restated Financial statements to ensure more appropriate classification and presentation.
4) Interest and borrowing costs amounting to ₹1.85 lakhs, pertaining to FY 2023–24 and relating to a term loan for a property under construction, have been capitalised and presented as a prior period item in the audited financial statements for FY 2024–25, in accordance with AS-5, Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies. The same has been given effect for FY 2023–24 in the restated financial statements to ensure accurate period presentation.
5) Gratuity expense for FY 2022–23; FY 2023–24 and FY 2024-25 has been revised in the restated financial statements to ensure alignment with the applicable accounting framework and the recent actuarial valuation reports to enable more appropriate classification and presentation. The correction also impacted the Gratuity Expenses for FY 2025-26 till 30.09.2025 period also due to its carry-forward effect.
6) Certain professional and technical consultancy charges to the extent of Rs.30.75lakhs for the FY 2024-25 has been reclassified from "Professional Charges" to "IPO Expenses" under "Other Current Assets" in the Restated Financial Statements to ensure more appropriate classification and presentation.
7) Deferred tax expense and net deferred tax asset for FY 2022–23; FY 2023–24 and FY 2024-25 have been revised in the restated financial statements to incorporate timing differences related to gratuity expense, ensuring more appropriate presentation in compliance with the applicable accounting framework.
8) All the above adjustments on account of "Prepaid Insurance"; "Interest accrued"; "Bank Charges"; "Interest capitalised"; "Gratuity expense"; "IPO related expenses" have been accounted as "Prior Period Adjustments" in the respective audited financial statements of FY 2024-25 & FY 2025-26 (till 30.09.2025) whose effect had been given under respective heads in the respective financial years in the restated financial statements to ensure accurate period presentation.
9) Deferred tax expense on account of adjustment made in gratuity expense has been accounted under "Prior period taxes" in the audited financial statements of FY 2024-25 & FY 2025-26 (till 30.09.2025).

III. ADJUSTMENTS HAVING NO IMPACT ON NETWORTH AND PROFIT:

a. Material Regrouping:

Appropriate regroupings 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 & Disclosure Requirements) Regulations, 2018 (as amended).

OTHER FINANCIAL INFORMATION

For details on Other Financial Information please refer to "*Note 9 - Additional Regulatory Information*" under section titled "*Restated Financial Statements*" beginning on Page 251 of this Red Herring Prospectus.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

BUSINESS OVERVIEW:

Digilogic Systems Limited has positioned itself as niche player serving as one stop solution for critical testing, measurement and simulation solutions, its software and maintenance services (Source: KEN Research report). We are a technology-led company engaged in the design, development, integration, manufacturing, assembly, supply and support of test systems, simulators, application software, and signal processing solutions. Our offerings cater primarily to the defence and aerospace industry, with a limited portion of our business being generated from clients, in electronics, semiconductor and automation industries. We operate a system integration facility in Hyderabad, supported by a dedicated testing facility and marketing office in Bengaluru, and our operations are certified to AS9100D and ISO 9001:2015 standards.

We are one of the companies in critical defence and space sector that are active across the value chain - from providing core technological solutions and hardware platforms to delivering software development, testing, and maintenance support services. *Our comprehensive capabilities across avionics systems, radar testing, automated test equipment, and simulation testing, as reflected in the heat map, enable us to serve critical defence and space sectors like the Defence, Aerospace and DRDO/ISRO efficiently. (Source: KEN Research report).*

KEY PERFORMANCE INDICATORS

(₹ in lakhs, except otherwise specified)

Key Performance indicator	For the half year ended September 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from Operations (₹ In lakhs)	1,817.73	7,205.98	5,155.93	5,596.23
Year-to-Year growth in Revenue from Operations (in %)	NA	39.76%	(7.87%)	39.39%
EBITDA (₹ In lakhs)	334.26	1,339.96	544.45	527.65
EBITDA %	18.39%	18.60%	10.56%	9.43%
PAT (₹ In lakhs)	161.26	811.35	239.96	217.51
PAT %	8.87%	11.26%	4.65%	3.89%
ROE %	4.71%	34.57%	19.53%	21.76%
ROCE %	4.71%	34.27%	19.10%	20.68%
Return on Networth %	4.71%	34.57%	19.53%	21.76%
Debt to Equity (in times)	0.63	0.40	0.60	0.98
Interest Coverage Ratio (in times)	6.59	12.00	3.80	3.93
Net Working Capital (Days)	212	113	34	26

KPI – Formulas

KPI	Formula
Revenue from operations	This amount is Revenue from Operations as appearing in the Restated Financial Statements
Y-o-Y growth in Revenue from Operations	(Revenue from operations of relevant year - Revenue from operations of preceding year) / Revenue from operations of preceding year
EBITDA	Profit Before Tax + Interest Expense on borrowings + Depreciation & Amortisation cost – Other Income
EBITDA%	EBITDA / Revenue from Operations
PAT	Profit for the period/year as appearing in the Restated Financial Statements
PAT%	Profit After Tax / Revenue from Operations
Return on Equity (ROE %)	Net Profit After Tax / Average Shareholder's Funds
Return on Capital Employed (ROCE %)	Earnings Before Interest and Taxes / Average Capital Employed *Where Capital Employed = Tangible Net worth + Long Term Borrowings + Short Term Borrowings-Deferred Tax Liability*
Return on Networth %	Net Profit After Tax / Average Networth

	where Networth = Paid-up share capital + Securities premium + Surplus in Profit & Loss
Debt to Equity (in times)	Total Debt / Shareholders Funds *where Total Debt = Long Term borrowings + Short Term borrowings*
Interest Coverage Ratio (in times)	Earnings Before Interest and Taxes / Interest Expense on Borrowings *Where Earnings Before Interest and Taxes = Profit before tax + Interest expense on borrowings (excluding interest capitalised) - Other income*
Net Working Capital (Days)	(Current Assets – Current Liabilities) *No. Of Days in the period/year / Revenue from Operations
Year-to-Year growth in Revenue from Operations	Year-to-Year growth in Revenue from Operations cannot be certified for the six months stub period.

KPI Description

KPI	Description
Revenue from operations	Revenue from Operations is used by Management to track the performance and growth of the company.
Y-o-Y growth in Revenue from Operations	Year-on-Year (Y-o-Y) growth in Revenue from Operations measures the percentage increase or decrease in revenue during a financial year compared to the previous financial year.
EBITDA	EBITDA gives a comprehensive view of the health of the company as it considers all sources of Operating Income. It's the aggregate of the restated profit before tax, depreciation and amortisation expense and finance costs, less other income, for the relevant year
EBITDA %	EBITDA Margin is a financial ratio that measures the profitability of the company as a percentage of its Revenue from Operations
PAT	Profit after Tax gives the overall profitability of business.
PAT %	PAT Margin is a ratio that measures the profitability of the company as a percentage of its Total Revenue
ROE %	Return on Equity is an indicator of our efficiency as it measures our profitability. It shows how efficiently we generate profits from our shareholders.
ROCE %	Return on capital employed provides how efficiently the Company generates earnings from the capital employed in the business
Debt to Equity (in times)	Debt to Equity is a financial leverage ratio that indicates the proportion of a company's net debt relative to its shareholders' equity.
Return on Networth %	Return on Net Worth (RoNW) represents the percentage of Net profit after deducting minority interest on the Average of Net Worth. This ratio measures the return on Shareholders' funds
Interest Coverage Ratio	The Interest Coverage Ratio measures a company's ability to pay its interest obligations from its operating earnings.
Net Working Capital (Days)	Net Working Capital (Days) indicates how many days of operating revenue are tied up in working capital. It reflects the efficiency of managing current assets and liabilities.

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

For detailed Statement of Significant Accounting Policies, please refer to 'Annexure – D' to the Restated Financial Statements beginning on page 251

RESULT OF OUR OPERATION

(All amounts are in ₹ lakhs unless stated otherwise)

Particulars	For the half year ended September 30, 2025	*% of total income*	Fiscal 2025	*% of total income*	Fiscal 2024	*% of total income*	Fiscal 2023	*% of total income*
Revenue from Operations	1,817.73	*99.43%*	7,205.98	*99.82%*	5,155.93	*99.70%*	5,596.23	*99.73%*
Other income	10.33	*0.57%*	13.35	*0.18%*	15.37	*0.30%*	15.33	*0.27%*
Total Income (A)	**1,828.06**	***100.00%***	**7,219.33**	***100.00 %***	**5,171.30**	***100.00 %***	**5,611.56**	***100.00 %***

Expenses:								
Cost of materials consumed	631.61	*34.55%*	5,091.41	*70.52%*	3,007.35	*58.15%*	3,998.07	*71.25%*
Changes in inventories of finished goods, WIP and stock-in-trade	118.05	*6.46%*	(569.71)	*(7.89)%*	537.08	*10.39%*	115.56	*2.06%*
Employee benefits expenses	484.33	*26.49%*	835.19	*11.57%*	615.77	*11.91%*	534.93	*9.53%*
Finance costs	68.28	*3.74%*	143.09	*1.98%*	130.94	*2.53%*	124.58	*2.22%*
Depreciation and amortization expenses	90.46	*4.95%*	170.59	*2.36%*	128.15	*2.48%*	149.99	*2.67%*
Other expenses	218.22	*11.94%*	463.49	*6.42%*	429.98	*8.31%*	391.51	*6.98%*
Total Expenses (B)	**1,610.95**	***88.12%***	**6,134.06**	***84.97%***	**4,849.28**	***93.77%***	***5,314.64***	***94.71%***
Profit before exceptional items, extraordinary items and tax (C=A-B)	**217.11**	***11.88%***	**1,085.27**	***15.03%***	**322.02**	***6.23%***	**296.92**	***5.29%***
Exceptional Items (D)	**-**	***0.00%***	**-**	***0.00%***	**-**	***0.00%***	**-**	***0.00%***
Profit before tax (E=C-D)	**217.11**	***11.88%***	**1,085.27**	***15.03%***	**322.02**	***6.23%***	**296.92**	***5.29%***
Tax Expenses								
- Current Tax	68.20	*3.73%*	277.82	*3.85%*	87.68	*1.70%*	85.33	*1.52%*
- Deferred Tax	(12.34)	*-0.68%*	(10.53)	*(0.15)%*	(5.61)	*(0.11)%*	(9.94)	*(0.18)%*
- Prior Period Taxes	-	*0.00%*	6.63	*0.09%*	-	*0.00%*	4.01	*0.07%*
Total Tax Expense (F)	**55.86**	***3.06%***	**273.92**	***3.79%***	**82.07**	***1.59%***	**79.41**	***1.42%***
Profit after tax (G=E-F)	**161.25**	***8.82%***	**811.35**	***11.24%***	**239.96**	***4.64%***	**217.51**	***3.88%***

REVIEW OF RESTATED FINANCIAL STATEMENT

Financial performance highlights for the financial period ended September 30, 2025:

Revenue from Operations:
Our revenue from operations was ₹1,817.73 lakhs, representing 99.43% of our total income, for the period ended September 30, 2025.

Other Income:
Our other income comprises of interest income on fixed deposits, foreign fluctuation income, rental income and miscellaneous income. Other income, as a percentage of total income was 0.57 % for the period ended September 30, 2025.

Cost of Material Consumed:
Our cost of materials consumed for the six months September 30, 2025 ₹631.61 lakhs which was 34.55% of our total income for the same period.

Changes in inventories of work-in-progress and finished goods:
The changes in inventories of finished goods, work-in-progress and stock in trade for the six months September 30, 2025 was ₹118.05 lakhs.

Employee Benefit Expenses:
Our employee benefit expenses for the six months September 30, 2025 which was 26.49% of our total income for the same period.

Finance Cost:
Our finance costs for the for the six months September 30, 2025 which was 3.74% of our total income for the same period.

Depreciation and Amortization Expenses:

Our depreciation and amortization for the six months September 30, 2025 which was 4.95% of our total income for the same period.

Other Expenses:
Our other expenses for the six months September 30, 2025 period ended which was 11.94% of our total income for the same period.

Tax Expenses:
Our current tax expenses for the six months September 30, 2025 which was 3.06% of our total income for the same period.

Profit after tax:
Our profit for the six months September 30, 2025 which was 8.82% of our total income for the same period.

Fiscal 2025 compared with Fiscal 2024

Revenue from operations:
Revenue from operations increased by 39.76% from ₹5,155.93 Lakhs in Fiscal 2024 to ₹7,205.98 Lakhs in Fiscal 2025, due to increase in orders and timely execution of orders planned during Fiscal 2025. There is also an impact on account of spillover from Fiscal 2024 to Fiscal 2025 due to delay in receiving the supply orders which were originally planned for Fiscal 2024.

As explained earlier, the revenue amounting to ₹3,074.70 lakhs, out of the total revenue from operations of ₹7,205.98 lakhs, was booked in March 2025 and remained outstanding as receivables as on March 31, 2025. Similarly, revenue of ₹1,644.56 lakhs, out of the total revenue from operations of ₹5,155.93 lakhs, which was booked in March 2024 and was receivable as on March 31, 2024.

Other Income:
Other income had decreased by 13.17%, from ₹15.37 lakhs in Fiscal 2024 to ₹13.35 lakhs in Fiscal 2025, primarily on account of absence of a one-time income of ₹3.10 lakhs from "*Profit on sale of assets*" recorded in Fiscal 2024 and decrease of "Profit on Exchange Rates fluctuation".

Cost of Material Consumed:
Cost of material consumed increased by 69.30%, from ₹3,007.35 lakhs in Fiscal 2024 to ₹5,091.41 lakhs in Fiscal 2025, primarily due to a change in the order mix and an increase in revenue from operations.

Changes in inventories of work-in-progress and finished goods
Change in inventories of work-in-progress and finished goods moved from ₹537.08 lakhs in Fiscal 2024 to a ₹ (569.71) lakhs in Fiscal 2025, primarily due to an increase in closing stock at the end of Fiscal 2025.

Employee Benefit Expenses:
Employee benefit expenses increased by 35.63% from ₹ 615.77 lakhs in Fiscal 2024 to ₹ ₹835.19 lakhs in Fiscal 2025, primarily due to salary revisions and the addition of new employees and contribution to provident and other funds. The number of employees increased from 85 in Fiscal 2024 to 104 in Fiscal 2025.

Finance Cost:
Total borrowings costs increased by 9.28%, from ₹130.94 lakhs in Fiscal 2024 to ₹143.09 lakhs in Fiscal 2025, primarily due to an increase in the quantum of bank guarantees during Fiscal 2025, partially offset by the full repayment of certain loans in the same period.

Depreciation and Amortization Expenses:
Depreciation and Amortization Expenses increased by 33.11%, from ₹128.15 lakhs in Fiscal 2024 to ₹170.59 lakhs in Fiscal 2025, primarily due to addition of ₹220.76 lakhs to the gross block of Property, Plant & Equipment and Intangibles assets during the year.

Other Expenses:
Other expenses primarily comprise travelling and conveyance expenses, professional and consultancy charges, office maintenance, selling and distribution expenses, repairs and maintenance, tender fees, rent, liquidated damages, miscellaneous expenses, and others. Other expenses increased by 7.79%, from ₹429.98 lakhs in Fiscal 2024 to ₹ 463.49 lakhs in Fiscal 2025, primarily due to increase in miscellaneous expenses on account of loss due to cyber-attack theft of

₹45.17 lakhs and an increase of ₹41.43 lakhs in travelling expenses on account of manpower deployment for training and handover.

Tax Expenses:
Tax expenses increased by 233.77% from ₹82.07 lakhs in Fiscal 2024 to ₹ 273.92 lakhs in Fiscal 2025, primarily due to an increase in taxable profits.

Profit after tax:
After accounting for taxes, the net profit increased by 238.13% from ₹239.96 lakhs in Fiscal 2024 to ₹811.35 lakhs in Fiscal 2025, primarily due to:

a) execution of high value orders, change in the mix of products sold and resulted in higher revenues – increase of ₹ 2,048.03 lakhs or 39.6% from Fiscal 2024 to Fiscal 2025

b) Without a major increase in overall expenses (Fiscal 2025 was 1,612.36 Lakhs whereas Fiscal 2024 was 1,304.85 Lakhs), the Company was able to achieve higher revenues in Fiscal 2025 over Fiscal 2024

c) Operational Cost efficiencies were noted in Cost of Goods Sold which was 62.63% of Total Income for Fiscal 2025 as opposed to 68.54% for Fiscal 2024.

Fiscal 2024 compared with Fiscal 2023

Revenue from operations:
Revenue from operations decreased by 7.87% from ₹5,596.23 Lakhs in Fiscal 2023 to ₹5,155.93 Lakhs in Fiscal 2024, primarily due to delay in receipt of supply orders which were planned for Fiscal 2024, resulting in a spillover to Fiscal 2025 from Fiscal 2024.

Other Income:
Other income had increased by 0.30%, from ₹15.33 lakhs in Fiscal 2023 to ₹15.37 lakhs in Fiscal 2024, primarily on account of addition of a one-time income of ₹3.10 lakhs from "*Profit on sale of assets*" recorded in Fiscal 2024 and decrease of "Profit on Exchange Rates fluctuation".

Cost of Material Consumed:
Cost of material consumed had decreased by 24.78%, from ₹3,998.07 lakhs in Fiscal 2023 to ₹3,007.35 lakhs in Fiscal 2024 on account of dip in revenue recognised.

Changes in inventories of work-in-progress and finished goods:
Change in inventories of work in progress and finished goods moved from ₹115.56 lakhs in Fiscal 2023 to ₹537.08 lakhs in Fiscal 2024, primarily due to a decrease in closing stock at the end of Fiscal 2024.

Employee Benefit Expenses:
Employee benefit expenses increased by 15.11% from ₹ 534.93 lakhs in Fiscal 2023 to ₹ 615.77 lakhs in Fiscal 2024, primarily due to salary revision and the addition of new employees and contribution to provident and other funds. The number of employees increased from 70 in Fiscal 2023 to 85 in Fiscal 2024.

Other Expenses:
Other expenses primarily comprise travelling & conveyance expenses, professional and consultancy charges, Office maintenance, selling & distribution expenses, repair & maintenance, tender fees, rent, Liquidated Damages, Miscellaneous expenses, and others. Other expenses have increased by 9.82% from ₹391.51 lakhs in Fiscal 2023 to ₹429.98 lakhs in Fiscal 2024, primarily due to an increase of ₹57.36 lakhs in professional and consultancy charges, a decrease of ₹58.26 lakhs in sales commission, and an increase of ₹15.61 lakhs in advertisement expenses.

Finance Cost:
Total finance costs increased by 5.11%, from ₹124.58 lakhs in Fiscal 2023 to ₹130.94 lakhs in Fiscal 2024, primarily due to increase in interest costs on account of working capital requirements to support business operations.

Depreciation and Amortization Expenses:
Depreciation and Amortization Expenses decreased by 14.56%, from ₹149.99 lakhs in Fiscal 2023 to ₹128.15 lakhs in Fiscal 2024, primarily due to a decrease in net block of Property, Plant & Equipment and Intangibles assets.

Tax Expenses:
Tax expenses increased by 3.35% from ₹79.41 lakhs in Fiscal 2023 to ₹82.07 lakhs in Fiscal 2024, primarily due to an increase in taxable profits.

Profit after tax:
After accounting for taxes, the Net Profit increased by 10.32% from ₹217.51 lakhs in Fiscal 2023 to ₹ 239.96 lakhs in Fiscal 2024, primarily due to effective expense control resulting in improved profitability.

Financial Condition:

Cash flows

The table below sets forth our net cash flows with respect to operating activities, investing activities and financing activities for the periods indicated:

(₹ in Lakh)

Particulars	For the half year ended September 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Net cash flow from / (used in) operating activities	320.11	(1,051.78)	549.45	(665.32)
Net cash flow from / (used in) investing activities	(1,080.44)	(512.59)	(137.31)	(62.68)
Net cash flow from / (used in) financing activities	771.51	1,563.31	(410.66)	407.82
Cash and Cash equivalents at end of the year	12.12	0.95	2.00	0.52

Cash flows from operating activities:

For the period ended September 30, 2025, net cash generated from operating activities was ₹ 320.11 lakhs. The cash generation was primarily driven by operating profit before working capital changes of ₹ 395.55 lakhs, which was partially offset by net working capital outflow of ₹ 37.94 lakhs and payment of income tax of ₹ 37.50 lakhs.

For fiscal year ending March 31, 2025, net cash used in operating activities was ₹ 1,051.78 lakhs. The main reason being that the operating profit before working capital changes of ₹ 1,382.80 lakhs was largely offset by increase in trade receivables amounting to ₹ 2,405.84 lakhs

For fiscal year ending March 31, 2024, net cash flow from operating activities was ₹ 549.45 lakhs This was mainly due to operating profit before working capital changes of ₹ 573.24 lakhs partially offset by net decrease in working capital of ₹ 38.89 lakhs

For fiscal year ending March 31, 2023, net cash used in operating activities was at ₹ 665.32 lakhs. The main reason being that the operating profit before working capital changes of ₹ 564.34 lakhs was largely offset by increase in trade receivables amounting to ₹ 1,059.70 lakhs.

Cash flow from Investment activities:

For the period ended September 30, 2025, net cash used in investing activities was ₹ 1,080.44 lakhs, primarily on account of capital advances paid of ₹ 967.56 lakhs and purchase of property, plant and equipment and intangible assets of ₹ 162.51 lakhs, partially offset by interest income received of ₹ 5.34 lakhs and sale proceeds from property, plant and equipment of ₹ 0.57 lakhs.

For fiscal year ending March 31, 2025,Net cash used in investing activities for Fiscal 2025 was ₹512.59 lakhs, primarily on account of: (i) purchase of property, plant and equipment and intangible assets of ₹ 220.76 lakhs; (ii) capital advance paid of ₹ 248.16 lakhs; (iii) increase in term deposits with banks of ₹ 82.96 lakhs; and (iv) security deposits given of ₹ 0.36 lakhs. These were partly offset by: (v) sale proceeds of property, plant and equipment of ₹ 26.91 lakhs; and (vi) interest income received of ₹ 12.75 lakhs.

For fiscal year ending March 31, 2024 Net cash used in investing activities for Fiscal 2024 was ₹ 137.31 lakhs, primarily on account of: (i) purchase of property, plant and equipment and intangible assets of ₹ 91.08 lakhs; (ii) capital advance paid of ₹ 78.39 lakhs; and (iii) security deposits given of ₹ 2.00 lakhs. These were partly offset by: (iv) sale proceeds of property,

plant and equipment of ₹ 6.39 lakhs; (v) decrease in term deposits with banks of ₹ 19.06 lakhs; and (vi) interest income received of ₹ 8.70 lakhs.

For fiscal year ending March 31, 2023, Net cash used in investing activities for Fiscal 2023 was ₹ 62.68 lakhs, primarily on account of: (i) purchase of property, plant and equipment of ₹ 33.68 lakhs; (ii) increase in term deposits with banks of ₹ 33.49 lakhs; and (iii) security deposits given of ₹ 2.93 lakhs. These were partly offset by: (iv) interest income received of ₹ 7.42 lakhs.

Cash flow from Financing activities:

For the period ended September 30, 2025, net cash generated from financing activities was ₹ 771.51 lakhs, primarily on account of proceeds from long-term borrowings of ₹ 845.65 lakhs and short-term borrowings of ₹ 270.21 lakhs, partially offset by repayment of borrowings and interest and other finance costs of ₹ 98.27 lakhs.

For fiscal year ending March 31, 2025, Net cash generated from financing activities for Fiscal 2025 was ₹ 1,563.31 lakhs, primarily on account of (i) proceeds from issue of equity shares (including securities premium) of ₹ 1,186.21 lakhs; (ii) proceeds from short-term borrowings of ₹ 717.99 lakhs; and (iii) proceeds from long-term borrowings of ₹ 169.53 lakhs. These were partly offset by: (iv) repayment of long-term borrowings of ₹ 264.25 lakhs; (v) repayment of short-term borrowings of ₹ 100.00 lakhs; and (vi) interest and other finance costs (including capitalised costs) of ₹ 146.17 lakhs.

For fiscal year ending March 31, 2024, Net cash used in financing activities for Fiscal 2024 was ₹ 410.66 lakhs, primarily on account of: (i) repayment of long-term borrowings of ₹ 453.30 lakhs; (ii) proceeds from short-term borrowings of ₹ 50.00 lakhs; and (iii) interest and other finance costs (including capitalised costs) of ₹ 129.66 lakhs. These were partly offset by: (iv) proceeds from long-term borrowings of ₹ 172.30 lakhs

For fiscal year ending March 31, 2023, Net cash generated from financing activities for Fiscal 2023 was ₹ 407.82 lakhs, primarily on account of: (i) proceeds from short-term borrowings of ₹ 697.16 lakhs; and (ii) proceeds from long-term borrowings of ₹ 80.00 lakhs. These were partly offset by: (iii) repayment of long-term borrowings of ₹ 147.17 lakhs; (iv) repayment of short-term borrowings of ₹ 100.00 lakhs; and (v) interest and other finance costs including capitalised costs of ₹ 122.17 lakhs.

INFORMATION REQUIRED AS PER ITEM (II)(C)(IV) OF PART A OF SCHEDULE VI TO THE SEBI REGULATIONS:

An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:

1) Unusual or infrequent events or transactions

Except as described in this Red Herring 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 in the section "*Factors Affecting our Results of Operations*" and the uncertainties described in the section titled "*Risk Factors*" beginning on page 38 of this Red Herring Prospectus. Except as disclosed in this Red Herring Prospectus, we are not aware of any other factors that have materially affected or are likely to materially affect our income from continuing operations.

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*" beginning on page 38 in this Red Herring 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.

Apart from the risks as disclosed under Section titled "*Risk Factors*" beginning on page 38 in this Red Herring Prospectus, there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

5) Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or increased sales prices.

Material increases in our revenue are primarily attributable to increased sales volumes, execution of large orders, and an expansion in our customer base. In certain cases, improvements in operational efficiency, better pricing strategies, and the introduction of new or upgraded solutions have also contributed to revenue growth.

6) Total turnover of each major industry segment in which the issuer company operated.

Our Company is engaged in the design, development, assembly, and servicing of advanced test systems, simulators, embedded software, and signal processing tools. Our offerings cater primarily to defence, aerospace, and industrial clients. We operate in a single primary segment. The relevant industry information, to the extent available, is included in the section titled "Our *Industry*" beginning on page 133 of this Red Herring Prospectus.

7) Status of any publicly announced new products or business segment.

Except as otherwise disclosed in this Red Herring Prospectus, particularly under the section "*Our Business*" beginning on page 178, our Company has not publicly announced any new products or business segments as of the date of this Red Herring Prospectus.

8) The extent to which business is seasonal.

Our business is not subject to seasonality. However, the timing of order execution, particularly for defence sector contracts, may vary depending on government procurement cycles and project milestones.

9) Any significant dependence on a single or few suppliers or customers.

The percentage of contribution of our Company's customer vis-à-vis the total revenue from operations on restated basis respectively for the half year ended September 30, 2025, Fiscal year 2025, 2024 and 2023 are as follows:

Particulars	% contribution to revenue from operations			
	For the half year ended September 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Top 1 Customer	37.75%	30.85%	32.48%	28.91%
Top 3 Customers	84.47%	54.58%	65.22%	70.92%
Top 5 Customers	89.84%	72.04%	75.83%	85.47%
Top 10 Customers	96.95%	88.25%	93.83%	94.70%

The percentage of contribution of our Company's supplier vis-à-vis the total purchases on restated basis respectively for the half year ended September 30, 2025, Fiscal year 2025, 2024 and 2023 are as follows:

Particulars	% contribution to Purchases			
	For the half year ended September 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Top 1 Supplier	36.95%	41.83%	47.14%	40.00%
Top 3 Suppliers	69.76%	73.06%	61.01%	59.74%
Top 5 Suppliers	82.53%	78.89%	64.24%	68.54%
Top 10 Suppliers	91.03%	87.59%	70.73%	81.24%

10) Competitive conditions:

We operate in a competitive environment and face competition from both existing players and potential new entrants. The nature and intensity of competition may vary based on technological capabilities, quality standards, pricing, customer

relationships, and past performance in project execution. Over the years, we have identified and developed certain key competitors, details of which are provided in the section titled "*Our Business*" beginning on page 178 of this Red Herring Prospectus.

FINANCIAL INDEBTEDNESS

For information on our indebtedness, *refer to section titled* "*Financial Indebtedness*" *beginning on page 298 of this Red Herring Prospectus*.

COMMITMENTS AND CONTINGENCIES

Except as stated below, our Company did not have any capital commitments or contingent liabilities for the half year ended September 30, 2025, fiscal year 2025, 2024 and 2023:

(₹ in Lakh)

Particulars	For the half year ended September 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Contingent Liabilities	-	-	-	-
Commitments	78.56	948.33	182.90	-

For further information on commitments and contingencies refer to section titled "Financial Information" beginning on page 251 of this Red Herring Prospectus.

RELATED PARTY TRANSACTIONS

We enter into transactions with related parties in the ordinary course of our business. These transactions are conducted at arm's length and in accordance with applicable laws and regulations. Typical related party transactions include, among others Remuneration and salaries paid to directors and key managerial personnel, Payment of professional and consultancy charges, Sales commissions, Reimbursement of expenses, Interest income or expense on loans, and Advances paid and recovered, and loans received and repaid. All related party transactions are reviewed and approved by our Board of Directors or Audit Committee, as applicable, to ensure compliance with applicable laws and ensure that such transactions are in the best interests of the Company. For further details on our related party transactions, please refer to the section titled "*Related Party Transactions*" on page 249 of this Red Herring Prospectus.

OFF-BALANCE SHEET ARRANGEMENTS

We do not have any off-balance sheet arrangements, derivative instruments, swap transactions or relationships with affiliates or other unconsolidated entities or financial partnerships that would have been established for the purpose of facilitating off-balance sheet arrangements.

DETAILS OF MATERIAL DEVELOPMENTS AFTER THE DATE OF LAST BALANCE SHEET I.E. SEPTEMBER 30, 2025

1. With respect to the application dated September 18, 2025, filing the draft offer document with the BSE, for listing of its equity shares on the BSE SME platform and use the name of the exchange in its draft offer documents, the Company has received the permission to use the Exchange's name in the offer document for listing of its equity shares on SME Platform on 08.01.2026

CAPITALIZATION STATEMENT

The following table sets forth our capitalization and total debt as at September 30, 2025 (based on our Restated Financial Statements) and as adjusted to give effect to the Offer. This table should be read in conjunction with the '*Summary of Financial Information', 'Risk Factors', 'Management's Discussion and Analysis of Financial Condition and Results of Operations'* and "*Other Financial Information"* contained in the "*Financial Information*" on pages 66, 38, 288 and 287 respectively.

(*₹ in Lakhs except ratio*)

PARTICULARS	PRE-OFFER AS AT September 30, 2025	ADJUSTED FOR THE POST-OFFER
Borrowings		
Current borrowings (including current maturities of Long term Debt)	1,222.61	[●]
Non-current borrowings	981.30	[●]
Total borrowings	**2,203.91**	**[●]**
Total Equity		
Equity share capital*	445.05	[●]
Other Equity*	3,062.22	[●]
Total Equity	**3,507.27**	[●]
Total Borrowings / Total Equity	0.63	[●]
Non-Current Borrowing/Total Equity	0.28	[●]

**These terms shall carry the meaning as per Schedule III of the Companies Act, 2013 (as amended).*

FINANCIAL INDEBTEDNESS

Set forth below, is a brief summary of our Company's borrowings as on December 15, 2025 together with a brief description of certain significant terms of such financing arrangements.

(₹ in Lakhs)

Category of borrowing	Sanctioned Amount as on 15.12.2025	Outstanding amount as on 15.12.2025
A. Secured		
a) Fund Based		
Term Loan	4,294.00	982.97
Non-convertible debentures	-	-
Working capital -Letter of credit/OD *(including Sub Limit of CC towards Bank Guarantee – ₹500lakhs)*	1,500.00	733.02
Vehicle loans	204.45	149.88
b) Non-Fund Based		
Bank guarantees	2,000.00	1,071.53
Sub-Total (A=a+b)	**7,998.45**	**1,865.87**
B. Unsecured		
c. **Fund Based**		
Non-convertible debentures	-	-
Working Capital	-	-
From Related Parties	-	-
From Others (including inter corporate deposit)	-	-
d. **Non-Fund Based**		
Letter of Credit / Bank Guarantees	-	-
Sub-Total (B=c+d)	**-**	**-**
Total (A+ B)	**7,998.45**	**1,865.87**

A. SECURED LOANS:

DETAILS OF SECURED LOANS INCLUDING SUMMARY OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY

Category of borrowing	Name of the Lender	Date of Sanction Letter / Agreement	Sanctioned Amount (₹ in Lakhs) as on 15.12.2025	Outstanding amount (₹ in Lakhs) as on 15.12.2025	Rate of Interest p.a.	Tenure	Repayment Terms	Collateral / Asset Charged	Purpose for which the loan was sanctioned as on date.	Principle terms and conditions
Vehicle loan	Axis Bank	*Date of Hypothecation Agreement: 26.11.2021*	67.45	31.98	7.25 %	84 Equated monthly installments	To be repaid in 84 Equated monthly installments with first EMI due on 10.12.2021	Hypothecation of Lexus Car purchased out of loan proceeds	Purchase of Toyota Lexus Car	**Penal charges:** 24% p.a. above applicable interest rate / commission on the outstanding amount of Fund-Based credit facilities will be charged from the date of default.

Home Loan (Term Loan)	Axis Bank	05.01.2024	210.00	151.10	REPO + 2.5 %	180 Equated monthly installments	To be repaid in 180 Equated monthly installments of ₹2,12,996/- along with 3 months Pre EMI	Mortgage of the property proposed to be purchased out of loan proceeds	Purchase of Under Construction Residential property for Guest House	**Penal charges:** Any "Event of default "as defined under the loan agreement shall attract penal interest @24% per annum or such other rate of interest as decided by the bank.
Emergency Credit Line (ECLGS)	Axis Bank	08.11.2021	84.00	25.67	REPO + 2.75 %	35 monthly installments	Interest to be served monthly as and when charged. Principal to be repaid from 3rd year to 5th year in 35 monthly installments of ₹2,33,334/- each	Second charge on all the securities given for cash credit facility	To meet liquidity mismatch arising out of Covid-19 under ECLGS 1.0 Extension scheme	**Penal charges:** In the event of non-payment of instalments / interest, penal interest at 4.00% per annum on the amount of overdue instalment / interest will be charged. In the event of non-creation of security within stipulated timelines, penal interest of 2% p.a. on the outstanding amount of WCTL will be applicable for period of default.
Cash Credit Facility	Axis Bank	30.05.2025	1,500	733.02	REPO + 2.75 %	On demand	On demand	1. Hypothecation of entire current assets both present and future on exclusive basis 2. Hypothecation of entire movable fixed assets both present and future. 3. EM of Plot no.234,235&236 in "Sark Green Plains" at Sy.No.3/part, 4/part, 5/part, 6/part & 7/part situated at Almasguda (V), Mankhal (GP), Maheshwaram mandal, RR district standing in the name of M/s. Digilogic Systems Pvt. Ltd. 4. EM of Office unit at 101/E, "DSL Abacus", Sy.No.581,581/1,581/2,582 & 583 situated at Uppal Kalsa village, Uppal Mandal, Medchal - Malkajgiri District in the name of M/s. Digilogic Systems Pvt. Ltd. 5. EM of Commercial office space at 102, "DSL Abacus" Sy.No.581, 581/1, 581/2, 582 & 583 situated at Uppal Kalsa	Cash Credit - To meet working capital requirements	**Penal charges -** 1.00% p.a. above applicable interest rate / commission on the outstanding amount of Fund-Based credit facilities will be charged from the date of default.

								village, Uppal Mandal, Medchal - Malkajgiri District in the name of M/s. Digilogic Systems Pvt. Ltd.		
Term loan	Indian Bank	19.06.2025	2,788.00	806.20	REPO + 3.40 %	120 months	Principle to be repaid in 87 equal monthly instalments of ₹32,04,598/- each commencing from 34th month of first disbursement after completion of holiday period of 33 months from the date of first disbursement Interest to service as and when debited throughout the door to door tenure including holiday period.	1. Equitable Mortagage of Factory Land situated at plot no :6/2 at TGIIC hardware Park phase-II in Sy nos1/1 admeasuring 8336.82 Sq.mts as per provisional allotment letter (Lr no TGIIC/52261/TSICC HARDWARE PARK PH-II/2025) issued by TGIIC dated 24.04.2025 at Kancha Imarat village,Maheswaram mandal & Sy:99/1,Mamidipally(village),ranga reddy district,Telangana. 2. Equitable Mortgage (EM) of Immovable property situated at flat no.404, "The Legend" in premises no.1-11-252/19/A, 1-11-252/19/19, Mothilal Nagar, Begumpet, Hyderabad in the joint name of Mr. J Madhusudhan Varma and Mrs. J Radhika Varma 3. EM of Residential plot no.320 in Sy.No.246 situated at Bahadurpally village, Quthubullapur mandal in the name of Mr. J Madhusudhan Varma 4. EM of Residential plot no.298 & 299 in Sy.No.212/12 of No.22 in Gajalakshmi Green City at Daminedu Village, Tirupati Rural mandal, Chittoor District in the name of Mr. J Madhusudhan Varma 5. EM of Residential plot no.75 & 76 in Sy.No.2/1,3,4/1,4/2,5,6, &7 situated at Icon's Isle at Papaiah Kumudan revenue village, Jalpally Gram Panchayat, Sarror nagar mandal, Rangareddy district in the name of Mr. J Madhusudhan Varma	Setting up the Proposed New Facility.	**Penal charges:** as per bank's extant guidelines

								6. EM of Residential flat no.803 in D block of "Necklace Pride" in Sy.No.33 to 39, 85/1, Kavadiguda, Secunderabad in the joint name of Mr. J Madhusudhan Varma and Mrs. J Radhika Varma 7. EM of Plot no.394 in Sy.No.318, 318EE situated at Nandigama Revenue village, Rangapoor Village & GP, Kothur Mandal, Mahabubnagar district admeasuring 269 Sq. ft. in the name of Mr. J Madhusudhan Varma. 8. Exclusive charge on commercial office space bearing no.1001 in "DSL Abacus" in SY.No.581, 581/1, 581/2, 582 & 583 situated at Uppal Kalsa Village, Uppal Mandal, Medchal-Malkajgiri District owned by Jetty Radhika Varma & Jetty Madhusudhan Varma.		
Term loan	Indian Bank	19.06.2025	1,212.00	Nil	REPO + 3.40 %	120 months	Principle to be repaid in 87 equal monthly instalments of ₹13,93,104/- each commencing from 34th month of first disbursement after completion of holiday period of 33 months from the date of first disbursement Interest to service as and when debited throughout the door to door tenure including holiday period.	1. Hypothecation of plant& Machinery proposed to be Purchased and installed . 2. Equitable Mortgage (EM) of Immovable property situated at flat no.404, Legend Towers in premises no.1-11-252/19/A, 1-11-252/19/19, Mothilal Nagar, Begumpet, Hyderabad in the joint name of Mr. J Madhusudhan Varma and Mrs. J Radhika Varma 3. EM of Residential plot no.320 in Sy.No.246 situated at Bahadurpally village, Quthubullapur mandal in the name of Mr. J Madhusudhan Varma 4. EM of Residential plot no.298 & 299 in Sy.No.212/12 of No.22 in Gajalakshmi Green City at Daminedu Village, Tirupati Rural mandal, Chittoor District in the	Setting up the Proposed New Facility.	**Penal charges:** as per bank's extant guidelines

								name of Mr. J Madhusudhan Varma 5. EM of Residential plot no.75 & 76 in Sy.No.2/1,3,4/1,4/2,5,6, &7 situated at Icon's Isle at Papaiah Kumudan revenue village, Jalpally Gram Panchayat, Sarror nagar mandal, Rangareddy district in the name of Mr. J Madhusudhan Varma 6. EM of Residential flat no.803 in D block of "Necklace Pride" in Sy.No.33 to 39, 85/1, Kavadiguda, Secunderabad in the joint name of Mr. J Madhusudhan Varma and Mrs. J Radhika Varma 7. EM of Plot no.394 in Sy.No.318, 318EE situated at Nandigama Revenue village, Rangapoor Village & GP, Kothur Mandal, Mahabubnagar district admeasuring 269 Sq. ft. in the name of Mr. J Madhusudhan Varma. 8. Exclusive charge on commercial office space bearing no.1001 in "DSL Abacus" in SY.No.581, 581/1, 581/2, 582 & 583 situated at Uppal Kalsa Village, Uppal Mandal, Medchal-Malkajgiri District owned by Jetty Radhika Varma & Jetty Madhusudhan Varma.		
Vehicle Loan	Indian Bank	26.06.2025	100.00	93.89	REPO + 2.70 %	84 months	84 EMI of ₹1,54,868/- repayment to commence from the month following month of disbursement.	Hypothecation of BMW car purchased out of loan proceeds	Purchase of BMW Car	**Penal charges:** In case of security is not created or noncompliance of sanction terms within the permitted period, penal rate of interest at 1% on the outstanding balance will be charged till date of compliance.
Vehicle Loan	Axis Bank	*Date of Hypothecation Agreement : 16.12.2023*	37.00	24.00	8.8 %	60 Equated monthly installments	To be repaid in 60 Equated monthly installments with first EMI due on 05.01.2024	Hypothecation of Hyundai Tucson Car purchased out of loan proceeds	Purchase of Hyundai Tucson Car	**Penal charges:** 8% p.a. + applicable GST (on the penal charges), and as per the bank's website

B. UNSECURED LOANS AS ON RHP Date

Category of borrowing	Name of Lender	Sanctioned Amount (₹ in lakhs) as on 15.12.2025	Outstanding amount (₹ in Lakhs) as on 15.12.2025	Rate of Interest	Tenure	Repayment Terms	Purpose
Nil							

Principal Terms and Conditions of the borrowings availed by the Company:

1. For Bank Guarantee facilities from Axis Bank, cash margin should be by way of pledge of fixed deposit equivalent to 10% of limit with bank's lien noted thereon.

This is an indicative list and there may be additional terms that may require the consent of the relevant lenders, the breach of which may amount to an event of default under various borrowing arrangements entered into by the Company, and the same may lead to consequences other than those stated above.

A. Material guarantees given by Promoters with respect to specified securities of the Company held by them:

Except as stated below, the Promoters have not provided any material guarantees with respect to specified securities of the Company held by them.

Name of the Promoter	Amount of 15.12.2025 (₹ in Lakhs)	Reason	Individual/entity in whose favour the guarantee has been provided.	Period
	Nil			

B. GUARANTEES BY THE PROMOTER SHAREHOLDER:

Name of the Promoter	Amount of the Guarantee as on 15.12.2025 (₹ in Lakhs)	Reason	Obligations of the Company	Individual/entity in whose favor the guarantee has been provided	Period	Financial implications in event of default	Security available	Consideration
Madhusudhan Varma Jetty Radhika Varma Jetty Jetty Shashank Varma	151.10	**Term loan 1:** Term loan for purchase of under construction residential property	1. Term loan is to be repaid in 180 Equated monthly installments of ₹2,12,996/- along with 3 months Pre EMI	Axis Bank	180 months from 05.01.2024 or till the date of loan closure whichever is earlier	Guarantors are personally liable in case of default by company	**For Term Loan 1:** 1. Mortgage of the residential property for guest house * *For collateral securities, refer below mentioned Notes*	Nil
Madhusudhan Varma Jetty	733.02	Cash Credit	2. Cash Credit is to be	Axis Bank		Guarantors are person	**For Cash Credit:**	Nil

Radhika Varma Jetty Jetty Shashank Varma Hitesh Varma Jetty			repaid on demand			ally liable in case of default by company	1. Hypothecation of entire current assets both present and future on exclusive basis * *For collateral securities, refer below mentioned Notes*	
Madhusudhan Varma Jetty Radhika Varma Jetty Jetty Shashank Varma Hitesh Varma Jetty	806.20	**Term Loan 2:** Term loan for purchase of Land and construction of New faclity unit of company	3. Principle to be repaid in 87 equal monthly instalments of ₹32,04,598/- each commencing from 34th month of first disbursement after completion of holiday period of 33 months from the date of first disbursement Interest to service as and when debited throughout the door to door tenure including	Indian Bank	120 months from 19.06.2025 or till the date of loan closure which ever is earlier	Guarantors are personally liable in case of default by company	**For Term Loan 2:** Equitable Mortagage of Factory Land situated at plot no :6/2 at TGIIC hardware Park phase-II in Sy nos1/1 admeasuring 8336.82 Sq.mts as per provisional allotment letter (Lr no TGIIC/52261/TSICC HARDWARE PARK PH-II/2025) issued by TGIIC dated 24.04.2025 at Kancha Imarat village, Maheswaram mandal & Sy:99/1, Mamidipally (village), ranga reddy district, Telangana. * *For collateral securities, refer below mentioned Notes*	Nil

			holiday period.					
Madhusudhan Varma Jetty Radhika Varma Jetty Jetty Shashank Varma Hitesh Varma Jetty	Nil	**Term Loan 3:** Term loan for purchase of Plant and Machinery	4. Principle to be repaid in 87 equal monthly instalments of ₹13,93,104/- each commencing from 34th month of first disbursement after completion of holiday period of 33 months from the date of first disbursement Interest to service as and when debited throughout the door to door tenure including holiday period.	Indian Bank	120 months from 19.06.2025 or till the date of loan closure which ever is earlier	Guarantors are personally liable in case of default by company	**For Term Loan 3:** Hypothecation of plant& Machinery proposed to be Purchased and installed * *For collateral securities, refer below mentioned Notes*	Nil
Madhusudhan Varma Jetty Jetty Shashank Varma	93.89	**Vehicle Loan:** Vehicle loan for purchase of BMW X5 Drive 30d M Sport	84 EMI of ₹1,54,868/- repayment to commence from the month following month	Indian Bank	84 months from 26.06.2025 or till the date of loan closure which	Guarantors are personally liable in case of default by company	**For Vehicle loan:** Hypothecation of BMW car purchased out of loan proceeds	Nil

			of disbursement		ever is earlier			

Note:

The following other collateral securities are also available in addition to the securities as mentioned in the table above.

1. EM of Office unit at 101/E, "DSL Abacus", Sy.No.581,581/1,581/2,582 & 583 situated at Uppal Kalsa village, Uppal Mandal, Medchal - Malkajgiri District in the name of M/s. Digilogic Systems Pvt. Ltd. ***(for cash credit)***
2. EM of Commercial office space at 102, "DSL Abacus" Sy.No.581, 581/1, 581/2, 582 & 583 situated at Uppal Kalsa village, Uppal Mandal, Medchal - Malkajgiri District in the name of M/s. Digilogic Systems Pvt. Ltd. ***(for cash credit)***
3. EM of Plot no.234,235&236 in "Sark Green Plains" at Sy.No.3/part, 4/part, 5/part, 6/part & 7/part situated at Almasguda (V), Mankhal (GP), Maheshwaram mandal, RR district standing in the name of M/s. Digilogic Systems Pvt. Ltd. **(for cash credit)**
4. Equitable Mortgage (EM) of Immovable property situated at flat no.404, Legend Towers in premises no.1-11-252/19/A, 1-11-252/19/19, Mothilal Nagar, Begumpet, Hyderabad in the joint name of Mr. J Madhusudhan Varma and Mrs. J Radhika Varma. **(for Term Loan 2 & Term loan 3)**
5. EM of Residential plot no.320 in Sy.No.246 situated at Bahadurpally village, Quthubullapur mandal in the name of Mr. J Madhusudhan Varma. **(for Term Loan 2 & Term loan 3)**
6. EM of Residential plot no.298 & 299 in Sy.No.212/12 of No.22 in Gajalakshmi Green City at Daminedu Village, Tirupati Rural mandal, Chittoor District in the name of Mr. J Madhusudhan Varma. **(for Term Loan 2 & Term loan 3)**
7. EM of Residential plot no.75 & 76 in Sy.No.2/1,3,4/1,4/2,5,6,&7 situated at Icon's Isle at Papaiah Kumudan revenue village, Jalpally Gram Panchayat, Sarror nagar mandal, Rangareddy district in the name of Mr. J Madhusudhan Varma. **(for Term Loan 2 & Term loan 3)**
8. EM of Residential flat no.803 in D block of "Necklace Pride" in Sy.No.33 to 39, 85/1, Kavadiguda, Secunderabad in the joint name of Mr. J Madhusudhan Varma and Mrs. J Radhika Varma. **(for Term Loan 2 & Term loan 3)**
9. EM of Plot no.394 in Sy.No.318, 318EE situated at Nandigama Revenue village, Rangapoor Village & GP, Kothur Mandal, Mahabubnagar district admeasuring 269 Sq. ft. in the name of Mr. J Madhusudhan Varma. **(for Term Loan 2 & Term loan 3)**
10. Exclusive charge on commercial office space bearing no.1001 in “DSL Abacus” in SY.No.581, 581/1, 581/2, 582 & 583 situated at Uppal Kalsa Village, Uppal Mandal, Medchal-Malkajgiri District owned by Jetty Radhika Varma & Jetty Madhusudhan Varma. **(for Term Loan 2 & Term loan 3)**

SECTION X: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no outstanding (i) criminal proceedings; (ii) actions taken by statutory or regulatory authorities; (iii) claims related to direct and indirect taxes (disclosed in a consolidated manner), provided that if the amount involved in any such claims exceeds the materiality threshold, such matter(s) shall be disclosed on an individual basis; and (iv) other proceedings which have been determined to be material pursuant to the policy of materiality for identification of material litigation involving our Company, Directors, Promoters and/or our Subsidiaries and/or Group Company ("**Relevant Parties**" and such policy, "**Materiality Policy**"). Since the Company has no subsidiaries and group companies as per SEBI ICDR Regulations, there are no litigations involving subsidiaries and group companies, which have a material impact on our Company or the Offer, as applicable. Additionally (i) criminal proceedings; (ii) actions taken by statutory or regulatory authorities have been disclosed for the Key Managerial Personnel and Senior Management. Further, except as disclosed in this section, there are no disciplinary actions including penalty imposed by the SEBI or stock exchange against our Promoters in the last five Financial Years.*

For the purposes of (iv) above, in terms of the Materiality Policy adopted by our Board pursuant to a resolution dated August 21, 2025 any pending litigation / arbitration proceedings involving the Relevant Parties shall be considered "material" for the purposes of disclosure in this Red Herring Prospectus, if:

(i) *the omission of an event or information, whose value or the expected impact in terms of value exceeds the limits as prescribed under the SEBI Listing Regulations (as amended from time to time) i.e.*

   a. *two percent of turnover, as per the restated financial information of the Company for the latest financial year; or*

   b. *two percent of net worth as per the restated financial information of the Company for the latest financial year, except in case the arithmetic value of the net worth is negative;*

   c. *five percent of the average of absolute value of profit or loss after tax, as per the restated financial information of the Company for the last three financial years.*

   Accordingly, any transaction exceeding the lower of a., b. or c. above will be considered for the above purpose;

(ii) *where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in an individual litigation does not exceed the amount determined as per clause (i) above, and the amount involved in all of such cases taken together exceeds the amount determined as per clause (i) above; and*

(iii) *any such litigation which does not meet the criteria set out in (i) above and an adverse outcome of which would materially and adversely affect the operations or financial position of the Company.*

Accordingly, all such outstanding litigation proceedings where the aggregate monetary claim made by or against the Relevant Parties (individually or in aggregate), in any such outstanding litigation is equal to or in excess of ₹ 21.15 Lakhs (being 5 % of the average of the absolute value of the profit or loss after tax of the Company for the last three financial years as per the restated financial information), have been disclosed in this Red Herring Prospectus.

For the purposes of the above, pre-litigation notices received by the Relevant Parties, Key Managerial Personnel and Senior Managerial Personnel from third parties (excluding governmental, statutory or regulatory authorities or notices threatening criminal action) shall, in any event, not be considered as litigation until such time that Relevant Parties are impleaded as defendants in proceedings initiated before any court, tribunal or governmental authority, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced.

Except as stated in this section, there are no outstanding material dues to creditors of our Company. For this purpose, in terms of our Materiality Policy, outstanding dues to any creditor of our Company having a monetary value which is equal to or exceeds 5% of the total outstanding dues (i.e., trade payables) to creditors of our Company as on the date of the latest Restated Financial Information of our Company shall be considered as 'material'. The total outstanding dues to creditors as on March 31, 2025 based on the Restated Financial Information of our Company was ₹1,965.63 Lakhs. Accordingly, any outstanding dues to creditors exceeding ₹98.28 Lakhs which is 5% of total outstanding dues to creditors of our Company as on March 31, 2025 based on the Restated Financial Information of our Company, have been considered as material

outstanding dues for the purposes of disclosure in this section. Further, for outstanding dues to any party which is a micro, small or a medium enterprise ("MSME") and other creditors, the disclosure will be based on information available with our Company regarding the status of the creditor as defined under the Micro, Small and Medium Enterprises Development Act, 2006, as amended, read with the rules and notifications thereunder.

We have disclosed matters relating to direct and indirect taxes involving the Relevant Parties (as applicable) in a consolidated manner giving details of number of cases and total amount involved in such claims and details of such matters not limited to the cases where the amount involved exceeds the materiality threshold specified above.

I. Litigation involving our Company

A. Litigation against our Company		
Sr. No.	**Litigation Involving**	**No. of Proceedings**
a)	Criminal Proceedings	Nil
b)	Civil Proceedings	Nil
c)	Actions by Statutory/ Regulatory Authorities[1]	Nil
d)	Other Pending Litigations based on Materiality Policy	Nil
e)	Wilful Defaulter: Our Company does not appear on the Wilful Defaulters' list as per the Reserve Bank of India circular on Wilful Defaulters'.	

B. Litigation filed by our Company		
Sr. No.	**Litigation Involving**	**No. of Proceedings**
a)	Criminal Proceedings	Nil*
b)	Civil Proceedings	Nil
c)	Actions by Statutory/ Regulatory Authorities[1]	Nil
d)	Other Pending Litigations based on Materiality Policy	Nil

Criminal proceedings:

Our Company has filed a FIR under Sections 316(2), 318(4), 319(2) of the Bharatiya Nagarik Suraksha Sanhita, 2023 ("BNSS"), and Sections 66C and 66D of the Information Technology Act, 2000 (as amended by the IT Amendment Act of 2008). A complaint has also been registered with the Cyber Crime Police Station, Hyderabad, requesting appropriate legal action against the individual who, by impersonating our vendor, fraudulently caused a financial loss of ₹ 45.17 lakhs. The matter is currently under investigation.

II. Litigation involving Director/s of our Company

A. Litigation against Director/s/ KMP/SMP of our Company		
Sr. No.	**Litigation Involving**	**No. of Proceedings**
a)	Criminal Proceedings	Nil
b)	Civil Proceedings	Nil
c)	Actions by Statutory/ Regulatory Authorities[1]	Nil
d)	Other Pending Litigations based on Materiality Policy	Nil
e)	Wilful Defaulter: None of our Directors appear on the Wilful Defaulters' list as per the Reserve Bank of India circular on Wilful Defaulters'.	

B. Litigations filed by our Director/s/KMP/SMP		
Sr. No.	**Litigation Involving**	**No. of Proceedings**
a)	Criminal Proceedings	Nil
b)	Civil Proceedings	Nil
c)	Actions by Statutory/ Regulatory Authorities[1]	Nil
d)	Other Pending Litigations based on Materiality Policy	Nil

[1]*The Regulatory or Statutory Authorities for the purpose of this Section include but are not limited to SEBI, RBI etc.*

III. Litigation involving our Promoters

A. Litigation against our Promoters		
Sr. No.	**Litigation Involving**	**No. of Proceedings**
a)	Criminal Proceedings	Nil
b)	Civil Proceedings	Nil
c)	Actions by Statutory/ Regulatory Authorities[1]	Nil
d)	Other Pending Litigations based on Materiality Policy	Nil
e)	Disciplinary Action Including Penalty Imposed By SEBI/ Stock Exchanges Against Our Promoter in the last 5 Financial Years including Outstanding Action	Nil
f)	Wilful Defaulter: Our Promoter doesn't appear on the Wilful Defaulters' list as per the Reserve Bank of India circular on Wilful Defaulters'.	

B. Litigations filed by our Promoters		
Sr. No.	**Litigation Involving**	**No. of Proceedings**
a)	Criminal Proceedings	Nil
b)	Civil Proceedings	Nil
c)	Actions by Statutory/ Regulatory Authorities[1]	Nil
d)	Other Pending Litigations based on Materiality Policy	Nil

[1]*The Regulatory or Statutory Authorities for the purpose of this Section include but are not limited to SEBI, RBI etc.*

CLAIMS RELATED TO DIRECT AND INDIRECT TAXES

Except as disclosed below, as on the date of this Red Herring Prospectus, there are no pending claims related to direct and indirect taxes involving our Company, Promoters and Directors:

Nature of Proceedings	Number of cases	Amount involved(1) (₹. in lakhs)
Involving our Company		
Direct Tax (Income Tax)	**Nil**	**Nil**
Indirect Tax	**Nil**	**Nil**
Total	**Nil**	**Nil**
Involving our Promoters		
Direct Tax (Income Tax)	**Nil**	**Nil**
Indirect Tax	**Nil**	**Nil**
Total	**Nil**	**Nil**
Involving our Directors/ KMP/SMP (other than Promoters)		
Direct Tax (Income Tax)	**1***	**1.27**
Indirect Tax	**Nil**	**Nil**
Total	**1***	**1.27**

[1]*To the extent quantifiable*

** One of the Independent Directors, Mr. Madadi Ugender Reddy has a Direct tax claims against him involving a total amount of Rs.1,27,059/- which include income tax demand amounting to Rs.1,03,300/- and accrued interest of Rs.23,759/- with respect to the AY 2023.*

Description of tax proceedings involving our Company, exceeding the materiality threshold

As on the date of this Red Herring Prospectus, there are no other proceedings involving our Company, which have been considered material by our Company in accordance with the Materiality Policy.

IV. **Litigation involving our Group Companies**

As on date of this Red Herring Prospectus, the Company has no Group Companies.

V. Litigation involving our Subsidiaries

As on date of this Red Herring Prospectus, the Company has no Subsidiaries.

VI. Disclosures pertaining to wilful defaulters and fraudulent borrower:

Neither our Company or the Promoters and nor our Directors are or have been classified as a wilful defaulter or as a fraudulent borrower by a bank or financial institution or a consortium thereof in accordance with the guidelines on wilful defaulters issued by RBI.

Outstanding Dues to Creditors of our Company

In accordance with the Materiality Policy, our Company has considered such creditors material to whom the amount due is equal to or in excess of 5% of the total outstanding dues ("**Trade Payables**") as of September 30, 2025, based on the Restated Financial Information of our Company was outstanding, were considered '*Material*' Creditors'. Our total trade payables as of September 30, 2025, was ₹ 558.98 Lakhs and accordingly, creditors to whom outstanding dues as of September 30, 2025, exceed ₹ 27.95 Lakhs have been considered as material creditors for the purposes of disclosure in this Red Herring Prospectus. Details of outstanding dues towards our material creditors are available on the website of our Company at https:// www.digilogicsystems.com

Based on this criteria, details of outstanding dues owed to micro, small and medium enterprises creditors, Material Creditors and other creditors as of September 30, 2025 by our Company are set out below:

Particulars	**No. of Creditors**	**Amount *(₹ in Lakhs)***
Dues to micro, small and medium enterprises (the "MSME")	03	1.94
Dues to Material Creditors	02	455.84
Dues to other creditors	35	101.20
Total	**40**	**558.98**

* *As certified by M/s. B Srinivasa Rao & Co., Chartered Accountants, Statutory and Peer Review Auditor by way of their certificate dated January 12, 2026.*

Information provided on the website of our Company is not a part of this Red Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website, www.digilogicsystems.com, would be doing so at their own risk.

Material Developments since the last Balance Sheet Date

Except as mentioned under the section titled '*Management's Discussion and Analysis of Financial Condition and Results of Operations*' beginning on page 288 of this Red Herring Prospectus, in the opinion of our Board, there have not arisen any material developments, since the date of the last financial information disclosed in this Red Herring Prospectus, any circumstances that materially or adversely affect or are likely to affect our profitability or the value of our assets or our ability to pay material liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

Our business requires various approvals, consents, licenses, registrations and permits issued by relevant governmental and regulatory authorities of the respective jurisdictions under various rules and regulations. Set out below is an indicative list of all material approvals, consents, licenses, registrations and permits obtained by our Company for the purposes of undertaking the businesses and operations. Except as mentioned below no further material approvals are required to undertake the Offer. Additionally, unless otherwise stated herein, these approvals, consents, licenses, registrations and permits are valid as on the date of this Red Herring Prospectus. Certain approvals, licenses, registrations and permits may expire periodically in the ordinary course and applications for renewal of such expired approvals are submitted in accordance with applicable requirements and procedures. For further details in connection with the applicable regulatory and legal framework, please refer to the section titled *'Key Industry Regulations and Policies'* beginning on page 201 of this Red Herring Prospectus.

Our Company has its business located at:

Registered Office: #102, 1st Floor, DSL Abacus Tech Park Uppal Kalsa Village, Uppal Mandal, Rangareddy, Telangana, India - 500039.

The objects clause of the Memorandum of Association enables our Company to undertake its present business activities. The approvals required to be obtained by our Company include the following:

Incorporation Details

a) Our Company was originally formed as a partnership firm under the Indian Partnership Act, 1932 under the name and style of "M/s Digilogic Systems" pursuant to a deed of partnership dated May 08, 2007.
b) M/s Digilogic Systems was subsequently converted from partnership firm to a Private Limited Company under Part IX of the Companies Act, 1956 in the name of "Digilogic Systems Private Limited" and received a certificate of incorporation dated December 09, 2011 issued by the Registrar of Companies, Andhra Pradesh.
c) Fresh certificate of incorporation dated July 01, 2025 issued by Registrar of Companies, Central Processing Centre, consequent upon change of name from "Digilogic Systems Private Limited" to "Digilogic Systems Limited" on conversion from private limited company to public limited company.
d) The Corporate Identification Number of our Company is U62099TG2011PLC077933.

Approvals for the Offer

Corporate Approvals

- Our Board have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a resolution passed at its meeting held on August 03, 2025 authorized the Offer, subject to the approval of the shareholders and such other authorities as may be necessary.
- The shareholders of our Company have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a special resolution passed in the AGM held on August 18, 2025 authorized the Offer.
- Our Board approved the Draft Red Herring Prospectus pursuant to its resolution dated September 17, 2025.
- Our Board approved this Red Herring Prospectus pursuant to its resolution dated January 13, 2026.

1. In-Principle Approval from the Designated Stock Exchange

In-principle approval dated January 08, 2026 from the BSE (SME Platform of BSE) for using the name of the exchange in its Red Herring Prospectus for listing of the Equity Shares issued by our Company pursuant to the Offer.

2. Agreements with NSDL and CDSL

a) Our Company has entered into an agreement dated March 19, 2025 with the Central Depository Services (India) Limited and the Registrar and Share Transfer Agent, who in this case is, KFIN Technologies Limited for the dematerialization of its shares.
b) Similarly, our Company has also entered into an agreement dated February 24, 2025 with the National Securities Depository Limited and the Registrar and Share Transfer Agent, who in this case is KFIN Technologies Limited for the dematerialization of its shares.

c) Our Company's International Securities Identification Number is INE1OOT01028.

Approvals/ Licenses related to our Business Activities

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:

Sr. No.	Description	Applicable Laws	Authority	Registration Number/Application No.	Date of Issue/ Date of Certificate	Date of Expiry
1)	MSME Registration-Udyam Registration	Micro, Small and Medium Enterprises Development Act, 2006	Ministry of Micro, Small & Medium Enterprises	UDYAM-TS-02-0008778	November 06, 2020	One-time registration
2)	Shops & Establishment Certificate	Telangana Shops & Establishments Act, 1988	Government of Telangana Labour Department	SER/HYD/DCL/H1/55088/2017	January 01, 2026	December 31, 2026
3)	Shops & Establishment Certificate	Karnataka Shops and Commercial Establishments Act. 1961	Government of Karnataka Labour Department	32/57/S/0022/2023	January 25, 2023	December 31, 2027
4)	Importer Exporter Code	The Foreign Trade (Development and Regulation) Act, 1992	Foreign Trade Development Officer	AAECD0732B	April 11, 2019	One-time registration
5)	AS 9100D and ISO 9001:2015	NA	TÜV SÜD America Inc	951 20 5165	May 22, 2023	May 21, 2026
6)	Legal Entity Identifier	RBI Guidelines	Legal Entity Identifier India Limited (A wholly owned subsidiary of the Clearing Corporation of India Limited)	3358005DJXPLRU9Z5J72	-	February 20, 2026

Tax related Approvals/ Licenses/ Registrations

Sr. No.	Authorisation granted	Issuing Authority	Registration No./ Reference No./ License No.	Date of Issue	Validity
1.	Permanent Account Number	Income Tax Department, Government of India	AAECD0732B	January 10, 2012	Valid till cancelled
2.	Tax Deduction Account Number	Income Tax Department, Government of India	HYDD05555E	February 10, 2012	Valid till cancelled
3.	GST Registration Certificate under the	Government of India and	36AAECD0732B1ZB	August 08, 2025*	One-time registration

	provisions of Central Goods and Services Tax, 2017 and Telangana Goods and Services Tax Act, 2017	Government of Telangana			
4.	GST Registration Certificate under the provisions of Central Goods and Services Tax, 2017 and Karnataka Goods and Services Tax Act, 2017	Government of India and Government of Karnataka	29AAECD0732B1Z6	December 05, 2022	One-time registration
5.	Professional Tax Registration Certificate – Employee and Employer	Telangana Tax on Profession Trade, Calling and Employment Act, 1987	36574285189	October 09, 2023	One-time registration
6.	Professional Tax Registration Certificate – Employee and Employer	Karnataka Tax on Professions Trade, Callings and Employment Act, 1976	387943532	February 09, 2023	One-time registration

** The Company has received an amended copy of GST certificate pursuant to updation of name in GST certificate due to conversion of Company in to Public Limited Company.*

Industrial and Labour Law related Approvals

Sr. No.	Description	Applicable Laws	Issued by	Registration Number	Date of Certificate	Date of Expiry
1.	Registration under Employees' Provident Fund Organisation	Employees (Provident Fund and Miscellaneous Provisions) Act, 1952	Regional Provident Fund Commissioner, Andhra Pradesh, Hyderabad	No. AP/HY/73115 Enf/-I/T-I/2012/222	June 15, 2012	Valid till cancelled
2.	Registration under Employees' State Insurance	Employees' State Insurance Act, 1948	Employee State Insurance Corporation	52000455600000999	October 28, 2013	Valid till cancelled

Intellectual Property related Approvals/Registrations

As on the date of this Red Herring Prospectus, one (1) trademark is registered in the name of the company under class 42 in respect of the logo with the Controller General of Patents, Designs and Trade Marks.

The following are the details regarding the trademarks registered with Registrar of Trademarks:

Sr. No.	Wordmark/ Label	Application Date	Trademark/ Application Number	Current Status	Class of Trademark	Period of Validity
1.	DIGILOGIC® innovative solutions	November 23, 2015	3105033	Active	42	November 22, 2035

For details, please refer section titled "*History and Certain Other Corporate Matters – Other Agreements*", "*Our Business – Intellectual Property*" and "*Risk Factors*" beginning on page 212, 178 and 38 respectively of this Red Herring Prospectus.

Domain Name

Sr. No.	Domain Name and ID	Sponsoring Registrar and IANA ID	Registrant Name	Creation Date	Registry Expiry Date
1	Name: DIGILOGICSYSTEMS.COM ID: 1567802560_DOMAIN_COM-VRSN	303	Digilogic Systems	September 03, 2009	September 03, 2026

Material licenses/ approvals:

Material Approvals Applied For, But Not Received:

The Company is proposing to set up a Proposed New Facility. The ***Material Approvals Applied For, But Not Received*** except for "**Permission from Ground Water Department to dig Bore well**", "**Factory Plan Approval**", "**Building Plan Approval**" , "**Consent for Establishment**" and "**Environmental Clearance"** in connection with setting up the Proposed New facility are as under[(1)]:

Sr. No.	Name of Government Approvals	Approving Authority	Stage at which approvals are required	Status
1.	Permission from Ground Water Department to dig bore well	Ground Water Department, Telangana	Applied	Approval received
2.	Building Plan Approval	Industrial Area Local Authority (IALA) / Telangana Industrial Infrastructure Corporation Limited (TGIIC)	Applied	Approval received
3.	Factory plan approval	Department of Factories, Telangana	Applied	Approval received
4.	Consent for Establishment (CFE)	Telangana State Industrial department	Applied	Approval received
5.	Environmental Clearance	Telangana State Pollution Control Board	Applied	Approval received
6.	Height Clearance	Airports Authority of India	Applied	Pending for Approval

[(1)]Based on the Capital Expenditure Report dated January 09, 2026, prepared by Mr. V Srirama, Independent Chartered Engineer.

Material licenses/ approvals for which the Company is yet to apply

The Company is proposing to set up a Proposed New Facility. The ***Material approvals required but not obtained or applied for*** in connection with setting up the Proposed New facility are as under[(1)]:

Sr. No.	Name of Government Approvals	Approving Authority	Stage at which approvals are required	Status
1.	Temporary power connection	Southern Power Distribution Company of Telangana Limited	Will be applied on receipt of CFE	Yet to apply
2.	Power Connection & Power Release	Southern Power Distribution Company of Telangana, Hyderabad	Power connection will be applied after construction of Factory building & Power Release will be applied with CEIG certificate	Yet to apply
3.	Electrical approvals- CEIG	Department of Electrical Inspectorate, Government of Telangana	Will be applied after completing one-month operations with regular power connection	Yet to apply
4.	Factories License	Director of Factories, Hyderabad	License needs to be applied for close to completion of building	Yet to apply
5.	Occupancy Certificate	Industrial Area Local Authority (IALA) / Telangana Industrial Infrastructure Corporation Limited (TGIIC)	Will be applied after construction of Factory building & development of common areas as per approved plan	Yet to apply
6.	Property Tax Assessment	Commercial Taxes Department, Government of Telangana	Will be applied before trails runs/operations	Yet to apply
7.	Consent for Operation (CFO)*	Telangana State Industrial department	Will be applied post completion of building	Yet to apply

[(1)]Based on the Capital Expenditure Report dated January 09, 2026, prepared by Mr. V Srirama, Independent Chartered Engineer.

**Addition of address of Proposed New Facility in the existing Udyam Registration Certificate (Registration No. UDYAM-TS-02- 0008778) & GST Certificate (Registration No. 36AAECD0732B1ZB) prior to filing for Consent for Operation.*

Except as mentioned in above table, there are no Material licenses/ approvals for which the Company is yet to apply, as on the date of this Red Herring Prospectus.

Material Information in relation to our Material Subsidiary

As on the date of this Red Herring Prospectus, our Company does not have any subsidiary.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for Offer

Corporate Approvals

The Offer has been authorized by our Board pursuant to the resolution passed at its meeting dated August 03, 2025 and by the shareholders pursuant to the special resolution passed in its AGM dated August 18, 2025 under Section 62(1)(c) of the Companies Act, 2013. Further, our Board has taken on record the consents of the Promoter Selling Shareholder to participate in the Offer for Sale pursuant to the resolution dated August 21, 2025. The Draft Red Herring Prospectus was approved by the Board of Directors of the Company pursuant to a resolution passed on September 17, 2025. This Red Herring Prospectus has been approved by the Board of Directors of the Company pursuant to a resolution passed on January 13, 2026.

Consent from the Promoter Selling Shareholder

The Promoter Selling Shareholder have specifically authorized the inclusion of his portion of the Offered Shares as part of the Offer for Sale, as follows:

Name of the Selling Shareholder	Aggregate number of Equity Shares being offered in the Offer for Sale	Date of Consent Letter
Mr. Madhusudhan Varma Jetty	Upto 10,89,600	August 19, 2025

The Promoter Selling Shareholder confirm that his portion of the Offered Shares are eligible to be offered for sale in the Offer in accordance with the provisions of SEBI ICDR Regulations, to the extent applicable to it as on the date of this Red Herring Prospectus.

In-principle Approval

Our Company has obtained in-principle approval from the SME Platform of BSE for using its name in the Red Herring Prospectus/ Prospectus pursuant to an approval letter dated January 08, 2026. BSE is the Designated Stock Exchange.

Prohibition by SEBI or Other Governmental Authorities

We confirm that our Company, Directors, Promoter and Promoter Group, Promoter Selling Shareholder, persons in control of our Company are not prohibited from accessing or operating in the capital markets for any reason or restrained from buying, selling or dealing in securities, under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority / court as on the date of this Red Herring Prospectus.

The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

Neither of our Promoter, Promoter Group, Promoter Selling Shareholder, Directors or the person(s) in control of our Company, have ever been part of Promoter, Promoter Group, Directors or the person(s) in control of any other Company which is debarred from accessing the capital market under any order or directions made by the SEBI or any other regulatory or governmental authority.

There has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the under section titled *"Outstanding Litigations and Material Developments"* beginning on page 307 of this Red Herring Prospectus.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Promoter and members of our Promoter Group and the Promoter Selling Shareholder are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable, as on the date of this Red Herring Prospectus.

Prohibition by RBI

Neither our Company nor any of our Promoter, Promoter Selling Shareholder, our Directors, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a wilful defaulter or a fugitive

economic offender or a fraudulent borrower and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided under section titled '*Outstanding Litigations and Material Developments*' beginning on page 307 of this Red Herring Prospectus.

Prohibition with respect to wilful defaulters or a fraudulent borrower

Neither our Company, our Promoter, our Directors, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as wilful defaulters or a fraudulent borrower as defined by the SEBI ICDR Regulations.

Directors associated with Securities Market

None of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as promoter or directors in the past five years immediately preceding the date of this Red Herring Prospectus.

- **Eligibility for the Offer**

- Our Company is eligible in terms of Regulations 228 of SEBI ICDR Regulations, for this Offer.
  i) Neither our Company, nor any of its Promoter, Promoter Group, Directors or Promoter Selling Shareholder are debarred from accessing the capital market by the SEBI.
  ii) Neither our Promoter nor any of our Directors or persons in control of our Company is 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 the SEBI or any other governmental authorities as on the date of this Red Herring Prospectus.
  iii) None of our Promoter or Directors is declared as Fugitive Economic Offender under Fugitive Economic Offenders Act, 2018.
  iv) Neither our Company, nor our Promoter, relatives (as defined under the Companies Act, 2013) of our Promoter nor our Directors, is a willful defaulter or a fraudulent borrower.

- Our Company has complied with the conditions of Regulation 230 of SEBI ICDR Regulations for this Offer.

- Our Company is an "unlisted Issuer" in terms of the SEBI ICDR Regulations; and this Offer is an "Initial Public Offering" in terms of the SEBI ICDR Regulations.

- Our Company is eligible for the Offer in accordance with Regulation 229(1), 253(1) and other provisions of Chapter IX of the SEBI ICDR Regulations, as we are an Issuer whose post Offer paid up capital is not more than 10 crore rupees and we may hence Offer Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the "**SME Platform of BSE**").

  We confirm that:

  i) In accordance with Regulation 260 of the SEBI ICDR Regulations, this Offer will be 100% underwritten and shall not restrict to the minimum subscription level. The Book Running Lead Manager to the Offer shall underwrite minimum 15.00% of the total Offer Size. For further details pertaining to said underwriting please refer to section titled *'General Information'* beginning on page 71 of this Red Herring Prospectus.

  ii) In accordance with Regulation 268(1) of the SEBI ICDR Regulations, we shall ensure that the total number of proposed allottees in the Offer is greater than or equal to 200, otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within 2 (two) Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of 2 (two) Working Days, be liable to repay such application money, with interest as prescribed under Section 40 of the Companies Act, and Regulation 269 of SEBI ICDR Regulations.

  iii) In terms of Regulation 246(5) of the SEBI ICDR Regulations, we shall ensure that our Book Running Lead Manager submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies. Further, in terms of Regulation 246(2), SEBI shall not issue observation on the Red Herring Prospectus/ Prospectus.

iv) In accordance with Regulation 261 of the SEBI ICDR Regulations, we hereby confirm that, we have entered into an agreement with the Book Running Lead Manager and a Market Maker to ensure compulsory market making for a minimum period of 3 years from the date of listing of Equity Shares on the SME Platform of BSE. For further details of the arrangement of market making please refer to section titled *'General Information'* beginning on page 71 of this Red Herring Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an Offer under Chapter IX of SEBI ICDR Regulations as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

1. Our Company shall mandatorily facilitate trading in Demat securities for which we have entered into an agreement with the Central Depositary Services Limited (CDSL) dated March 19, 2025 and National Securities Depository Limited dated February 24, 2025 for establishing connectivity.

2. Our Company has a website i.e. www.digilogicsystems.com

We confirm that we comply with all the below requirements/ conditions so as to be eligible to be listed on the SME Platform of BSE:

1) Our Company was originally formed as a partnership firm under the Indian Partnership Act, 1932 under the name and style of "M/s Digilogic Systems" pursuant to a deed of partnership dated May 08, 2007. Further, "Digilogic Systems" was subsequently converted from the partnership firm to a Private Limited Company under Part IX of the Companies Act, 1956 in the name of "Digilogic Systems Private Limited" and received a certificate of incorporation dated December 09, 2011, issued by the Registrar of Companies, Andhra Pradesh. Subsequently, our Company was converted into public limited company pursuant to special resolution passed by the shareholders at the EGM held on June 18, 2025, and consequently, the name of our Company was changed to "Digilogic Systems Limited" and a fresh certificate of incorporation consequent upon conversion from private company to public company was issued by Registrar of Companies, Central Processing Centre on July 01, 2025 bearing CIN U62099TG2011PLC077933.

2) The main objects of the Company as contained in the Memorandum of Association are as follows:

   i. *To engage in the design, development, manufacture, assembly, integration, testing, servicing, overhaul, upgrade, import, export, and supply of defence and aerospace systems, platforms, sub-systems, and components including but not limited to weapons systems, surveillance systems, communication systems, radar systems, navigation and avionics, unmanned aerial and ground vehicles, electronic warfare systems, and cybersecurity solutions.*

   ii. *To engage in the design, development, manufacture, assembly, integration, testing, servicing, overhaul, upgrade, import, export, and supply of systems, platforms, sub-systems, and components including but not limited to Automated Test Equipment (ATE), Checkout Systems, RF Simulators, System Evaluators, System Engineering & Deployments, Data Acquisition Systems, Static Test Beds, Maintenance, Repair & Overhaul Services (MRO).*

   iii. *To act as an Original Equipment Manufacturer (OEM), contract manufacturer, system integrator, distributor, licensee, or subcontractor for the indigenous or licensed production of defence, aerospace, or dual-use platforms, equipment, modules, or components, whether under the Company's own brand or on behalf of Indian or foreign partners/OEMs, and to supply such systems to armed forces, public sector undertakings, private enterprises, or government agencies in India or abroad.*

   iv. *To provide Electronics Manufacturing Services (EMS), including but not limited to printed circuit board assembly (PCBA), surface mount technology (SMT), through-hole assembly, box build, cable and wire harnessing, electromechanical assembly, systems integration, and testing of products and components for use in defence, aerospace, space, automotive, healthcare, industrial, and other dual-use applications.*

   v. *To research, develop, produce, and commercialize advanced technologies and systems that are*

applicable for both defence and civilian sectors, including but not limited to embedded systems, semiconductors, microelectronics, artificial intelligence (AI), machine learning, autonomous systems, internet of things (IoT), sensors, robotics, satellite communications, and smart surveillance systems.

vi. *To promote the indigenization and self-reliance in the manufacture and supply of dual-use and strategic electronics and defence technologies in alignment with national initiatives such as 'Make in India' and 'Atmanirbhar Bharat' and allied national programs.*

vii. *To establish partnerships, technical collaborations, joint ventures, technology transfer agreements, and licensing arrangements with Indian or foreign OEMs, MSMEs, startups, government agencies, research institutions, or private entities, for co-development, co-production, supply chain participation, or export of defence and dual-use products and technologies, subject to applicable laws and regulations.*

viii. *To undertake turnkey projects, provide consultancy, technical support, training, software development, and project management services in the fields of defence, aerospace, electronics, embedded systems, and allied technologies, either independently or in collaboration with third parties.*

ix. *To acquire, develop, lease, license, use, assign, or commercialize intellectual property, including patents, trademarks, copyrights, designs, technical know-how, and proprietary technologies, in India or abroad for business purposes.*

3) The present paid-up capital of the Company is ₹ 445.05 Lakhs comprising of 2,22,52,630 Equity Shares having face value of ₹ 2/- each and we are proposing Offer up to [●] Equity Shares of face value of ₹ 2/- each of the Company comprising a fresh issue of up to [●] Equity Shares of face value of ₹ 2/- each aggregating to ₹ 6,967.58 Lakhs and an offer for sale of up to 10,89,600 Equity Shares of face value of ₹ 2/- each by the Promoter Selling Shareholder. Hence, our Post Offer Paid up Capital will be up to ₹ [●] Lakhs which will be less than ₹ 1000 Lakhs.

4) Our Company confirms that it has track record of more than 3 years.

5) the Company has recorded a minimum operating profit (earnings before interest, depreciation and tax) of ₹ 1 Crore from operations (calculated as per the restated financial statements of the Company) for 2 out of 3 latest financial years preceding the application and has a net worth of atleast ₹ 1 Crore for 2 preceding financial years computed in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations:

(₹ in Lakhs)

Particulars	**Financial year/Period ended**		
	March 31, 2025	**March 31, 2024**	**March 31, 2023**
Operating Profit (earnings before interest, depreciation and tax) from operations excluding other income	1,339.97	544.45	527.65
Net worth	3,346.01	1,348.45	1,108.50

6) The Net Tangible Asset* based on Restated Financial Statements of the Company as on March 31, 2025 is ₹ 3,331.33 Lakhs. Therefore, the Company satisfies the criteria for Net Tangible Asset of ₹ 300.00 lakhs in last preceding (full) financial year.

**(Note: Net Tangible Asset = Total Net Worth – Intangible Asset – Intangible Asset under development)*

7) The leverage ratio of the Company as on March 31, 2025 is 0.40 and as on September 30, 2025 is 0.63 i.e., not more than 3:1

8) The Company has not been referred to erstwhile Board for Industrial and Financial Reconstruction (BIFR) or no proceedings have been admitted under Insolvency and Bankruptcy Code against the Company.

9) There is no winding up petition against the Company, which has been admitted by a court of competent jurisdiction or liquidator has not been appointed.

10) All the securities of the Company (including shareholding of the Promoter) is in dematerialized form and the Company has entered into an agreement with both the depositories.

11) There is no material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority against the Promoter or companies promoted by the promoter by any stock exchange having nationwide trading terminals.

12) The Promoter or Directors are not promoter(s) or directors (other than independent directors) of compulsory delisted companies by exchange and there are no instances of applicability of consequences of compulsory delisting being attracted or being suspended from trading on account of non-compliance.

13) None of the directors are disqualified/ debarred by any of the regulatory authority.

14) There are no pending defaults in respect of payment of interest and/or principal to the debenture/ bond/ fixed deposit holders by the Company, Promoter/ promoting company(ies).

15) There has not been any change in name of the Company within the last 1 year.

16) The Company has a functional website i.e. www.digilogicsystems.com

17) The composition of board of the Company is in compliance with the requirements of Companies Act, 2013.

18) There has been no change in the Promoter of the Company in preceding one year from date of filing the application to BSE for listing under SME segment.

Disclaimer Clause of SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI"/ "BOARD") SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, INDORIENT FINANCIAL SERVICES LIMITED, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, ("SEBI ICDR REGULATIONS") IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGER, INDORIENT FINANCIAL SERVICES LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE. THE BOOK RUNNING LEAD MANAGER, INDORIENT FINANCIAL SERVICES LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED JANUARY 13, 2026 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI ICDR REGULATIONS ; WHICH SHALL ALSO BE SUBMITTED TO SEBI AFTER FILING THE PROSPECTUS WITH ROC AND BEFORE OPENING OF THE OFFER IN ACCORDANCE WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018

THE FILING OF THE OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS, ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.

WE, THE UNDER NOTED BOOK RUNNING LEAD MANAGER TO THE ABOVE-MENTIONED FORTHCOMING OFFER STATE AND CONFIRM AS FOLLOWS:

1) **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION, INCLUDING COMMERCIAL DISPUTES, PATENT DISPUTES, CIVIL LITIGATIONS, DISPUTES WITH COLLABORATORS, CRIMINAL LITIGATIONS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE RED HERRING PROSPECTUS PERTAINING TO THE SAID OFFER.**

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 OFFER, PRICE JUSTIFICATION, THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:**

   A. **THE RED HERRING PROSPECTUS FILED WITH THE ROC, STOCK EXCHANGE AND SEBI IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS WHICH ARE MATERIAL TO THE OFFER;**
   B. **ALL MATERIAL LEGAL REQUIREMENTS RELATING TO THE OFFER AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ ISSUED BY THE SEBI, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**
   C. **THE MATERIAL DISCLOSURES MADE IN THE RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED OFFER AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, APPLICABLE PROVISIONS OF THE COMPANIES ACT, 1956, THE SEBI ICDR REGULTIONS AND OTHER APPLICABLE LEGAL REQUIREMENTS.**

3) **WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE RED HERRING PROSPECTUS ARE REGISTERED WITH THE SEBI AND THAT TILL DATE, SUCH REGISTRATION IS VALID.**

4) **WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITE TO FULFILL THEIR UNDERWRITING COMMITMENTS**

5) **WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR EQUITY SHARES AS PART OF PROMOTER' CONTRIBUTION SUBJECT TO LOCK-IN AND THE EQUITY SHARES PROPOSED TO FORM PART OF PROMOTER' 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 RED HERRING PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE RED HERRING PROSPECTUS.**

6) **WE CERTIFY THAT REGULATION 237 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTER'S CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE RED HERRING PROSPECTUS.**

7) **WE UNDERTAKE THAT SUB-REGULATION (2) OF REGULATION 236 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 SHALL BE COMPLIED WITH.**

8) **WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE OFFER. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER' 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 PUBLIC OFFER.**

9) **WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE OFFER ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONIES SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM THE STOCK EXCHANGE MENTIONED IN THE RED HERRING PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE OFFER AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION.**

10) **WE CERTIFY THAT THE EXISTING BUSINESS AS WELL AS THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT OFFER FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION COMPLIED TO THE EXTENT APPLICABLE.**

11) **WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL-INFORMED DECISION.**

12) **WE CERTIFY THAT ALL THE SHARES ISSUED IN DEMATERIALIZED FORM IS IN COMPLIANCE WITH THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013 AND THE DEPOSITORIES ACT, 1996 AND THE REGULATIONS MADE THEREUNDER. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE RED HERRING PROSPECTUS:**

    A. **AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER; AND**
    B. **AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.**

13) **WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

14) **WE ENCLOSE A NOTE EXPLAINING THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OR THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTER EXPERIENCE AND THE RELATED PARTY TRANSACTIONS ENTERED INTO FOR THE PERIOD DISCLOSED IN THE RED HERRING PROSPECTUS ENTERED BY THE ISSUER IN ACCORDANCE WITH APPLICABLE LAWS.**

15) **WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY**

16) **WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER (WHO ARE RESPONSIBLE FOR PRICING THE OFFER)' AS PER FORMAT SPECIFIED BY THE SEBI THROUGH CIRCULAR NO. CIR/CFD/DIL/7/2015 DATED OCTOBER 30, 2015 -DETAILS ARE ENCLOSED IN "ANNEXURE A".**

17) **WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS- TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD 18 IN THE FINANCIAL INFORMATION OF THE COMPANY INCLUDED IN THE RED HERRING PROSPECTUS.**

ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE:

1. **WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE RED HERRING 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 RED HERRING PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE OFFER UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE EQUITY SHARES OFFERED THROUGH THIS OFFER SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-OFFER ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE OFFER HAVE BEEN GIVEN.**

3. **WE CONFIRM THAT THE RED HERRING PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

4. **WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE EQUITY SHARES OF THE ISSUER.**

5. **WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISION TO SUB-REGULATION (2) OF REGULATION 236 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018; THE CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE RED HERRING PROSPECTUS.**

6. **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.**

7. **WE CONFIRM THAT THE ISSUER HAS REDRESSED AT LEAST NINETY-FIVE PERCENT OF THE COMPLIANCE RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY PRECEEDING THE MONTH OF THE FILLING OF THE RED HERRING PROSPECTUS WITH THE REGISTRAR OF COMPANIES - *NOT APPLICABLE*.**

Note:

THE FILING OF THIS RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER SECTION 34, SECTION 35, SECTION 36 AND SECTION 38 (1) OF THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE RED HERRING PROSPECTUS.

All legal requirements pertaining to the Offer will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Telangana, Hyderabad in terms of Section 26, Section 28, Section 32 and Section 33 of the Companies Act, 2013.

DISCLAIMER CLAUSE OF THE PROMOTER SELLING SHAREHOLDER

THE PROMOTER SELLING SHAREHOLDER WILL BE RESPONSIBLE FOR THE RESPECTIVE STATEMENTS CONFIRMED OR UNDERTAKEN BY HIM IN THIS RED HERRING PROSPECTUS IN RELATION TO HIMSELF AND HIS RESPECTIVE PORTION OF THE OFFERED SHARES

All legal requirements pertaining to this Offer will be complied with at the time of filing of the Red Herring Prospectus with the RoC including in terms of Section 32 of the Companies Act. All legal requirements pertaining to this Offer will be complied with at the time of filing of the Prospectus with the RoC including in terms of Sections 26, 30, 32, 33(1) and 33(2) of the Companies Act.

Disclaimer Statement from our Company and the Book Running Lead Manager

Our Company, the Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than those contained in this Red Herring Prospectus, or in case of the Company, in any advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website www.digilogicsystems.com would be doing so at his or her own risk.

Caution

The Book Running Lead Manager to the Offer accepts no responsibility, save to the limited extent as provided in the Offer Agreement entered between the Book Running Lead Manager to the Offer, Promoter Selling Shareholder and our Company on September 15, 2025 and the Underwriting Agreement dated September 15, 2025 and Supplemental Underwriter Agreement dated December 12, 2025 entered into between the Underwriter, Promoter Selling Shareholder and our Company and the Market Making Agreement dated January 12, 2026 entered into among the Market Maker, Book Running Lead Manager to the Offer and our Company.

All information shall be made available by our Company and the Book Running Lead Manager to the Offer to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The Book Running Lead Manager to the Offer and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, and our affiliates or associates, for which they have received and may in future receive compensation.

Note: Investors who apply in the Offer will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not issue, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriter and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Offer.

Statement on price information of past issues handled by Indorient Financial Services Limited:

Sr. No.	*Issue Name*	*Board*	*Issue Size (₹ in crores)*	*Issue Price (in ₹)*	*Listing Date*	*Opening price on listing date (in ₹)*	*+/- % change in closing price, [+/- % change in closing benchmark]*		
							30th calendar days from listing	*90th calendar days from listing*	*180th calendar days from listing*
1.	Techknowgreen Solutions Limited	SME	16.71	86	September 27, 2023	87	99.01 [-4.49]	232.97 [7.54]	119.77 [10.15]
2.	New Jaisa Technologies Limited	SME	39.93	47	October 5, 2023	71	186.17 [-1.61]	194.79 [10.85]	107.02 [14.92]
3.	Canarys Automation Limited	SME	47.03	31	October 11, 2023	43.45	37.26 [-2.10]	38.23 [8.59]	5.81 [13.64]
4.	Plada Infotech Services Limited	SME	12.35	48	October 13, 2023	59	-10.52 [-1.65]	-10.21 [9.46]	-39.48 [14.64]

5.	Chatha Foods Limited	SME	33.39	56	March 27, 2024	73	73.21 [1.84]	76.89 [5.95]	109.82 [15.82]
6.	Yash Highvoltage Limited	SME	1100.1	146	December 19, 2024	277.40	75.75 [-3.28]	1.85 [-4.94]	141.44 3.25
7.	EMA Partners India Limited	SME	76.01	124.00	January 24, 2025	156.50	0.36 [-1.28]	[-10.52] 5.36	[-20.60] 8.53
8.	Grand Continent Hotels Limited	SME	74.46	113.00	March 27, 2025	112.90	30.18 1.90	37.92 6.16	76.95 6.83
9.	ATC Energies System Limited	SME	63.76	118.00	April 02, 2025	95.90	[-10.72] 4.29	[-36.02] 9.36	[-53.52] 5.67
10.	Aakaar Medical Technologies Limited	SME	27.00	72.00	June 27, 2025	75.00	25.14 [-3.12]	NA	0.00 2.10
11.	Prime Cable Industries Limited	SME	40.04	83.00	September 29, 2025	81.00	13.31 5.28	[-0.96] 5.71	Not Applicable

Source: www.bseindia.com, www.nseindia.com

** migrated to main board*

Summary Statement of Disclosure

Financial Year	Total No. of IPOs	Total Amount of Fund Raised in Crores	No. of IPOs trading at discount-30th Calendar days from listing			No. of IPOs trading at premium-30 days from the listing			No. of IPOs trading at discount-180 days from the listing			No. of IPOs trading at Premium-180 days from the listing		
			Over 50%	Between 25% to 50%	Less than 25%	Over 50%	Between 25% to 50%	Less than 25%	Over 50%	Between 25% to 50%	Less than 25%	Over 50%	Between 25 % to 50 %	Less than 25 %
2023 – 2024	5 [SME]	149.41	-	-	1	3	1	-	-	1	-	3	-	1
2024 – 2025	3 [SME]	260.48	-	-	-	1	-	1	-	-	-	-	-	-
2025-2026	3 [SME]	130.80	-	-	1	-	1	1	1	-	-	-	-	1

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Track Record of past issues handled by Indorient Financial Services Limited:

For details regarding track record of Book Running Lead Manager to the Offer as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the Book Running Lead Manager at: https://www.indorient.in/

Disclaimer in respect of Jurisdiction

This Offer is being made in India to persons resident in India who are competent to contract under the Indian Contract Act,1872 including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹2,500.00 Lakh and pension funds with a minimum corpus of ₹2,500.00 Lakhs, and permitted Non-Residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe for Equity 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 Red Herring Prospectus comes is required to inform him or herself about, and to observe, any such restrictions.

Any dispute arising out of this Offer will be subject to jurisdiction of the competent court(s) in Telangana, Hyderabad, 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 the Red Herring Prospectus has been filed with BSE SME for its observations and BSE will give its observations in due course. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

This Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares in the Offer in any jurisdiction, including India. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India. **No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.**

Disclaimer Clause of the SME Platform of BSE

As required, a copy of this Red Herring Prospectus has been submitted to BSE Limited (hereinafter referred to as BSE). BSE has vide its letter dated January 08, 2026, given permission to this Company to use its name in the Offer Document as the Stock Exchange on whose Small and Medium Enterprises Platform ("**SME platform**") the Company's securities are proposed to be listed. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to the Company. BSE does not in any manner:

- warrant, certify or endorse the correctness or completeness of any of the contents of this Red Herring Prospectus; or
- warrant that this Company's Equity Shares will be listed on completion of Initial Public Offering or will continue to be listed on BSE; or
- take any responsibility for the financial or other soundness of this Company, its Promoter, its management or any scheme or project of this Company.
- warrant, certify, or endorse the validity, correctness or reasonableness of the price at which the Equity Shares are issued by the Company and investors are informed to take the decision to invest in the Equity Shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the Equity Shares are offered by the Company is determined by the Company in consultation with the Book Running Lead Manager to the Offer and the Designated Stock Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this on completion of Initial Public Offering have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquire any Equity Shares of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.
- BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this Red Herring Prospectus or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.
- The Company has chosen the SME Platform on its own initiative and its own risk, and is responsible for complying with local laws, rules, regulations, and other statutory or regulatory requirements stipulated by BSE/ other regulatory authority. Any use of the SME Platform of BSE and the related services are subject to Indian laws and courts exclusively situated in Mumbai.

Disclaimer Clause under Rule 144A of the U.S. Securities Act

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended **("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 under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and 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.

Filing of Offer Documents with the Designated Stock Exchange/SEBI/ROC

The Draft Red Herring Prospectus was filed with SME Platform of BSE Limited, 25th Floor, P. J. Towers, Dalal Street, Fort, Mumbai – 400001, Maharashtra, India.

The Draft Red Herring Prospectus has not been filed with SEBI, nor has SEBI issued any observation on the Offer Document in terms of Regulation 246 (5) the SEBI ICDR Regulations. However, SEBI will not issue any observation on the Offer Document in terms of Regulation 246 (2) of the SEBI ICDR Regulations. Pursuant to Regulation 246(5) SEBI ICDR Regulations and SEBI Circular No SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Red Herring Prospectus and Prospectus will be filed online through SEBI intermediary portal at https:\\siportal.sebi.gov.in.

After getting in-principal approval from BSE, a copy of this Red Herring Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 would be delivered for filing to the Registrar of Companies, Telangana, Hyderabad. A copy of the Prospectus along with the documents required to be filed under Section 26 of the Companies Act, 2013 will be delivered for registration to the Registrar of Companies, Telangana, Hyderabad at 2ND Floor, Corporate Bhawan, GSI Post, Nagole, Bandlaguda, Hyderabad-500068, Telangana, India and will be filed to the RoC through the electronic portal at http://www.mca.gov.in.

Listing

The Equity Shares of our Company are proposed to be listed on SME Platform of BSE. Our Company has obtained in-principle approval from BSE by way of its letter dated January 08, 2026 for listing of equity shares on SME Platform of BSE (BSE SME).

BSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Offer. If the permission to deal in and for an official quotation of the Equity Shares on the BSE SME is not granted by BSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this Red Herring Prospectus and the Promoter Selling Shareholder will be liable to reimburse our Company for such repayment of monies, on its behalf, with respect to its respective portion of the Offered Shares. If such money is not repaid within the prescribed time then our Company becomes liable to repay it, then our Company, the promoter and every officer in default 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 SME Platform of BSE mentioned above are taken within Three (3) Working Days of the Offer Closing Date. If Equity Shares are not Allotted pursuant to the Offer within Two (2) Working Days from the Offer 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-

- *Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- *Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- *Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable to action under section 447 of the Companies, Act 2013.*

Consents

Consents in writing of (a) our Directors, Promoter, Promoter Selling Shareholder, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor, Peer Review Auditor, Key Managerial Personnel, Banker to the Company; (b) Book Running Lead Manager, Underwriter, Market Maker, Registrar to the Offer, Banker to the Offer, Legal Counsel to the Offer and Sponsor Bank to act in their respective capacities have been obtained and shall be filed along with a copy of the prospectus with RoC, as required under section 26 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for filing with the ROC.

In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, M/s. B Srinivasa Rao & Co., Chartered Accountants, Statutory Auditors holding peer reviewed certificate, have agreed to provide their written consent to the inclusion of their respective reports on "Statement of Possible Tax Benefits*"* relating to the possible tax benefits and Restated Financial Statements as included in this Red Herring Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this Red Herring Prospectus with the RoC.

Expert to the Offer

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

1. Our Company has received written consent dated January 12, 2026 from the Statutory Auditors namely, M/s. B Srinivasa Rao & Co., Chartered Accountant to include their name as an "expert" as required under Section 26 (5) of the Companies Act, 2013 read with the SEBI ICDR Regulations and as defined under Section 2 (38) of the Companies Act, 2013, in respect of the reports of the Statutory Auditors on the Restated Financial Statements, dated December 31, 2025 and the Statement of Special Tax Benefits dated January 13, 2026, included in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

2. Our Company has received written consent dated January 09, 2026, from the independent chartered engineer, namely V Srirama (registration number: M-153694-4) to include their name in this Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, to the extent and in their capacity as a chartered engineer, in relation to their certificate dated January 09, 2026, certifying the Capital Expenditure Report for the Proposed New Facility at Telangana Government Industrial Infrastructure Corporation (TGIIC) Hardware Park Phase II, Rangareddy District, Hyderabad.

3. Our Company has received written consent dated September 16, 2025 from SARV & Co. Practicing Company Secretary, to include their name as Practicing Company Secretary under Section 26 of the Companies Act, 2013, in this Red Herring Prospectus and be named as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of their certificate dated September 16, 2025 and such consent has not been withdrawn until the filing of this Red Herring Prospectus.

Underwriting Commission and Brokerage

The underwriting commission and the selling commission for the Offer are as set out in the Underwriting Agreement amongst the Company and Underwriter. The underwriting commission shall be paid as set out in the Underwriting

Agreement based on the Offer Price and the amount underwritten in the manner mentioned in accordance with Section 40 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rule, 2013.

Previous Rights and Public Issues since the Last 5 Years

We have not made any rights and public issues in the past, and we are an "unlisted issuer" in terms of the SEBI ICDR Regulations, and this Offer is an "Initial Public Offering" in terms of the SEBI ICDR Regulations.

Previous Issues of Shares other than for Cash

Except as stated in the section titled '*Capital Structure'* beginning on page 83 of this Red Herring Prospectus, our Company has not issued any Equity Shares for consideration other than for cash.

Underwriting Commission, Brokerage and Selling Commission on Previous Issues

Since this is the Initial Public Offering of our Company's Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since our incorporation.

Capital issue during the previous three years by our Company and listed subsidiaries during the last three Years

Other than as disclosed in "*Capital Structure – Notes to the Capital Structure – Share Capital history of our Company"* on page 83, our Company has not undertaken a capital issue in the last three years preceding the date of this Red Herring Prospectus. Further, as on the date of this Red Herring Prospectus, we do not have any Subsidiaries.

Promise Versus Performance for our Company

Our Company is an "unlisted Issuer" in terms of the SEBI ICDR Regulations, and this Offer is an "Initial Public Offering" in terms of the SEBI ICDR Regulations. Therefore, data regarding promise versus performance is not applicable to us.

Performance Vis-A-Vis Objects – Public/ Right Issue of our Company and / or Listed Subsidiary and Joint Venture / Associates of our Company

Except as stated under section titled '*Capital Structure'* beginning on page 83 of this Red Herring Prospectus our Company has not undertaken any previous public or rights issue. Further, as on the date of this Red Herring Prospectus, we do not have any Subsidiaries or joint ventures / associates.

Performance Vis-A-Vis Objects - Last Issue of Listed Subsidiary/ Joint Venture / Associate Companies

We do not have any Subsidiaries and Joint Venture as on the date of this Red Herring Prospectus.

Outstanding Debentures, Bonds, Redeemable Preference Shares and Other Outstanding Convertible Instruments Issued by our Company

Our Company has not issued any debentures or bonds redeemable preference shares or other Outstanding Convertible instruments in the past.

Partly Paid-Up Shares

As on the date of this Red Herring Prospectus, there are no partly paid-up Equity Shares of our Company.

Option to Subscribe

Equity Shares being issued through this Red Herring Prospectus can be applied for in dematerialized form only.

Stock Market Data for our Equity Shares

Our Company is an "unlisted Issuer" in terms of the SEBI ICDR Regulations, and this Offer is an "Initial Public Offering" in terms of the SEBI ICDR Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

Mechanism for Redressal of Investor Grievances

Our Company has appointed "KFIN Technologies Limited" as the Registrar to the Offer, to handle the investor grievances in co-ordination with the Compliance Officer of our Company.

The agreement dated September 12, 2025 between the Registrar to the Offer and our Company provides for retention of records with the Registrar for a period of at least 3 years from the last date of dispatch of the letters of Allotment, demat credit and unblocking of funds to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

All grievances relating to this Offer may be addressed to the Registrar to the Offer with a copy to the Compliance Officer, giving full details such as the name, address of the Applicant, number of Equity Shares applied for, UPI-ID (if applicable) amount paid on Application and the bank branch or Collection Center where the Application was submitted. We estimate that the average time required by us or the Registrar to the Offer or the SCSBs for the redressal of routine investor grievances will be 7 Business Days of our Company from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Our Board by a resolution on July 28, 2025 constituted a Stakeholders Relationship Committee. The composition of the Stakeholders Relationship Committee is as follows:

Name of Director	Designation in the Committee	Nature of Directorship
Mr. Balasubramanyam Danturti	Chairman	Independent Director
Mr. Jetty Shashank Varma	Member	Whole Time Director & CEO
Mr. Hitesh Varma Jetty	Member	Whole Time Director

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on Application and the Designated Branches or the Collection Center of the SCSB where the Application Form was submitted by the ASBA Applicants in ASBA Account or UPI-ID linked bank account number in which the amount equivalent to the Application Amount was blocked.

The Applicant should give full details such as name of the First/ Sole Applicant, Application Form number, Applicant DP-ID, Client-ID, PAN, bank account number, UPI-ID, date of the Application Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant. Further, the Applicant shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the SCSB in case of ASBA Applicants shall redress routine investor grievances within 15 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

We have constituted the Stakeholders Relationship Committee of the Board *vide* resolution passed at the Board meeting held on July 28, 2025. For further details, please refer to the section titled '*Our Management'* beginning on page 218 of this Red Herring Prospectus.

Our Company has appointed Mr. Kameswara Rao Vempati, Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Offer. Contact details for our Company Secretary and Compliance Officer are as follows:

Mr. Kameswara Rao Vempati
Company Secretary and Compliance Officer,
Digilogic Systems Limited
#102, 1ST Floor, DSL Abacus Tech Park Uppal Kalsa Village,
Uppal Mandal, Rangareddy,
Telangana, India - 500039.
Tel No.: +91-040 4547 4601
E-mail: cs@digilogicsystems.com

Investors can contact the Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of allocation, credit of Allotted Equity Shares in the respective beneficiary account or unblocking of funds, etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web based complaints redress system "SCORES". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in

The Promoter Selling Shareholder have authorised the Company Secretary and Compliance Officer of our Company and the Registrar to the Offer to redress any complaints received from Applicants in respect of their respective portion of the Offered Shares.

Status of Investor Complaints

We confirm that we have not received any investor compliant during the 3 years preceding the date of this Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Red Herring Prospectus.

Disposal of Investor Grievances by Listed Companies under the Same Management as our Company.

We do not have any listed company under the same management or any listed subsidiaries or any listed promoter.

Capitalisation of Reserves or Profits

Save and except as stated in the section titled '*Capital Structure*' beginning on page 83 of this Red Herring Prospectus, our Company has not capitalized its reserves or profits during the last 5 years.

Revaluation of Assets

Our Company has not revalued its assets since incorporation till the date of this Red Herring Prospectus.

Tax Implications

Investors who are Allotted Equity Shares in the Offer will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchange. For details, please refer the section titled '*Statement of Special Tax Benefits'* beginning on page 129 of this Red Herring Prospectus.

Purchase of Property

Other than as disclosed in this Red Herring Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired, which is to be paid, for wholly or partly, from the proceeds of the present Offer or the purchase or acquisition of which has not been completed on the date of this Red Herring Prospectus.

Except as stated elsewhere in this Red Herring Prospectus, our Company has not purchased any property in which the Promoter and/or Directors have any direct or indirect interest in any payment made there under.

Servicing Behavior

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

Payment or Benefit to Officers of our Company.

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation. Except as disclosed under sections titled '*Our Management*' and '*Related Party Transactions*' beginning on page 218 and 249 respectively of this Red Herring Prospectus, none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

Exemption from complying with any provisions of securities laws, if any:

SEBI has pursuant to its letter dated May 15, 2025 bearing reference number SEBI/HO/CFD/RAC-DIL2/P/OW/2025/0000012264/1 in response to our exemption application dated April 16, 2025, under Regulation 300(1) of the SEBI ICDR Regulations rejected the exemption sought for not disclosing Mr. J Lokprakash Varma as Promoter Group of our Company under the Regulation 2(1)(pp) of SEBI ICDR Regulations, and directed us to include information and confirmations, as available in the public domain. For further details, refer section titled "Our Promoters and Promoter Group" on page 234.

SECTION XI: OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued, offered and Allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, SCRA, SCRR, SEBI ICDR Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, Application Form, any Confirmation of Allocation Note ("CAN"), the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the Allotment advices and other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchange, the RoC, the RBI and/ or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by SEBI, RBI, the GoI, the Stock Exchange, the RoC and/ or any other authorities while granting its approval for the Offer.

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 this Offer shall use only Application Supported by Blocked Amount (ASBA) facility for making payment. Further, in terms of SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, and SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 05, 2022, Individual Investors who applies for minimum application size and Non-Institutional Investors making application of up to ₹5 lakhs, applying in public Offer shall use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Further vide the said circular Registrar to the Offer and Depository Participants have been also authorised to collect the Bid cum Application Forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Offer and DPs as and when the same is made available.

The Offer

The Offer comprises of a Fresh Issue and an Offer for Sale by the Promoter Selling Shareholder. The expenses for the Offer shall be shared amongst our Company and the Promoter Selling Shareholder in the manner specified in "Objects of the Offer – Offer Expenses" on page 98 of this Red Herring Prospectus.

Ranking of the Equity Shares

The Equity Shares being offered, allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, 2013 and the Memorandum & Articles of Association and shall rank pari-passu with the existing Equity Shares of face value of ₹ 2/- each of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this Offer will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of allotment in accordance with Companies Act, 2013 and the Articles of Association of the Company.

For further details, see section titled "*Main Provisions of Articles of Association*" on page 383 of this Red Herring Prospectus.

Authority for the Offer

This Offer has been authorized by a resolution of the Board passed at their meeting held on August 03, 2025 subject to the approval of shareholders through a special resolution to be passed pursuant to sections 23(1)(a), 62 (1) (c) and other applicable provisions of the Companies Act, 2013. The shareholders have authorized the Offer by a special resolution in accordance with Section 62 (1) (c) of the Companies Act, 2013 passed at the AGM of the Company held on August 18, 2025.

Further, our Board pursuant to its resolution dated September 17, 2025 and board resolution dated January 13, 2026, approved the Draft Red Herring Prospectus and this Red Herring Prospectus respectively for filing with the Stock Exchange. In addition, the our Board approved filing of Red Herring Prospectus with RoC and SEBI.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 and other applicable laws in this respect and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. Any dividends declared, after the date of Allotment (including pursuant to the transfer of Equity Shares in the Offer for Sale) in this Offer, will be payable to the Allottees who have been allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details, please refer to the chapters titled ***"Dividend Policy"*** and *"Main Provisions of the Articles of Association"* beginning on pages 250 and 383 respectively of this Red Herring Prospectus.

Face Value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹ 2/- and the Offer Price at the lower end of the Price Band is ₹ 98/- per Equity Share ("Floor Price") and at the higher end of the Price Band is ₹ 104/- per Equity Share ("Cap Price"). The Anchor Investor Offer Price is ₹ [●]/- per Equity Share.

The Price Band and the minimum Bid Lot for the Offer has been decided by our Company, in consultation with the BRLM and will be advertised in all editions of an English national daily newspaper, all editions of a Hindi national daily newspaper and Telugu edition of regional newspaper, each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchange for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the websites of the Stock Exchange. The Cap Price will not be more than 120% of the Floor Price. The Offer Price shall be determined by our Company (acting through the IPO Committee), in consultation with the BRLM after the Bid/ Offer Closing Date, on the basis of assessment of market demand for the Equity Shares issued and offered by way of Book Building Process.

At any given point of time, there shall be only one denomination of Equity Shares of our Company, subject to applicable laws.

Compliance with the disclosure and accounting norms

Our Company shall comply with all the applicable disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholder

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
- Right to receive annual reports and notices to members;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws and regulations; and the Articles of Association of our Company; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, SEBI (LODR), 2015 and the Memorandum and Articles of Association of the Company.

Minimum Application Value, Market Lot and Trading Lot

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall be above ₹ 2 lakhs per application.

Allotment only in Dematerialised Form

Pursuant to Section 29 of the Companies Act, 2013 the Equity Shares shall be Allotted only in dematerialised form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two

agreements has been signed by our Company with the respective Depositories and the Registrar to the Offer before filing this Red Herring Prospectus:

- Tripartite agreement among the NSDL, our Company and Registrar to the Offer dated February 24, 2025
- Tripartite agreement among the CDSL, our Company and Registrar to the Offer dated March 19, 2025

As per the provisions of the Depositories Act, 1996 & regulations made there under and Section 29 (1) of the Companies Act, 2013, the equity shares of an Offer shall be in dematerialized form i.e. not in the form of physical certificates, but be fungible and be represented by the statement Offered through electronic mode. The trading of the Equity Shares will happen in the minimum contract size of 1,200 Equity Shares and the same may be modified by the BSE Limited from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Offer will be done in multiples of 1,200 Equity Shares subject to a minimum allotment of 2 Bid Lot to the successful Applicants in terms of the SEBI ICDR Regulations.

Minimum Number of Allottees

Further in accordance with the Regulation 268(1) of SEBI ICDR Regulations, the minimum number of allottees in this Offer shall be 200 shareholders. In case the minimum number of prospective allottees is less than 200, no allotment will be made pursuant to this Offer and the monies blocked by the SCBs shall be refunded within two working days of closure of the Offer.

Joint Holders

Subject to provisions of the Articles of Association of the Company, where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

Jurisdiction

Exclusive Jurisdiction for the purpose of this Offer is with the competent courts/authorities in Hyderabad, Telangana, India.

The Equity Share have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, ―U.S. persons‖ (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in off-shore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Period of operation of subscription list

see section titled "*Terms of the Offer- Bid/Offer Period*" on page 333

Nomination Facility to the Investor

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, death of all the Applicants, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall 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 titled to make afresh 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 Share Transfer Agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon production of such evidence, as may be required by the Board, elect either:

1. to register himself or herself as the holder of the equity shares; or
2. to make such transfer of the equity shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the equity shares, and if the notice is not complied with within a period of ninety (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the equity shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized form, 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 Applicants require changing of their nomination, they are requested to inform their respective depository participant.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre-Offer capital of our Company and Promoters' minimum contribution as provided under the section titled *"Capital Structure"* on page 83 of this Red Herring Prospectus and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, please refer section titled *"Main Provisions of the Articles of Association"* on page 383 of this Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated herein above. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

Withdrawal of the Offer

In accordance with SEBI ICDR Regulations, the Company in consultation with the BRLM, reserve the right to not proceed with the Offer, in whole or part thereof, to the extent of their respective portion of Offered Shares after the Bid/Offer Opening Date but before the Allotment. In the event that our Company in consultation with the BRLM, decide not to proceed with the Offer, our Company shall issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/Offer Closing Date or such other time as may be prescribed by the SEBI, providing reasons for not proceeding with the Offer. In such event, the BRLM through the Registrar to the Offer shall notify the SCSBs and the Sponsor Bank, to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared and the Stock Exchange will also be informed promptly. If the Offer is withdrawn after the designated date, amounts that have been credited to the Public Offer Account shall be transferred to the Refund Account.

Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law.

If our Company in consultation with the Book Running Lead Manager withdraw the Offer after the Bid/Offer Closing Date and thereafter determines that it will proceed with a public offering of Equity Shares, our Company shall file a fresh draft red herring prospectus with the Stock Exchange

BID/OFFER PROGRAM

Events	Indicative Dates
Bid/Offer Opening Date[1]	Tuesday, January 20, 2026

Bid/Offer Closing Date[2] (T)	Thursday, January 22, 2026
Finalization of Basis of Allotment with the Designated Stock Exchange (T+1)	On or before Friday, January 23, 2026
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account[3] (T+2)	On or before Tuesday, January 27, 2026
Credit of Equity Shares to Demat accounts of Allottees (T+2)	On or before Tuesday, January 27, 2026
Commencement of trading of the Equity Shares on the Stock Exchange (T+3)	On or before Wednesday, January 28, 2026

[1]Our Company in consultation with the BRLM, may consider participation by Anchor Investors in accordance with SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations.

[2]Our Company, in consultation with the BRLM, may consider closing the Bid/Offer Period for QIBs one working day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

[3]In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled/ withdrawn/ deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/deletion is placed in the Stock Exchange bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Applicant shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/Offer Closing Date, the Applicant shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Applicant shall be compensated in the manner specified in the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, and 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, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable. The processing fees for applications made by UPI Applicants using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with the UPI Circulars.

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation on our Company the BRLM.

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 the time prescribed under applicable law, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchange. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws. The Promoter Selling Shareholder confirm that they shall extend such reasonable support and cooperation in relation to his portion of the Offered Shares for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchange within three Working Days from the Bid/ Offer Closing Date or such other period as may be prescribed by SEBI.

The SEBI is in the process of streamlining and reducing the post Offer timeline for initial public offerings. Any circulars or notifications from the SEBI after the date of the Red Herring Prospectus may result in changes to the above- mentioned timelines. Further, the Offer procedure is subject to change to any revised circulars issued by the SEBI to this effect.

In terms of the UPI Circulars, in relation to the Offer, the BRLM will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid/Offer Closing Date or such other period as may be prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. Indian Standard Time ("**IST**")
Bid/Offer Closing Date*	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For Individual Investors other than QIBs and Non-Institutional Investors.	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹ 5 Lakhs)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of Electronic Applications (Syndicate Non-Individual Investor, Non-Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Individual Investor, Non-Individual Applications of QIBs and NIIs where Bid Amount is more than ₹ 5 Lakhs)	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ Revision/cancellation of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Investors categories[#]	Only between 10.00 a.m. and up to 5.00 p.m. IST on Bid/ Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids by Individual Investor.	Only between 10.00 a.m. and up to 5.00 p.m. on Bid/ Offer Closing Date

**UPI mandate end time and date shall be at 5:00 p.m. on Bid/ Offer Closing Date.*

[#]QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

On the Bid/Offer Closing Date, the Bids shall be uploaded until:

a. 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

b. Until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Individual Bidders.

On the Bid/Offer Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Individual Bidders after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange.

The Registrar to the Offer shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/ Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date. Any time mentioned in this Red Herring Prospectus is Indian Standard Time. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids will be accepted only during Monday to Friday (excluding any public holiday). None among our Company or any Member of the Syndicate shall be liable for any failure in uploading the Bids due to faults in any software/ hardware system or blocking of application amount by the SCSBs on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

In case of any discrepancy in the data entered in the electronic book vis-a-vis data contained in the physical Bid cum Application Form, for a particular Bidder, the details of the Bid file received from the Stock Exchange may be taken Our Company in consultation with the BRLM, reserve the right to revise the Price Band during the Bid/Offer Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Offer Period not exceeding a total of ten Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding ten Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the BRLM and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

Minimum Subscription

This Offer is not restricted to any minimum subscription level and is 100% underwritten.

As per Section 39 of the Companies Act, 2013, if the "stated minimum amount" has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the Offer through the Offer Document including devolvement of Underwriter, if any, within sixty (60) days from the date of closure of the Offer, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond the prescribed limit, our Company, to the extent applicable, shall pay interest as prescribed under the Companies Act 2013, the SEBI ICDR Regulations and other applicable law.

In accordance with Regulation 260(1) of the SEBI ICDR Regulations, our Offer shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the Offer through the Red Herring Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 268 of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 200 (Two Hundred).

Further, in accordance with Regulation 267(2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than two lots. Further, in accordance with Regulation 267 of the SEBI ICDR Regulations, the minimum application size in terms of number of specified securities shall not be less than ₹ 2,00,000/- (Rupees Two Lakh) per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Migration to Main Board

Our company may migrate to the main board of BSE at a later date subject to the following:

a. *If the Paid-up Capital of our Company is likely to increase above ₹ 2500 Lakhs by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in- principal approval from the main board), our Company shall apply to BSE for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.*

OR

b. *If the paid-up Capital of our Company is more than ₹ 1000 Lakhs but below ₹ 2500 Lakhs, our Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.*

Any company desiring to migrate to the Main board from the SME Board has to fulfill following conditions:

a. *Listed on SME Board for at least 3 years.*
b. *The increase in post Offer face value capital beyond ₹ 2500 Lakhs should arise only because of merger/acquisition or for expansion purposes.*
c. *The company should have a minimum turnover of ₹ 10,000 Lakhs as per last audited financials and market capitalization of ₹ 10,000 Lakhs.*
d. *The company should have a minimum profit before tax of ₹ 10,000 Lakhs for two years out of three preceding years.*
e. *There should not be any action against the company by any regulatory agency at the time of application for migration.*

The Company may migrate its specified securities from SME Platform of BSE Limited to Main Board of the BSE pursuant to Regulation 277 of the SEBI ICDR Regulations and subject to fulfilment of eligibility criteria for listing laid down by BSE from time to time. The SEBI vide Circular Nos. CIR/MRD/DSA/17/2010 dated May 18, 2010 has stipulated the requirements for migration from SME platform to Main Board.

Market Making

The Equity Shares issued and transferred through this Offer are proposed to be listed on the SME Platform of BSE Limited 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 SME Platform of BSE Limited. For further details of the market making arrangement please refer to section titled *"General Information"* beginning on page 71 of this Red Herring Prospectus.

Arrangements for disposal of Odd Lotsss

The trading of the Equity Shares will happen in the minimum contract size of 1,200 shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, in terms of Regulation 261(5) of SEBI ICDR Regulations, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of BSE Limited.

Option to receive Securities in Dematerialised Form

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Offer shall be allotted only in dematerialized form. Further, as per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form on the Stock Exchange. Bidders will not have the option of Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

Application by eligible NRIs, FPIs/FIIs registered with SEBI, VCFs registered with SEBI and QFIs

It is to be understood that there is no reservation for Eligible NRIs or FPIs/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.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public issue without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment ("FDI") Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

The current provisions of the Foreign Exchange Management (Transfer or Offer of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Offer 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.

New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

OFFER STRUCTURE

This Offer is being made in terms of Regulation 229(1) and 253(1) of Chapter IX of the SEBI ICDR Regulations, as amended from time to time, whereby, our Company's post-Offer paid capital is less than or equal to ₹ 1,000 Lakhs. Our Company shall Offer equity shares to the public and propose to list the same on the SME Platform of the BSE Limited. For further details regarding the salient features and terms of this Offer, please refer to the section titled *"Terms of the Offer"* and *"Offer Procedure"* beginning on pages 333 and 342 respectively of this Red Herring Prospectus.

The Offer of up to [●] Equity Shares of face value of ₹ 2/- each fully paid (the "Equity Shares") for cash at a price of ₹ [●] per Equity Shares (including a share premium ₹ [●] per Equity Share) aggregating up to ₹ [●] Lakhs ("The Offer") comprising a Fresh Issue of up to [●] Equity Shares of face value of ₹ 2/- each fully paid aggregating up to ₹ 6,967.58 Lakhs and an Offer for Sale of up to 10,89,600 Equity shares of face value of ₹ 2/- each fully paid aggregating up to ₹ [●] Lakhs by the Promoter Selling Shareholder, 3,90,000 Equity Shares of ₹ 2/- each will be reserved for subscription by Market Maker ("Market Maker Reservation Portion"), and a Net Offer to public of [●] Equity Shares of face value of ₹ 2/- each fully paid up is hereinafter referred to as the Net Offer. The Offer and the Net Offer will constitute [●] % and [●] % respectively of the post offer paid up Equity Share Capital of our Company. The Offer is being made through the Book Building Process.

Particulars of the Offer [2]	**Market Maker Reservation Portion**	**QIBs[1]**	**Non-Institutional Investors**	***Individual Investors (who applies for minimum application size)***
Number of Equity Shares available for allotment/allocation	Up to 3,90,000 Equity Shares of face value of ₹ 2/- each.	Not more than [●] Equity Shares of face value of ₹ 2/- each.	Not less than [●] Equity Shares of face value of ₹ 2/- each Available for allocation or Net Offer less allocation to QIB Bidders and Individual Bidders.	Not less than [●] Equity Shares of face value of ₹ 2/- each available for allocation or Net Offer less allocation to QIB Bidders and Non-Institutional Bidders.

Percentage of Offer Size available for allocation	5 % of the Offer Size	Not more than 50% of the Net Offer being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs	Not less than 15% of the Net Offer or the Net Offer less allocation to QIBs and Individual Bidders will be available for allocation (a) one third of the portion available to NIBs shall be reserved for bidders with a bid size of more than two lots and up to such lots equivalent to not more than ₹10.00 lakhs; and (b) two third of the portion available to NIBs shall be reserved for bidders with bid size of more than ₹10.00 lakhs. Provided that the unsubscribed portion in either the sub categories mentioned above could be allocated to applicants in the other sub category of NIBs	Not less than 35% of the Net Offer or the Net Offer less allocation to QIBs and Non-Institutional Bidders will be available for allocation
Basis of Allotment/allocation if respective category is oversubscribed [3]	Firm Allotment	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to [●] Equity Shares of face value of ₹ 2/- each shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) Up to [●] Equity Shares of face value of ₹ 2/- each shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. (c) Up to 60% of QIB Portion (of upto [●] Equity Shares of face value	The allotment to each Non-Institutional Bidders shall not be less than the minimum application size for NIIs, subject to availability of Equity Shares in the Non-Institutional Portion.	Allotment to each Individual Bidder shall not be less than the minimum 2 Bid lots, subject to availability of Equity Shares in the Individual Bidder Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis.

		of ₹ 2/- each) may be allocated on a discretionary basis to Anchor Investors of which 40% shall be reserved for allocation to specified investor categories, wherein 33.33% of such portion shall be reserved for domestic Mutual Funds and 6.67% shall be reserved for life insurance companies and pension funds, subject to valid Bid received from domestic Mutual Funds, life insurance companies and pension funds at or above the Anchor Investor Allocation Price.		
Mode of Allotment	Compulsorily in dematerialized form			
Minimum Bid Size	3,90,000 Equity Shares of face value of ₹ 2/- each.	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount Exceeds ₹2 lakhs.	For NIBs applying under one-third of the Non-Institutional Portion (with bid size of more than two lots and up to such lots equivalent to not more than ₹10.00 lakhs) such number of Equity Shares in multiples of 1200 Equity Shares, such that the Bid size exceeds two lots. For NIBs applying under two thirds of the Non Institutional Portion (with bid size of more than ₹10.00 lakhs) such number of Equity Shares in multiples of 1200 Equity Shares, such that the Bid Amount exceeds ₹10.00 lakhs	2 lots such that the Bid size shall be above ₹2.00 lakhs

Maximum Bid Size	3,90,000 Equity Shares of face value of ₹ 2/- each.	Such number of Equity Shares in multiples of 1200 Equity Shares so that the Bid does not exceed the size of the Net Offer (excluding the Anchor Investor Portion), subject to applicable limits.	Such number of Equity Shares in multiples of 1200 Equity Shares so that the Bid does not exceed the size of the Net Offer (excluding the QIB Portion), subject to applicable limits	Such number of Equity Shares in multiples of 1200 Equity Shares so that the Bid amount shall above ₹ 2 lakhs
Lot Size	1,200 Equity Shares and in multiples of 1,200 Equity Shares thereafter			
Trading Lot	1,200 Equity Shares of face value of ₹ 2/- each, However the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations.	1,200 Equity Shares and in multiples thereof.	1,200 Equity Shares and in multiples thereof.	1,200 Equity Shares and in multiples thereof.
Who can apply [(4) (5) (6)]	Market Maker	Public financial institutions of the Companies Act, scheduled commercial banks, multilateral and bilateral development financial institutions, Mutual Funds, FPIs other than individuals, corporate bodies and family offices, VCFs, AIFs, FVCIs, state industrial development corporation, insurance company registered with IRDAI, provident funds with minimum corpus of ₹ 2500 lakhs, pension funds with minimum corpus of ₹ 2500 lakhs, National Investment Fund set up by the GoI, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions, societies, and trusts and any individuals, corporate bodies and family offices which are re-categorised as category II FPI (as defined in the SEBI FPI Regulations) and registered with SEBI.	Resident Indian individuals, eligible NRIs and HUFs (in the name of the karta)

		Posts, India and Systemically Important NBFCs.		
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form. In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids			
Mode of Bid	Only through the ASBA process.	Only through the ASBA process. (Except for Anchor investors)	Only through the ASBA process	Through ASBA Process via Banks or by using UPI ID for payment

This Offer is being made in terms of Chapter IX of the SEBI ICDR Regulations, as amended from time to time.

(1)Our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. Out of which 40% of the Anchor Investor Portion shall be reserved for allocation to specified investor categories, wherein 33.33% of such portion shall be reserved for domestic Mutual Funds and 6.67% shall be reserved for life insurance companies and pension funds, subject to valid Bids being received by domestic Mutual Funds, life insurance companies and pension funds at or above the price at which allocation is made to Anchor Investors, which price shall be determined by the Company in consultation with the BRLM. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion. For details, see "Offer Procedure" on page 347

(2)In terms of Rule 19(2)(b) of the SCRR read with Regulation 252 of the SEBI ICDR Regulations, this is an Offer for at least 25% of the post-Offer paid-up Equity share capital of the Company. This Offer is being made through the Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI ICDR Regulations. For further details, please see "Terms of the Offer" on page 333

(3)Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.

(4)In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders.

(5) Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, the members of the Syndicate, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

(6) Bids by FPIs with certain structures as described under "Offer Procedure – Bids by FPIs" on page 347 and having the same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with the same PAN) may be proportionately distributed.

(7)Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category except the QIB Portion, would be met with spill-over from the other categories or a combination of categories at the discretion of our Company in consultation with the BRLM, and the Designated Stock Exchange, on proportionate basis as per the SEBI ICDR Regulations.

The Bids by FPIs with certain structures as described under section titled as *"Offer Procedure"* on page 347 and having the same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with the same PAN) may be proportionately distributed.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriter, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

OFFER PROCEDURE

All Bidders should review the General Information Document for Investing in Public Offer prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, and SEBI Circular bearing number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018, notified by SEBI ("General Information Document") and SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, included below under Section "PART B – General Information Document", which highlights the key rules, processes, and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchange and the Book Running Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Offer.

Additionally, all Bidders may refer to the General Information Document for information, in addition to what is stated herein, in relation to (i) category of Bidders eligible to participate in the Offer; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment instructions for Bidders applying through ASBA process and Individual Investors applying through the United Payments Interface channel; (v) issuance of Confirmation of Allocation Note ("CAN") and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid Cum Application Form); (vii) Designated Date; (viii) disposal of Applications; (ix) submission of Bid Cum Application Form;(x) other instructions (limited to joint Applications in cases of individual, multiple Applications and instances when an Application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious Applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, 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, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019, SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M) dated March 16, 2021, SEBI circular (SEBI/HO/CFD/DIL2/P/CIR/2021/570) dated June 2, 2021, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2022/51) dated April 20, 2022, SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI circular number SEBI/HO/DEPA-II/DEPA-II_SRG/P/CIR/2025/86 dated June 11, 2025 and any subsequent circulars or notifications issued by SEBI in this regard from time to time ("UPI Circulars") has proposed to introduce an alternate payment mechanism using Unified Payments Interface ("UPI") and consequent reduction in timelines for listing in a phased manner. For details on the phased implementation of UPI as a payment mechanism, see – "Phased Implementation UPI as per UPI Circular" provided below. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹ 5 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 shall be processed only after application monies are blocked in the bank accounts of investors (all categories). The Registrar and SCSBs will comply with any additional circulars or other Applicable Law, and the instructions of the BRLM, as may be issued in connection with this circular. Accordingly, Stock Exchange shall, for all categories of investors and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. Pursuant to SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the revised timeline of T+3 days had been made applicable in two phases i.e. (i) voluntary for all public issues opening on or after September1, 2023; and (ii)mandatory on or after December 1, 2023 ("T+3 Notification"). The Offer has been undertaken pursuant to the processes and procedures as notified in the T+3 Notification under Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, in accordance with the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing

Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

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, the Promoter Selling Shareholder and BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and BRLM would not be able to include any amendment, modification or change in applicable law, which may occur after the date of the Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Red Herring Prospectus and the Red Herring Prospectus.

This section applies to all the Bidders, please note that all the Bidders are required to make payment of the Full Application Amount along with the Bid Cum Application Form.

PHASED IMPLEMENTATION OF UPI AS PER THE UPI CIRCULAR

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to the mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by Individual Investors 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 a complete and smooth transition to the UPI payment mechanism, the UPI Circular proposes to introduce and implement the UPI payment mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019, until March 31, 2019, or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an Individual had the option to submit the Application Form with any of the intermediaries and use his/ her UPI ID for the purpose of blocking funds. The time duration from public issue closure to listing continued to be six working days.

Phase II: This phase has become applicable from July 1, 2019, and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Furthermore, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount is continued till further notice. Under this phase, submission of the ASBA Form by Individual Investors through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six working days during this phase.

Phase III: The commencement period of Phase III is notified pursuant to SEBI press release bearing number 12/2023 and as per the SEBI Circular No. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, where the revised timeline of T+3 days shall be made applicable in two phases i.e. (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023. The Offer will be undertaken pursuant to the processes and procedures as notified in the T+3 Notification under Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Offer is being made under Phase III of the UPI (on a mandatory basis).

Pursuant to the UPI Circulars, SEBI has set out specific requirements for the redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circular include the appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked not later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints in this regard, the relevant SCSB as well as the post–issue BRLM will be required to compensate the concerned investor.

All SCSBs offering the facility of making applications in public issuer shall also provide the facility to make applications using the UPI Mechanism. The Issuer will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchange and National Payments Corporation of India ("NPCI") in order to facilitate the collection of requests and/or payment instructions of the Individual Applicants into the UPI payment mechanism.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks make an application as prescribed in Annexure I of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and provide written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

Further, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, all UPI Bidders applying in public issue where the application amount is up to ₹ 5 Lakhs shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with any of the entities mentioned herein below:

- a syndicate member
- a stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ("broker")
- a depository participant ("DP") (whose name is mentioned on the website of the stock exchange as eligible for this activity)
- a registrar to the Offer and shares transfer agent ("RTA") (whose name is mentioned on the website of the stock exchange as eligible for this activity)

For further details, refer to the General Information Document to be available on the website of the Stock Exchange and the BRLM.

BOOK BUILDING PROCEDURE

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR") read with Regulation 252 of SEBI ICDR Regulations. The Offer is being made under Regulation 229(1) and 253(1) of Chapter IX of SEBI ICDR Regulations via the book-building process.

The allocation to the public will be made as per Regulation 253 of SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be allocated on a proportionate basis to QIBs, provided that our Company and may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which 40% shall be reserved for allocation to specified investor categories, wherein 33.33% of such portion shall be reserved for domestic Mutual Funds and 6.67% shall be reserved for life insurance companies and pension funds, subject to valid Bids being received from domestic Mutual Funds, life insurance companies and pension funds at or above the Anchor Investor Allocation Price.. In the event of under- subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Non Institutional Bidders with an application size of more than two lots and up to such lots equivalent to not more than ₹10.00 Lakhs and two-thirds of the Non-Institutional Portion will be available for allocation to Non-Institutional Bidders with an application size of more than ₹10.00 Lakhs and under-subscription in either of these two sub-categories of Non Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion and not less than 35% of the Offer shall be available for allocation to Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Accordingly, we have allocated the Net Offer i.e., not less than 35% of the Net Offer shall be available for allocation to Individual Bidders who applies for the minimum application size of two lots per application and not less than 15% of the Net Offer shall be available for allocation to Non Institutional Bidders and not more than 50% of the Net Offer shall be allocated on a proportionate basis to QIBs.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchange.

Investors should note that the Equity Shares will be allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID and PAN and UPI ID (for Individual Investors using the UPI Mechanism), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification dated February 13, 2020 issued by the Central Board of Direct Taxes and the press release dated June 25, 2021 and September 17, 2021.

BID CUM APPLICATION FORM

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries, and the Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the BSE (www.bseindia.com), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Bid/Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Offer. UPI Bidders shall Bid in the Offer through UPI Mechanism for submitting their bids to Designated Intermediaries and are allowed to use ASBA Process by way of ASBA Forms to submit their bids directly to SCSBs. Anchor Investors are not permitted to participate in this Offer through the ASBA process.

Bidders (other than Anchor Investors and UPI Bidders) must provide bank account details and authorization by the ASBA account holder to block funds in their respective ASBA Accounts in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain such details are liable to be rejected.

UPI Bidders submitting their Bid cum Application Form to any Designated Intermediary (other than SCSBs) shall be required to bid using the UPI Mechanism and must provide the UPI ID in the relevant space provided in the Bid cum Application Form. UPI Bidders submitting their Bid cum Application Form to any Designated Intermediary (other than SCSBs) without mentioning the UPI ID are liable to be rejected. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

Further, ASBA Bidders shall ensure that the Bids are submitted at the Bidding Centres only on ASBA Forms bearing the stamp of a Designated Intermediary (except in case of electronic ASBA Forms) and ASBA Forms not bearing such specified stamp maybe liable for rejection. UPI Bidders using UPI Mechanism, will be required to submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. IIs authorizing an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. Bidders, using the ASBA process to participate in the Offer, must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked therein. In order to ensure timely information to investors SCSBs are required to send SMS alerts to investors intimating them about the Bid Amounts blocked/unblocked.

Since the Offer is made under Phase III (on a mandatory basis), ASBA Bidders may submit the ASBA Form in the manner below:

i. Individual Bidders (other than UPI Bidders) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

ii. UPI Bidders may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

iii. QIBs and NIIs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Bid cum Application Form*
Anchor Investors**	White
Resident Indians, including resident QIBs, Non-Institutional Investors, UPI Bidders and Eligible NRIs applying on a non-repatriation basis	White
Eligible NRIs, FPIs and registered bilateral and multilateral development financial institutions applying on a repatriation basis	Blue

**Excluding electronic Bid cum Application Form*

*** Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLM.*

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by Individual Bidders (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit / deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Offer, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – "Designated Intermediaries")

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an Offer and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

Designated Intermediaries shall submit Bid cum Application Forms to SCSBs only.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For applications submitted by Investors to SCSB	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.

For applications submitted by investors to intermediaries other than SCSBs:	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer.
For applications submitted by investors to intermediaries other than SCSBs with the use of UPI for payment:	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to Investor. Investor to accept mandate request for blocking of funds, on his / her mobile application, associated with UPI ID linked bank account.

The Stock Exchange shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on the application monies blocked. For UPI Bidders using UPI Mechanism, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds. For ASBA Forms (other than UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit / deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

For UPI Bidders using UPI Mechanism, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchange bidding platform, and the liability to compensate UPI Bidders (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank, NPCI or the bankers to an 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 Bank and the Bankers to the Offer. The BRLM shall also be required to obtain the audit trail from the Sponsor Bank and the Bankers to the Offer for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

Pursuant to BSE circular dated July 22, 2022 with reference no. 23/2022 and BSE circular dated July 22, 2022 with reference no. 20220722-30, it has been mandated that Trading Members, Syndicate Members, RTA and Depository Participants shall submit Syndicate ASBA bids above ₹5 lakhs and NII & QIB bids above ₹2 lakhs through SCSBs only.

For all pending UPI Mandate Requests, the Sponsor Banks shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Offer Closing Date ("Cut-Off Time"). Accordingly, UPI Bidders Bidding using through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

The Sponsor Bank will undertake a reconciliation of Bid responses received from Stock Exchange and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchange platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the Lead Manager in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

The Sponsor Bank shall host a web portal for intermediaries (closed user group) from the date of Bid/Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

Stock exchange(s) shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and resubmission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID / Client ID or Pan ID (Either DP ID / Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of each jurisdictions where such offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Participation by the Promoters and Members of the Promoter Group, the BRLM, associates and affiliates of the BRLM and the Syndicate Members and the persons related to the Promoter/Promoter Group/BRLM and the Syndicate Member.

The BRLM and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their respective underwriting obligations. However, the respective associates and affiliates of the BRLM and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLM and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the BRLM nor any persons related to the BRLM can apply in the Offer under the Anchor Investor Portion:

(i) mutual funds sponsored by entities which are associate of the BRLM;

(ii) insurance companies promoted by entities which are associate of the BRLM;

(iii) AIFs sponsored by the entities which are associate of the BRLM; or

(iv) FPIs other than individuals, corporate bodies and family offices which are associate of the BRLM; or

(v) pension funds sponsored by entities which are associate of the BRLM.

For the purposes of the above, a QIB who has any of the following rights shall be deemed to be a "person related to the Promoters or Promoter Group":

a) rights under a shareholders' agreement or voting agreement entered into with the Promoters or Promoter Group;

b) veto rights; or

c) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an "associate of the BRLM" if:

a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or

b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or

c) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLM.

The Promoters and the members of the Promoter Group, except to the extent of their respective Offered Shares, will not participate in the Offer. Further, persons related to our Promoter and Promoter Group shall not apply in the Offer under the Anchor Investor Portion.

Availability of Red Herring Prospectus and Bid Cum Application Forms

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the

Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and BSE (www.bseindia.com) at least one day prior to the Bid / Offer Opening Date.

Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

Who can Bid?

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the RHP for more details.

Subject to the above, an illustrative list of Bidders is as follows:

- 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);
- Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
- 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;
- Mutual Funds registered with SEBI;
- 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 Offer;
- 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);
- FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
- Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Bidder 's category;
- Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- Foreign Venture Capital Investors registered with the SEBI;
- 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;
- Scientific and / or Industrial Research Organizations authorized to invest in equity shares;
- Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- Provident Funds with minimum corpus of ₹ 2500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
- Pension Funds and Pension Funds with minimum corpus of ₹ 2500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
- 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;
- Multilateral and bilateral development financial institution;
- Eligible QFIs;

- Insurance funds set up and managed by army, navy or air force of the Union of India;
- Insurance funds set up and managed by the Department of Posts, India;
- Any other person eligible to apply in this Offer, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications not to be made by:

- Minors (except through their Guardians)
- Partnership firms or their nominations
- Foreign Nationals (except NRIs)
- Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Offer. 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 138 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 by case basis. OCBs may invest in this Offer provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.

MAXIMUM AND MINIMUM APPLICATION SIZE

1. **For Individual Bidders**

   The Application must be for a minimum of two lots provided that the minimum application size shall be above ₹ 2 lakhs. In case of revision of Applications, the Individual Bidders have to ensure that the Application lots size is two lots and amount exceeds ₹ 2 lakhs as applicable. The Application must be for a minimum application size of two lots and in multiples of 1,200 Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder exceeds ₹2 lakhs. In case of revision of Applications, the Individual Bidders have to ensure only upward revision and they shall not withdraw or lower their bids.

2. **For Other than Individual Bidders (Non-Institutional Applicants and QIBs):**

   The Application must be for more than two lots and in multiples of 1,200 Equity Shares thereafter. An application cannot be submitted for more than the Net Offer Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Offer Closing Date and is required to pay 100% QIB Margin upon submission of Application.

   In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure upward revision and that the Application is for more than two lots for being considered for allocation in the Non-Institutional Portion.

Bidders 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 Red Herring Prospectus.

The above information is given for the benefit of the Bidders. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

METHOD OF BIDDING PROCESS

Our Company in consultation with the BRLM has decided the Price Band and the minimum Bid lot size for the Offer

and the same shall be advertised in all editions of the English national newspaper Financial Express, all editions of Hindi national newspaper Jansatta and Telugu Edition of Regional newspaper Neti Telugupatrika where the registered office of the company is situated, each with wide circulation at least two Working Days prior to the Bid/Offer Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Offer Period.

a. The Bid/Offer Period shall be for a minimum of three Working Days and shall not exceed ten Working Days. The Bid/Offer Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Offer Period, if applicable, will be published in all editions of the English national newspaper Financial Express, all editions of Hindi national newspaper Jansatta and Telugu Edition of Regional newspaper Neti Telugupatrika where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the BRLM.

b. During the Bid/Offer Period, Individual Bidders, should approach the BRLM or their authorized agents to register their Bids. The BRLM shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/Offer Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLM (for the Bids to be submitted in the Specified Cities) to register their Bids.

c. Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled "Bids at Different Price Levels and Revision of Bids" below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Offer Price, the maximum number of Equity Shares Bid for by a Bidder / Applicant at or above the Offer Price will be considered for allocation / Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.

d. The Bidder/Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Offer. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph ***"Buildup of the Book and Revision of Bids".***

e. Except in relation to the Bids received from the Anchor Investors, the BRLM the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, ("**TRS**"), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form.

f. The BRLM shall accept the Bids from the Anchor Investors during the Anchor Investor Bid / Offer Period i.e., one working day prior to the Bid / Offer Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.

g. Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in "Escrow Mechanism – Terms of payment and payment into the Escrow Accounts" in the section "Offer Procedure" beginning on page 347 of this Red Herring Prospectus.

h. Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.

i. If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.

j. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.

k. The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal / failure of the Offer or until withdrawal / rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Offer shall send an

appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Offer Account. In case of withdrawal / failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Offer.

BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS

a. Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/Offer Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in the Price Band shall not exceed 20% on either side i.e., the Floor Price can move up or down to the extent of 20% of the Floor Price disclosed. If the revised price band decided, falls within two different price bands then the minimum application lot size shall be decided based on the price band in which the higher price falls.

b. Our Company in consultation with the BRLM, will finalize the Offer Price within the Price Band, without the prior approval of, or intimation, to the Bidders.

c. The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.

d. Individual Bidders, who Bid at the Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at the Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

e. The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other applicants.

Participation by Associates / Affiliates of BRLM and the Syndicate Members:

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe to the Equity Shares in the Offer, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Neither the BRLM nor any persons related to the BRLM (other than Mutual Funds sponsored by entities related to the BRLM), Promoters, and Promoter Group can apply in the Offer under the Anchor Investor Portion.

Option to Subscribe to the Offer:

a) As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.

b) The Equity Shares, on the allotment, shall be traded on the Stock Exchange in the Demat segment only.

c) A single application from any investor shall not exceed the investment limit / minimum number of Equity Shares that can be held by him/her/it under the relevant regulations / statutory guidelines and applicable law.

Information for the Bidders:

1. Our Company and the BRLM shall declare the Offer Opening Date and Offer Closing Date in the Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in the prescribed format.
2. Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the Offer Opening Date.
3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Red Herring

Prospectus will be available with the Book Running Lead Manager, the Registrar to the Offer, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.

4. Any Bidder who would like to obtain the Red Herring Prospectus and/or the Bid Cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and / or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his / her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating in transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding 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 Offer will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID, and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

BIDS BY ANCHOR INVESTORS:

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Offer for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1) (ss) of the SEBI ICDR Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI ICDR Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below:

1. Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.
2. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least ₹ 200.00 lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 200.00 lakhs.
3. 40% of the Anchor Investor Portion shall be reserved for allocation to specified investor categories, wherein 33.33% of such portion shall be reserved for domestic Mutual Funds and 6.67% shall be reserved for life insurance companies and pension funds.

4. Bidding for Anchor Investors will open one Working Day before the Bid / Offer Opening Date and be completed on the same day.
5. Our Company in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
    - where allocation in the Anchor Investor Portion is up to ₹ 200 Lakhs, maximum of 2 (two) Anchor Investors.
    - where the allocation under the Anchor Investor Portion is more than ₹ 200 Lakhs but up to ₹ 2500 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of ₹ 100 Lakhs per Anchor Investor; and
    - where the allocation under the Anchor Investor portion is more than ₹ 2,500 Lakhs i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation up to ₹ 2,500 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of ₹ 2,500 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of ₹ 100 Lakhs per Anchor Investor.
6. Allocation to Anchor Investors will be completed on the Anchor Investor Bid / Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid / Offer Opening Date, through intimation to the Stock Exchange.
7. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
8. If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid / Offer Closing Date. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.
9. At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
10. 50% of Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment and remaining shall be locked in for 90 Days from the date of allotment.
11. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
12. Anchor Investors are not permitted to Bid in the Offer through the ASBA process.

BIDS BY ELIGIBLE NRI'S:

Eligible NRIs may obtain copies of the Bid cum Application Form from the offices of the BRLM and the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non- Resident Forms should authorize their SCSB to block their Non-Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour). By way of Press Note 1 (2021 Series) dated March 19, 2021, issued by the DPIIT, it has been clarified that an investment made by an Indian entity which is owned and controlled by NRIs on a non-repatriation basis, shall not be considered for calculation of indirect foreign investment.

Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

BIDS BY FPI INCLUDING FII'S:

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an 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 a sub-account may participate in this Offer, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Offer, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Bids made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-Offer 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 sectorial 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. The existing individual and aggregate investment limits an FII or sub account in our Company is 10% and 24% of the total paid-up Equity Share capital of our Company, respectively which was approved by the Shareholders by a special resolution at their meeting dated August 3, 2025.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may Offer 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 an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non- Residents (blue in colour).

BIDS BY SEBI REGISTERED VCF'S, AIF'S AND FVCI'S:

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIF's.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

BIDS BY HUFS:

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Application is being made in the name of the HUF in the Bid cum 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". Bid cum Applications by HUFs may be considered at par with Bid cum Applications from individuals.

BIDS BY MUTUAL FUNDS:

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 index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Bid cum 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 Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

BIDS BY SYSTEMATICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES:

In case of Applications made by Systemically Important Non-Banking Financial Companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company reserve the right to reject any Application, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Offer shall comply with all applicable legislations, regulations, directions, guidelines and circulars issued by RBI from time to time.

BIDS BY LIMITED LIABILITY PARTNERSHIPS:

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any bid without assigning any reason thereof. Limited liability partnerships can participate in the Offer only through the ASBA process.

BIDS BY INSURANCE COMPANIES:

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid by Insurance Companies 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:

- 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;
- The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- The industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of

10% of the investment assets of a life insurer or general insurer and the amount calculated under (1), (2) and (3) above, as the case may be. Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

*The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 250,00,000 Lakhs or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 50,00,000 Lakhs or more but less than ₹ 250,00,000 Lakhs.

BIDS UNDER POWER OF ATTORNEY:

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of ₹2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹2500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and / or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- With respect to Bids by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.
- With respect to Bids by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Bid cum Application Form.
- With respect to Bids made by provident funds with a minimum corpus of ₹2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹2500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund / pension fund must be lodged along with the Bid cum Application Form.
- With respect to Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form.
- Our Company in consultation with the BRLM in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application form, subject to such terms and conditions that our Company and the BRLM may deem fit.

The above information is given for the benefit of the Bidders. Our Company, the BRLM and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Red Herring Prospectus.

BIDS BY PROVIDENT FUNDS / PENSION FUNDS:

In case of Bids made by provident funds with minimum corpus of ₹2500 Lakhs (subject to applicable law) and pension funds with minimum corpus of ₹2500 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 Bid cum Application Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

BIDS BY BANKING COMPANY:

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-

financial services or 10% of the banks' own paid-up share capital and reserves, whichever is lower. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services, including overseas investments company cannot exceed 20% of the bank's paid-up share capital and reserves.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company, subject to prior approval of RBI, if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a nonfinancial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016. (iii) hold along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid up share capital engaged in non-financial services; or (iv) make any investment in a Category III AIFs and any investment by a bank's subsidiary in a Category III AIF shall be restricted to the regulatory minima prescribed by SEBI. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above.

The banking company is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a nonfinancial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016 as amended; and (iii) investment of more than 10% of the paid-up capital / unit capital in a Category I AIF or Category II AIF.

BIDS BY SCSB'S:

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 Bid cum 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 Bid cum application in public Offers and clear demarcated funds should be available in such account for such Bid cum applications.

ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE OFFER:

- Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Offer shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Offer.
- The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

Offer Procedure for Application Supported by Blocked Account (ASBA) Bidders:

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

Terms of payment

The entire Offer price of ₹ [●]/- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Offer Account, the balance amount

after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Offer and the Registrar to the Offer to facilitate collections from the Bidders.

Payment Mechanism

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal / rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non- Individual Investors Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Offer shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Offer and consequent transfer of the Application Amount to the Public Offer Account, or until withdrawal / failure of the Offer or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a Public Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018; Individual Investors applying in public Offer have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Payment into Escrow Account for Anchor Investors

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

a. In case of resident Anchor Investors: ― "Digilogic Systems Limited – Resident Escrow Account"
b. In case of Non-Resident Anchor Investors: ― "Digilogic Systems Limited – Non-Resident Escrow Account"

Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections from the Anchor Investors.

Electronic Registration of Applications

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the online facilities for Book Building on a regular basis before the closure of the Offer.
3. On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchange and as disclosed in this Red Herring Prospectus.
4. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded during the Bid/Offer period till 5.00 p.m. on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.
5. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
   a. the applications accepted by them,
   b. the applications uploaded by them

c. the applications accepted but not uploaded by them or
d. With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts

6. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Offer, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to;

   a. The applications accepted by any Designated Intermediaries
   b. The applications uploaded by any Designated Intermediaries or
   c. The applications accepted but not uploaded by any Designated Intermediaries

7. The Stock Exchange will offer an electronic facility for registering applications for the Offer. This facility will available at the terminals of Designated Intermediaries and their authorized agents during the Offer Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Offer Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.

8. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

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 Exchange shall uniformly prescribe character length for each of the above-mentioned fields.*

9. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in the on-line system:

   - Name of the Bidder;
   - IPO Name;
   - Bid Cum Application Form Number;
   - Investor Category
   - PAN (of First Bidder, if more than one Bidder);
   - DP ID of the demat account of the Bidder;
   - Client Identification Number of the demat account of the Bidder;
   - Number of Equity Shares Applied for;
   - Bank Account details;
   - Locations of the Banker to the Offer or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
   - Bank account number.

10. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the above- mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.

11. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having

accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.

12. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
13. In case of Non-Individual Bidders and Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
14. The permission given by the Stock Exchange to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and / or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoters, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
15. The Designated Intermediaries will be given time till 5.00 p.m. on the Bid / Offer Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Offer Period, after which the Registrar to the Offer will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
16. The SCSBs shall be given one day after the Bid / Offer Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Offer.
17. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

Build of the Book

a. Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid / Offer Period.

b. Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding Centres during the Bid / Offer Period.

Withdrawal of Bids

a. Individual Investor can withdraw their Bids until Bid / Offer Closing Date. In case an Individual Investor wishes to withdraw the Bid during the Bid / Offer Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.

b. The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

Price Discovery and Allocation

a. Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalise the Offer Price and the Anchor Investor Offer Price.

b. The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.

c. Under-subscription in any category (except QIB Category) is allowed to be met with spill-over from any other category or combination of categories at the discretion of the issued and the in consultation with the BRLM and

the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.

d. In case of under subscription in the Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an undersubscription applicable to the issuer, Bidders may refer to the RHP.

e. In case if the Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.

f. Allocation to Anchor Investors shall be at the discretion of our Company in consultation with the BRLM, subject to compliance with the SEBI Regulations.

Illustration of the Book Building and Price Discovery Process:

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

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

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

Bids are valid Bids and are considered for allocation in the respective categories.

Signing of Underwriting Agreement and Registering of Red Herring Prospectus / Prospectus with ROC

Our Company has entered into an Underwriting Agreement dated September 15, 2025 and Supplemental Underwriting Agreement dated December 12, 2025.

A copy of Red Herring Prospectus will be registered with the ROC and copy of Prospectus will be registered with ROC in terms of Section 26 & 32 of Companies Act, 2013.

Pre-Offer and Price Band Advertisement

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Red Herring Prospectus with the ROC, publish a pre-Offer and Price Band advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation. In the pre-Offer advertisement, we shall state the Bid Opening Date and the Bid / Offer Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICDR Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

Advertisement Regarding Offer Price and Prospectus:

Our Company will issue a statutory advertisement after the filing of the Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Offer Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

GENERAL INSTRUCTIONS:

Please note that the none of the categories are not permitted to withdraw their bids or lower the size of Bids in terms of quantity of Equity Shares or Bid Amount) at any stage. Individual Investor can revise their Bids during the Bid / Offer period and withdraw their Bids until Bid/Offer Closing date.

Anchor investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID, Client ID, UPI ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. If the first applicant is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
7. In case of Joint bids, ensure the first bidder is the ASBA Account holder (or the UPI linked bank account holder, as the case may be) and the signature of the first bidder is included in the Bid cum Application Form;
8. QIBs, Non-Institutional Bidders and the Bidders should submit their Bids through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, Individual Investor may submit their bid by using UPI mechanism for payment.
9. Ensure that the name(s) given in the Bid cum Application Form is / are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
10. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;
11. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process or application forms submitted by Individual Investor using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centres), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
12. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
14. Ensure that the Demographic Details are updated, true and correct in all respects;
15. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
16. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to

the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

17. Ensure that the category and the investor status is indicated;
18. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
19. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
20. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;
21. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
22. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Bid cum Application Form;
23. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Offer;
24. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
25. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
26. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
27. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don’ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only.
5. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
6. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
7. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not Bid for a Bid Amount equal to or lower than ₹ 2 Lakhs/- for Applications by Individual Bidders;
10. Do not Bid for a Bid Amount exceed ₹ 5 lakhs for Bids by UPI Bidders ;
11. Do not fill up the Bid cum Application Form such that the Equity Shares Application exceeds the Offer size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
12. Do not submit the General Index Register number instead of the PAN;

13. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;
14. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Applicant;
15. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
16. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
17. Do not submit a Bid by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Bids made using third party bank account or using third party linked bank account UPI ID are liable for rejection.
18. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investor. Individual Investors can revise or withdraw their Bids on or before the Bid/Offer Closing Date.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Other instructions for the Bidders Joint Bids

In the case of Joint Bids, the Bids should be made in the name of the Bidders whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidders would be required in the Bid cum Application Form / Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

Multiple Bids

Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid\ cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

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 Bidders should mention his/her PAN allotted under the IT Act. Bid cum Applications without the PAN will be considered incomplete and are liable to be rejected. It is to be specifically noted that Bidders should not submit the GIR number instead of the PAN, as the Bid cum Application is liable to be rejected on this ground. Our Company/Registrar to the Offer, Book Running Lead Manager can, however, accept the Application(s) which PAN is wrongly entered into by ASBA SCSB's in the ASBA system, without any fault on the part of Bidder.

Our Company/Registrar to the Offer, Book Running Lead Manager can, however, accept the Application(s) which PAN is wrongly entered into by ASBA SCSB's in the ASBA system, without any fault on the part of Bidder.

Investor Grievance

In case of any pre-Offer or post Offer related problems regarding demat credit / refund orders / unblocking etc. the Investors can contact the Compliance Officer of our Company.

Nomination Facility to Bidders

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination

registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

Submission of Bids

a. During the Bid / Offer Period, Bidders may approach any of the Designated Intermediaries to register their Bids.

b. In case of Bidders (excluding NIIs and QIBs) Bidding at cut-off price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).

c. For details of the timing on acceptance and upload of Bids in the Stock Exchange platform Bidders are requested to refer to the RHP.

RIGHT TO REJECT APPLICATIONS

In case of QIB Bidder, the Company in consultation with the Book Running Lead Manager may reject Bid cum Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Investors, Individual Investors who applied, the Company has a right to reject Applications based on technical grounds. It should be noted that Individual Investor using third party bank account for the payment in the public issue using UPI facility or using third party UPI ID linked bank account are liable to be rejected.

GROUNDS OF TECHNICAL REJECTIONS

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the 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;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;
- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- GIR number furnished instead of PAN;
- Bid for lower number of Equity Shares than specified for that category of investors;
- Bids at Cut-off Price by NIIs and QIBs;
- Bids for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the RHP;
- The amounts mentioned in the Bid cum Application Form / Application Form does not tally with the amount payable for the value of the Equity Shares Bid / Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Bids as defined in the RHP;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Bid accompanied by Stock invest / money order / postal order / cash / cheque / demand draft / pay order;
- Signature of sole Bidder is missing;
- Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid / Offer Opening Date advertisement and the RHP and as per the instructions in the RHP and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account numbers.
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;

- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act.
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchanges
- Where no confirmation is received from SCSB for blocking of funds;
- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form / Application Form. Bids not duly signed by the sole / First Bidder;
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and
- Details of ASBA Account not provided in the Bid cum Application form.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGE BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.

BASIS OF ALLOCATION

- The SEBI ICDR Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
- In case of under subscription in the Offer, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

Our Company shall not make an allotment pursuant to this Offer if the number of allottees in the Offer is less than two hundred. Further, our Company will not make any Allotment in excess of the Equity Shares offered the Red Herring Prospectus except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an Allotment of not more than 10% of the Net Offer to public may be made for the purpose of making Allotment in minimum lots.

The allotment of Equity Shares to Bidders other than to the Individual Bidders, Non-Institutional Bidders and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Individual Bidder shall not be less than the Minimum Lot Size, subject to availability of Equity Shares in the Individual Bidder Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.

The allotment of Equity Shares to each Non-Institutional Bidder shall not be less than the Minimum Lot Size, subject to the availability of Equity Shares in the Non-Institutional Portion and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.

Flow of Events from the closure of Bidding period (T day) till Allotment:

i. On T day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.

ii. If RTA identifies cases with mismatch of account number as per bid file / FC and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.

iii. Third party confirmation of applications to be completed by SCSBs on T+1 day.

iv. RTA prepares the list of final rejections and circulate the rejections list with BRLM/ Company for their review/ comments.

v. Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (**DSE**).

vi. The DSE, post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.

vii. The RTA uploads the drawal numbers in their system and generates the final list of allotees as per process mentioned below.

Process for generating list of Allottees:

Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of Allottees to Applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by Designated Stock Exchange (**DSE**) is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.

In categories where there is proportionate allotment, the RTA will prepare the proportionate working based on the oversubscription times.

In categories where there is undersubscription, the RTA will do full allotment for all valid applications.

On the basis of the above, the RTA will work out the allotees, partial allotees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

BASIS OF ALLOTMENT

a. **For Individual Bidders**:

Bids received from the Individual Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Individual Bidders will be made at the Offer Price.

The Offer size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Individual Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full Allotment shall be made to the Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, the Allotment shall be made on a proportionate basis up to a minimum of 1,200 Equity Shares and in multiples of 1,200 Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

b. For Non-Institutional Bidders

Bids received from Non-Institutional Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Offer Price.

The Offer size less Allotment to QIBs and Individual Investors shall be available for Allotment to Non- Institutional Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, Allotment shall be made on a proportionate basis up to a minimum of 1,200 Equity Shares and in multiples of 1,200 Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

c. For QIBs

For the Basis of Allotment to Anchor Investors, Bidders / Applicants may refer to the SEBI ICDR Regulations or RHP/ Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Offer Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Offer Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

1) In the first instance allocation to Mutual Funds for 5 % of the QIB Portion shall be determined as follows:

- In the event that Bids by Mutual Fund exceeds 5 % of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for 5 % of the QIB Portion.
- In the event that the aggregate demand from Mutual Funds is less than 5 % of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above Offer Price.
- Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;

2) In the second instance Allotment to all QIBs shall be determined as follows:

- In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Offer Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of 1,200 Equity Shares and in multiples of 1,200 Equity Shares thereafter for 50 % of the QIB Portion.
- Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of 1,200 Equity Shares and in multiples of 1,200 Equity Shares thereafter, along with other QIB Bidders.
- Under-subscription below 50 % of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than 1,200 Equity Shares.

d. Allotment to Anchor Investor (If Applicable)

a. Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the issuer, in consultation with the BRLM, subject to compliance with the following requirements:

i. not more than 60% of the QIB Portion will be allocated to Anchor Investors;

ii. 40% of the Anchor Investor Portion shall be reserved for allocation to specified investor categories, wherein 33.33% of such portion shall be reserved for domestic Mutual Funds and 6.67% shall be reserved for life insurance companies and pension funds, subject to valid Bids being received from domestic Mutual Funds, life insurance companies and pension funds at or above the price at which allocation is being done to other Anchor Investors; and

iii. allocation to Anchor Investors shall be on a discretionary basis and subject to:

- a maximum number of two Anchor Investors for allocation up to ₹200 Lakhs;
- a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹200 Lakhs and up to ₹2500 Lakhs subject to minimum allotment of ₹100 lakhs per such Anchor Investor; and
- in case of allocation above twenty-five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty-five crore rupees and an additional 10 such investors for every additional twenty-five crore rupees or part thereof, shall be permitted, subject to a minimum

allotment of one crore rupees per such investor.

b. A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

c. **In the event that the Offer Price is higher than the Anchor Investor Allocation Price**:

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Offer Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be is to such Anchor Investors.

d. **In the event the Offer Price is lower than the Anchor Investor Allocation Price**:

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

e. **Basis of Allotment for QIBs (other than Anchor Investors) and NIIs in case of Over Subscribed Offer**:

In the event of the Offer Being Over-Subscribed, the issuer may finalise the Basis of Allotment in consultation with the SME platform of BSE (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

a. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).

b. The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio).

c. For Bids where the proportionate allotment works out to less than 1,200 equity shares the allotment will be made as follows:

- Each successful Bidder shall be allotted 1,200 equity shares; and
- The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.

d. If the proportionate allotment to a Bidder works out to a number that is not a multiple of 1,200 equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of 1,200 equity shares subject to a minimum allotment of 1,200 equity shares.

e. If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of 1,200 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 section titled "*Capital Structure*" on page 83 of this RHP.

Individual Investor' means an investor who applies for minimum application size of two lots which shall be above Rs. 2 Lakhs may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with BSE.

The Executive Director / Managing Director of BSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Offer shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI ICDR Regulations.

Issuance of Allotment Advice:

1) Upon approval of the Basis of Allotment by the Designated stock exchange, the Registrar shall upload on its website. On the basis of approved basis of allotment, the Company shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Offer. Pursuant to confirmation of

such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders who have been allotted Equity Shares in the Offer.

2) The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.

3) Company will: (i) complete the allotment of the equity shares; and (ii) initiate corporate action for credit of shares to the successful Bidder's Depository Account within 2 working days of the Offer Closing date. The Company also ensures the credit of shares to the successful Bidders Depository Account is completed on the date of allotment, after the funds are transferred from ASBA Public Offer Account to Public Offer account of the Company.

4) 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 2 working days of the Offer Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

Designated Date:

On the Designated date, the SCSBs shall transfer the funds represented by allocations of the Equity Shares into Public Offer Account with the Bankers to the Offer.

The Company will 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 2 working days of the Bid /Offer Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

Instructions for Completing the Bid Cum Application Form:

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public Offers using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an Offer with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e., www.bseindia.com. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Offer and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Offer with effect front January 01, 2016.

Bidder's Depository Account and Bank Details:

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Offer will obtain front the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Offer.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Offer, the required Demographic Details as available on its records.

Submission of Bid Cum Application Form:

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

Communications:

All future communications in connection with Applications made in this Offer should be addressed to the Registrar to the Offer quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum 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 Offer in case of any pre-Offer or post Offer related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

Disposal of Application and Application Moneys and Interest in Case of Delay:

The Company shall ensure the dispatch of Allotment advice and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at SME platform of BSE where the Equity Shares are proposed to be listed are taken within 3 (Three) working days from Offer Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (Three) days of the Offer Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2 (two) working days of the Offer Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI ICDR Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and / or imprisonment in such a case.

Right to Reject Applications:

In case of QIB Bidders, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.

Impersonation:

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who—

a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

Section 447 of Companies Act, 2013 deals with 'Fraud' and prescribed a punishment of imprisonment for a term which shall not be less than 6 (six) months but which may extend to 10 (ten) years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to 3 (three) times the amount involved in the fraud.

Undertakings by Our Company:

We undertake as follows:

1. That the complaints received in respect of the Offer shall be attended expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within three working days from Offer Closure date.
3. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Offer by our Company;
4. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within two Working Days from the Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
5. That our Promoter's contribution in full has already been brought in;
6. That no further Offer of Equity Shares shall be made till the Equity Shares issued through the Prospectus are listed or until the Application monies are refunded on account of non-listing, undersubscription etc.;
7. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
8. If our Company does not proceed with the Offer after the Bid / Offer Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid / Offer Closing Date. The public notice shall be issued in the same newspapers where the Pre-Offer advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
9. If our Company withdraws the Offer after the Bid / Offer Closing Date, our Company shall be required to file a fresh Draft Red Herring Prospectus with the Stock exchange / RoC / SEBI, in the event our Company subsequently decides to proceed with the Offer;
10. If allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded / unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period.
11. That the Promoters' contribution in full, if required, shall be brought in advance before Offer opens for subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on Bidders in accordance with applicable provisions under SEBI ICDR Regulations;
12. That funds required for making refunds to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
13. That adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of Allotment; and
14. That it shall comply with such disclosure and account norms specified by SEBI from time to time.

Undertaking by the Promoter Selling Shareholder:

The Promoter Selling Shareholder, specifically undertake and/or confirm the following solely in respect to itself as a Promoter Selling Shareholder and its respective portion of the Offered Shares:

a. it is the legal and beneficial holder and has full title to its respective portion of the Offered Shares;

b. its respective portion of the Offered Shares shall be transferred pursuant to the Offer, free and clear of any encumbrances;

c. it shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid in the Offer, except for fees or commission for services rendered in relation to the Offer; and

d. it shall not have recourse to the proceeds from the Offer for Sale until receipt by our Company of the final listing and trading approvals from the Stock Exchange.

Utilization of Offer Proceeds:

The Board of Directors of our Company certifies that:

1. All monies received out of the Offer shall be credited / transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
2. Details of all monies utilized out of the Offer referred above shall be disclosed and continue to be disclosed till the time any part of the Offer proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized.
3. Details of all unutilized monies out of the Offer, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested
4. Our Company shall comply with the requirements of SEBI Listing Regulations in relation to the disclosure and monitoring of the utilization of the proceeds of the Offer.
5. Our Company shall not have recourse to the Offer 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 Book Running Lead Manager undertakes that the complaints or comments received in respect of the Offer shall be attended by our Company expeditiously and satisfactorily.

Equity Shares in Dematerialized Form with NSDL or CDSL:

To enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

a. Tripartite Agreement dated February 24, 2025 between NSDL, our Company and Registrar to the Offer; and

b. Tripartite Agreement dated March 19, 2025 between CDSL, our Company and Registrar to the Offer.

The Company's equity shares bear an International Securities Identification Number INE1OOT01028

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 Foreign Exchange Management Act, 1999 ("**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 government bodies responsible for granting foreign investment approvals are the Reserve Bank of India ("**RBI**") and Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ("**DPIIT**").

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated Foreign Direct Investment Policy notified by the DPIIT File No. 5(2)/2020-FDI Policy dated October 15, 2020, with effect from October 15, 2020 (the "**FDI Policy**"), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT or the DPIIT that were in force and effect prior to October 15, 2020. The Government of India proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DPIIT issues an updated circular.

In terms of the FEMA NDI Rules, a person resident outside India may make investments into India, subject to certain terms and conditions, and provided that an entity of a country, which shares land border with India or the beneficial owner of an investment into India who is situated in or is a citizen of any such country, shall invest only with government approval.

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 SEBI SAST Regulations;

ii) The Non-Resident shareholding is within the sectoral limits under the FDI Policy; and

iii) The pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriter and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company. For details, please refer to the section titled *'Offer Procedure'* beginning on page 347 of this Red Herring Prospectus.

Foreign Exchange Laws

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, had notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017.

Foreign investment in this Offer shall be on the basis of the FEMA Rules.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("**Restricted Investors**"), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government.

Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. 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 Offer Period.

Investment conditions/restrictions for overseas entities

Under the current FDI Policy 2020, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Foreign Exchange Management (Non-debt Instruments) Rules, 2019. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49% or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

Investment by FPIs under Portfolio Investment Scheme (PIS)

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

Investment by NRI or OCI on repatriation basis:

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as "**Capital Instruments**") of a listed Indian company on a recognized stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Foreign Exchange Management (Non-debt Instruments) Rules, 2019.

The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company. Our Company has the raised the aggregate ceiling to 24% by a special resolution dated August 18, 2025.

Investment by NRI or OCI on non-repatriation basis

As per current FDI Policy 2020, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non-repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("**US Securities Act**") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "**US Persons**" as defined in Regulation S of the U.S.

Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 20003/71/EC, together with any amendments) and implementing measures thereto, (the "**Prospectus Directive**") has been or will be made in respect of the Offer in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Offer.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Red Herring Prospectus.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

SECTION XII: MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)
ARTICLES OF ASSOCIATION
OF

DIGILOGIC SYSTEMS LIMITED

The following regulations comprised in the Articles of Association were adopted pursuant to the member's special resolution passed at the Extra Ordinary General Meeting held on June 18, 2025. In substitution for, and to the entire exclusion of, the earlier regulation comprised in the extant Articles of Association of the Company.

Pursuant to Schedule I of the Companies Act, and the SEBI ICDR Regulations, the Main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and Transmission of equity shares or debentures, their consolidation or splitting are as provided below. Each provision below is numbered as per the corresponding article number in the articles of association and defined terms herein have the meaning given to them in the Articles of Association.

1) The regulations contained in Table 'F' of Schedule I of Companies Act 2013 shall apply to the Company only so far as they are not inconsistent with any of the provisions contained in these Articles or modification thereof or are not expressly or by implication excluded from these Articles

INTERPRETATION

2)

(i) In the interpretation of these Articles, the following expressions shall have the following meanings unless repugnant to the subject or context:

a) "**The Company**" or "**this Company**" means **DIGILOGIC SYSTEMS LIMITED.**

b) "**The Act**" means the Companies Act, 2013 including any statutory amendments thereto and the rules and Schedules made there under, and notified from time to time.

c) "**These Articles**" or "**Articles**" means Article of Association of the Company as originally framed or altered from time to time by Special Resolution or applied in pursuance of any previous Company law or of this Act.

d) "**Auditors**" means and include those persons appointed as such for the time being by the Company.

e) "**Annual General Meeting**" means a general meeting of the Members held in accordance with the provisions of Section 96 of the Act.

f) "**Beneficial Owner**" means and include beneficial owner as defined in clause (a) sub-Section (1) of Section 2 of the Depositories Act, 1996 or such other Act as may be applicable.

g) "**Board**" or "**Board of Directors**" means the collective body of the Directors of the Company, as constituted from time to time, in accordance with Law, and the provisions of these Articles.

h) **"Board Meeting"** means 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;

i) "**Capital" means** the share capital for the time being raised or authorized to be raised, for the purpose of the Company.

j) "**The Chairman**" means the Chairman of the Board of Directors for the time being of the Company.

k) "**Charge**" means an interest or lien created on the property or assets of a Company or any of its undertakings or both as security and includes a mortgage.

l) **"Committees"** means committees constituted by the Board of Directors of the Company from time to time;

m) "**Company Secretary**" or "**Secretary**" means a company secretary as defined in clause (c) of sub-section (1) of section 2 of the Company Secretaries Act, 1980 who is appointed by the Company to perform the functions of a company secretary under this Act.

n) "**Debentures**" includes debenture-stock, bonds or any other instrument of a Company evidencing a debt, whether constituting a charge on the assets of the Company or not.

o) "**Depositories Act**" means the Depositories Act, 1996 and includes any statutory modification(s) or re-enactment thereof for the time being in force.

p) "**Depository**" means a Depository as defined in clause (e) sub- section (1) of section 2 of the Depositories Act, 1996.

q) "**Director**" means a director appointed to the Board of a Company.

r) "**Dividend**" includes any interim dividend.

s) **"E-voting"** means voting by electronic means as prescribed under the Act.

t) **"Employees' Stock Option"** means the option given to the directors (except Independent Directors), officers or employees of a Company, or of its holding company or subsidiary company or companies, if any, which gives such directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares at a future date at a pre-determined price

u) **"Equity Share Capital"** means the total issued and paid-up equity share capital of the Company, calculated on a Fully Diluted Basis;

v) "**Executor**" or "**Administrato**r" means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.

w) "**Extraordinary General Meeting"** means an extraordinary general meeting of the Members duly called and constituted and any adjourned holding thereof.

x) "**Key managerial personnel**", in relation to a Company, means –

B. The Chief Executive Officer or the Managing Director or the Manager;
C. The Company secretary;
D. The Whole-time director;
E. Chief Financial Officer;
F. such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board;
G. Such other officer as may be prescribed under the Act;

y) "**Legal Representative**" means a person who in law represents the estate of a deceased Member.

z) "**Members**" in relation to a Company, means;

A. The subscriber to the memorandum of the Company who shall be deemed to have agreed to become member of the Company, and on its registration, shall be entered as member in its register of members;

B. Every other person who agrees in writing to become a member of the Company and whose name is entered in the register of members of the Company;

C. Every person holding shares of the Company and whose name is entered as a beneficial owner in the records of a Depository.

aa) "**Meeting"** or "**General Meeting**" means a meeting of the members of the Company.

bb) "**Month**" means a calendar month.

cc) "**National Holiday"** means and includes a day declared as National Holiday by the Central Government.

dd) "**Office"** means the registered office for the time being of the Company.

ee) "**Ordinary or Special Resolution"** means an ordinary resolution, or as the case may be, special resolution referred to in Section 114 of the Act.

ff) "**Paid-up share capital**" or "**share capital paid up"** means such aggregate amount of money credited as paid up as its equivalent to the amount received as paid up in respect of shares issued and also includes any amount credited as paid up in respect of shares of the Company, but does not include any other amount received in respect of such shares, by whatever name called.

gg) "**Proxy**" means an instrument whereby any person is authorized to attend a meeting and vote for a member at the general meeting on a poll and includes attorney duly constituted under the power of attorney.

hh) "**Register of Beneficial Owners**" means the register of members in case of shares held with a Depository in any media as may be permitted by law, including in any form of Electronic Mode.

ii) "**Security**" means Shares, Debentures and/or such other securities as defined in clause (h) of section 2 of the Securities Contracts (Regulation) Act, 1956

jj) "**Share**" means a share in the share capital of a Company and includes stock

kk) "**The Register of Members"** means the Register of Members to be kept pursuant to Section 88 of the Act and includes Register of Beneficial Owners.

ll) "**The Registrar**" means the Registrar, an Additional Registrar, a Joint Registrar, a Deputy Registrar, or an Assistant Registrar, having the duty of registering Companies and discharging various functions under the Act.

"**The Company's Regulations**" means the regulations for the time being for the management of the Company.

mm) "**The Statutes**" means the Companies Act, 2013 and every other Act for the time being in force affecting the Company.

nn) "**Year**" and "**Financial Year**" "Years" means the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2 (41) of the Act.

oo) Words importing the **singular number** include, where the context admits or requires, the plural number and vice versa.

pp) Save as aforesaid, **words or expressions contained in these Articles shall bear** the same meaning as in the Act or any statutory modifications thereof for the time being in force.

(ii) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.

3) The Authorised Share Capital of the Company shall be of such amount as may be mentioned in the Capital Clause of the Memorandum of Association of the Company from time to time.

4) The Company in a General Meeting, by passing an ordinary resolution, may from time to time, increase the capital by the creation of new shares, such increase to be of such aggregate amount and to be divided into shares of such respective amounts as the resolution shall prescribe. Subject to the provisions of the Act, any shares of the original or increased capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as the General Meeting resolving upon the creation thereof, shall direct, and if no direction be given as the Directors shall determine, and in particular, such shares may be issued with a preferential or qualified rights to dividends, and in the distribution of assets of the Company, and with a right of voting at general meetings of the Company in conformity with Sections 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article, the Directors shall comply with the provisions of Section 64 of the Act.

5) Where at any time, the Company having a share capital proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered—

(i) 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: —

a. the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days or lesser days as may be prescribed in the Act 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;

b. 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; (ii) 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;

(ii) to employees under a scheme of employees' stock option, subject to special resolution passed by the Company and subject to such conditions as may be prescribed; or

(iii) to any persons, if it is authorised by a special resolution, whether or not those persons include the persons referred to in clause (i) or clause (ii), either for cash or for a consideration other than cash, subject to and in accordance with the Act and the Rules.

Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the Company to convert such debentures or loans into shares in the Company: Provided that 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.

6) Subject to the provisions of section 55 of the Act and these Articles, the Board of Directors, through a board resolution, may issue redeemable preference shares, to such persons, on such terms and conditions and at such times either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the Company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit. The terms and conditions of redemption shall be determined by the Company by passing a shareholders' resolution before issue of the shares.

7) On the issue of redeemable preference shares under the provisions of Article 6 hereof, the following provisions shall take effect:-

(i) 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 purpose of the redemption.

(ii) no such shares shall be redeemed unless they are fully paid.

(iii) where any such shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called the "Capital Redemption Reserve Account", a sum equal to the nominal amount of the shares redeemed and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act, apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company.

8) The Company may (subject to the provisions of Sections 55 and 66 both inclusive, of the Act) from time to time by Special Resolution reduce its capital, any Capital Redemption Reserve Account or 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 upon against or otherwise. This Article is not to derogate from any power the Company would have if it were omitted.

9) 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.

10) The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder.

11) The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or Employee Stock Purchase Scheme (ESPS) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.

12) Subject to the provisions of section 61 of the Act, the Company in General Meeting may from time to time sub-divide, consolidate its shares, classify or reclassify the shares, and the resolution whereby any shares are sub-divided, consolidated, classified or reclassified, as the case maybe, may determine that, as between the holders of the shares resulting from the actions, one or more of such shares shall have some reference or special advantages as regards dividend, capital or otherwise over or as compared with the others or other, Subject as aforesaid, the Company in general Meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its shares capital by the amount of the shares so cancelled.

AUTHORISING COMPANY TO BUY BACK ITS OWN SHARES

13) Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 of the Act and any other applicable provision of the Act or any other law for the time being in force, the Company may with the sanction of Special Resolution, purchase its own shares or other specified securities.

SHARE AND CERTIFICATES AND VARIATION OF RIGHTS

14) Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons and in such proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provisions of Section 53 of the Act) at a discount as fully paid or partly paid shares and at such time as they may from time to time think fit and with 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 thinks fit, and may issue and allot shares in the capital of the Company in cash or consideration other than cash and on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares. 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 the General Meeting.

(i) Unless the shares have been issued in dematerialized form in terms of applicable laws, every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided, —

a. one certificate for all his shares without payment of any charges; or
b. several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two directors or by a director and the Company Secretary, wherever the Company has appointed a Company Secretary:

(iii) Provided that in case the Company has a common seal it shall be affixed in the presence of Managing Director or any two directors, and the company secretary or such other person as the Board may appoint for the purpose; and those two Directors and the secretary or other person shall sign every instrument to which the seal of the company is so affixed in their presence. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

(iv)

a. Where a new certificate has been issued in pursuance of this Articles, particulars of every such share certificate shall be entered in a Register of renewed and duplicate certificate indicating against the names of the persons to whom the certificate is issued, the number and date of issue of the share certificate in lieu of which the new certificate is issued, and the necessary changes in the Register of Members by suitable cross reference in the "Remarks" column.

b. Every member shall be entitled, without payment to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the directors so approve (upon paying such fee as the Directors so 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 two 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 certificates 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 and approve, provided that, in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one or several joint holders shall be a sufficient delivery to all such holder.

15)

(i) If any share certificate be worn out, defected, 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 is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every certificate under this 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 fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

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 rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable thereof in this behalf.

The provisions of this Articles 14 and 15 (i) of these Articles shall mutatis mutandis apply to debentures or any other securities being issued by the Company

16) Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as recognised in accordance with the Act) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder. If any shares stands in the names of two or more persons, the person first named in the register shall be regards receipt of dividends or bonus or service of notice and all or any other matters connected with the Company, except voting at meetings be deemed the sole holder thereof, but the joint holders of the share, shall be severally as well as jointly liable for the payment of all instalments and calls due in respect of such shares for all incidents thereof according to the Company regulations.

17) Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not bound to recognize any equitable, contingent, future or partial interest in any share, or (except provided) any rights in respect of a share other than absolute rights thereto, in accordance with these Article, in the person from time to time registered as the 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 or the survivor or survivors of them.

18) If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by instalment, every such instalment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.

19) None of the funds of the Company shall be applied for the purchase of any share of the Company, and it shall not give any financial assistance for or in connection with the purchase or subscription of any shares in the Company or in its holding company save as provided by section 67 of the Act.

20)

(i) any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *paripassu* therewith.

FURTHER ISSUE OF SHARES

21) Where at any time after the expiry of two years from the formation of the Company or at any time after the expiry of one year from the allotment of shares in the Company made for the first time after its formation, whichever is earlier, it is proposed to increase the subscribed capital of the Company by allotment of further shares then:

(a) Such further shares shall be offered to the persons who, at the date of the offer, are holders of the equity shares of the Company, in proportion, as nearly as circumstances admit, to the capital paid up on those shares at that dateby sending a letter of offer, subject to the following conditions, namely;

(b) The offer aforesaid shall be made by a notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty daysfrom the date of the offer within which the offer, if not accepted, will be deemed to have been declined;

(c) 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 sub-clause (b) shall contain a statement of this right;

(d) 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 offeredor deemed to have declined by virtue of Clause (b) above, the Board of Directors may dispose of them in such manner which is not not disadvantageous to the shareholders and most beneficial to the Company.

22) Notwithstanding anything contained in Article 21the further shares aforesaid may be offered to any persons (whether or not those persons include the persons referred to in clause (a) of Article 21hereof) in any manner whatsoever.

(a) If a special resolution to that effect is passed by the Company in general meeting, or

(b) Where no such resolution is passed, if the votes cast (whether on a show of hands or on a poll as the case may be) in favour of the proposal contained in the resolution moved in that general meeting (including the casting vote, if any, of the Chairman) by members who, being entitled so to do, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal by members, so entitled and voting and the Central Government is satisfied, on an application made by the Board of Directors in this behalf, that the proposal is most beneficial to the Company.

23) Nothing in sub-clause (c) of Article 21 hereof shall be deemed:

(a) To extend the time within which the offer should be accepted; or

(b) To authorize any person to exercise the right of renunciation for a second time, on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.

24) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option attached to the debentures issued or loans raised by the Company:

i. To convert such debentures or loans into shares in the Company; or

ii. To subscribe for shares in the Company.

Provided that the terms of issue of such debentures or the terms of such loans include a term providing for such option and such term:

(a) Either has been approved by the central Government before the issue of debentures or the raising of the loans or is in conformity with rules, if any, made by that Government in this behalf; and

(b) In the case of debentures or loans or other than debentures issued to, or loans obtained from the Government or banks or any financial institution specified by the Central Government in this behalf, has also been approved by the special resolution passed by the Company in General Meeting before the issue of the loans.

DEMATERIALISATION OF SECURITIES

25) The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Articles.

26) The Company or an investor may exercise an option to issue, deal in, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialised, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time or any statutory modification thereto or re-enactment thereof.The Board or any Committee thereof shall be entitled to dematerialize Securities or to offer securities in a dematerialized form pursuant to the Depositories Act, 1996, as amended. The provisions of this Section will be applicable in case of such Securities as are or are intended to be dematerialized.

27) Every holder of or subscriber to Securities of the Company shall have the option to receive certificates for such securities or to hold the securities with a Depository. Such a person who is the Beneficial Owner of the securities can at any time opt out of a Depository, if permitted by law, in respect of any securities in the manner provided by

the Depositories Act, 1996, and the Company shall, in the manner and within the time prescribed by law, issue to the Beneficial Owner the required certificates for the Securities.

28) If a person opts to hold his securities with the Depository, the Company shall intimate such Depository the details of allotment of the securities, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the securities.

29) 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 on behalf of the Beneficial Owners.

30)

(i) Notwithstanding anything to the contrary contained in these Articles, a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of Securities of the Company on behalf of the Beneficial Owner.
(ii) Save as otherwise provided in sub-clause 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.
(iii) Every person holding Securities of the Company and whose name is entered as the Beneficial Owner of securities in the record of the Depository 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 and shall be deemed to be a Member of the Company.

31) Notwithstanding anything to the contrary contained in these Articles, where Securities of the Company are held in a Depository, the records of the beneficiary ownership may be served by such Depository on the Company by means of Electronic Mode or by delivery of floppies or discs.

32) Nothing contained in Section 56 of the Act or anything to the contrary contained in these Articles shall apply to a transfer of Securities effected by a transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository.

33) Notwithstanding anything to the contrary contained in these Articles, where Securities are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such Securities.

34) Notwithstanding anything to the contrary contained in these Articles regarding the necessity of having distinctive numbers for Securities issued by the Company shall apply to securities held with a Depository.

35) The Company shall cause to be kept a register and index of Members with details of securities held in materialised and dematerialised forms in any media as may be permitted by law including any form of electronic media in accordance with all applicable provisions of the Companies Act, 2013 and the Depositories Act, 1996 with details of Shares held in physical and dematerialised forms in any medium as may be permitted by law including in any form of electronic medium. The Register and Index of Beneficial Owners maintained by Depository under the Depositories Act, 1996, as amended shall be deemed to be the Register and Index of Members and Security holders for the purposes of these Articles.The Company shall have the power to keep in any state or country outside India, a Register of Members, of members resident in that state or country.

UNDERWRITING AND BROKERAGE

36) Subject to the provisions of section 40 of the Act:

(i) The Company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

37) The Company may pay a reasonable sum for brokerage.

CALLS ON SHARES

38)

(i) Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share (or such other per cent. determined the Board or prescribed under applicable law) or be payable at less than one month or such other period prescribed under applicable law from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

39) A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.

40) The option or right to call of shares shall not be given to any person except with the sanction of the Company in general meetings

41) The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

42)

(i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

43)

(i) sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

44) The Board

(a) may, if it thinks fit, subject to the provisions of Section 50 of the Act, agree to and receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by himbeyond 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, as the member paying such sum in advance and the Board agrees upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Board may at any time repay the amount so advanced; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance. However, the advanced monies shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced.

(c) 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 debentures of the Company.

LIEN

45) The Company shall have a first and paramount lien:

(a) upon all share/debenture (not being a fully paid up share/debenture), registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share/debenture; 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.

(b) Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien If any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.

(c) The fully paid up shares shall be free from all lien and in the case of partly paid up shares the Company's lien, if any, shall be restricted to moneys called or payable at a fixed time in respect of such shares.

46) The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made:

(i) unless a sum in respect of which the lien exists is presently payable; or

(ii) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

47)

(i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

48)

(i) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

FORFEITURE OF SHARES

49) If a member fails to pay any call, or instalment of a callor any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaidor a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accruedand all expenses that may have been incurred by the Company by reason of non-payment.

50) The notice aforesaid shall:

(i) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(ii) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

51) If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of forfeited shares and not actually paid before the forfeiture.

52) When any shares shall have been so forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture, with the date thereof, shall forthwith be made in any manner invalidated, by any omission or neglect to give such notice or to make any such entry as aforesaid.

53) The forfeiture of a share shall involve extinction, at the time of the forfeiture, of all interest in 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 by these Articles are expressly saved.

54)

(i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

55)

(i) A person whose shares have been forfeited shall cease to be a member inrespect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies (calls, instalments, interest and expenses) which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares and Board may enforce the payment thereof or any part thereof, without any deduction or allowance for the value for the shares at the time of forfeiture, but shall not be under any obligation to do so.

(ii) The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.

56)

(i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(ii) The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favor of the person to whom the share is sold or disposed of;

(iii) The transferee shall thereupon be registered as the holder of the share; and

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

57) Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been seen previously surrendered to it by the defaulting member) stand cancelled and became null and void and of no effect, and the Directors, shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons, entitled thereto.

58) The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

TRANSFER AND TRANSMISSION OF SHARES

59)

(i) The Instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

The Instrument of transfer shall be in writing and all provisions of Section 56 of the Act, and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof.

(iii) 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

60) The Board may, subject to the right of appeal conferred by section 58 decline to register:

(i) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(ii) any transfer of shares on which the Company has a lien.

61) The Board may decline to recognise any instrument of transfer unless:

(i) the instrument of transfer is in the form as prescribed in rules made under sub-section *(1)* of section 56;

(ii) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(iii) the instrument of transfer is in respect of only one class of shares.

62) On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

63)

(i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

64)

(i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either:

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

65)

(i) the person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any member of the marriage of a female member, or by any lawful means other than by a transfer in accordance with these presents may with the consent of Board of Directors (which shall not be under any obligation to give) upon producing such evidence that he sustains the character in respects of which he proposes to act under his article of his title, as the Board of Directors thinks sufficient, either be registered himself as holder of the shares or elect to have some person nominated by him and approved by the Board of Directors registered as such holder.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

66) A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

67) No share shall in any circumstances be transferred to any infant, insolvent or persons of unsound mind.

68) Every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by such evidence as the Board of Directors may require to prove the title of the transferor, his right to transfer the shares and generally under and subject to such conditions and regulations as the board of Directors shall from time to time prescribe, and every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board of Directors. The Company shall also use a common form of transfer. Subject to applicable law, the Board may delegate the power of transfer of securities to a committee or to compliance officer or to the registrar to an issue and/or share transfer agent(s).

69) The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any 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 and may have entered such notice, or referred thereto, in any book or 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 been entered or referred to in some book of the Company, but the Company shall nevertheless be at liberty to regard and attend to any such notice and given effect thereto, if the Board of Directors shall so think fit.

70) Subject to the provisions of Section 59 of the Act, 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 on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on shares.

BOARD TO RECOGNIZE BENEFICIAL OWNERS OF SECURITIES

71) Notwithstanding anything to the contrary contained in these Articles, a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of Securities on behalf of a Beneficial Owner.

72) Save as otherwise provided hereinabove, the Depository as a registered owner shall not have any voting rights or any other rights in respect of securities held by it, and the Beneficial Owner shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of its securities held by a Depository.

73) Except as ordered by a Court of competent jurisdiction or as required by law, the Company shall be entitled to treat the person whose name appears as the Beneficial Owner of the securities in the records of the Depository as the absolute owner thereof and accordingly the Company shall not be bound to recognise any benami, trust or equitable, contingent, future or partial interest in any Security or (except otherwise expressly provided by the Articles) any right in respect of a Security other than an absolute right thereto, in accordance with these Articles on the part of any other person whether or not it shall have express or implied notice thereof.

NOMINATION

74) Every holder of Shares in, or Debentures of the Company may at any time nominate, in the manner prescribed under the Act or under depositories act, a person to whom his shares in or Debentures of the Company shall vest in the event of death of such holder.

75) Where the Shares in, or Debentures of the Company are held by more than one person jointly, the joint holders may together nominate, in the prescribed manner, a person to whom all the rights in the shares or Debentures of the Company, as the case may be, held by them shall vest in the event of death of all joint holders.

76) Notwithstanding anything to the contrary contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, or in these Articles, in respect of such shares in or Debentures of the Company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the shares in, or Debentures of the Company, the nominee shall, on the death of the shareholders or holder of Debentures of the Company or, as the case may be, on the death of all the joint holders become entitled to all the rights in the shares or Debentures of the Company to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner under the provisions of the Act.

77) Where the nominee is a minor, it shall be lawful for the holder of the shares or holder of Debentures to make the nomination to appoint, in the prescribed manner under the provisions of the Act, any person to become entitled to the shares in or Debentures of the Company, in the event of his death, during the minority.

COPIES OF MEMORANDUM AND ARTICLES TO BE SENT TO MEMBERS

78) Copies of the Memorandum and Articles of Association of the Company and of other documents referred to in Section 17 of the Act shall be sent by the Board to every Member at his request, within 7 days of the request, on payment of rupee one hundred for each copy

BORROWING POWER

79) The Board may, from time to time at its description subject to the provisions of Sections 179 and of the Act, raise or borrow, either from the Directors or from elsewhere and secure the payment of any sum or sums of money for the purpose of the Company, provided that the Board shall not without the sanction of the Company in General Meeting borrow any sum of money which together with money borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate for the time being of the paid up capital of the Company and its free reserves, that is to say, reserves not set aside for any specific purpose.

80) The Board may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it may think fit, and in particular by the issue of bonds, perpetual or redeemable, debentures or debenture-stock, or any mortgage, or other security on the undertaking of the whole or any part of the property of the Company (both present and future), including its uncalled capital for the time being.

81) Any debentures, debenture-stock, bonds or other securities may be issued at a premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, 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 General Meeting by a Special Resolution in accordance with provisions of the Act.

82) Save as provided in Section 56 of the Act no transfer of debentures shall be registered unless a proper instrument of transfer duly stamped and executed by the transferor and transferee has been delivered to the Company together with the certificate or certificates of the debentures.

83) If the Board refuses to register transfer of any debentures the Company shall, within one month from the date on which the instrument of transfer was lodged with the Company send to the transferee and to the transferor notice of the refusal.

84) The Board shall cause a proper Register to kept in accordance with the provisions of Section 85 of the Act of all mortgages, debentures and charges specifically affecting the property of the Company, and shall cause the requirements of the Act in that behalf to be duly complied with, so far as they fail to be complied with by the Board.

85) The Company shall if at any time it issues debentures, keep a Register and Index of Debenture holders in accordance with Section 88 of the Act. The Company shall have the power to keep in any state or Country outside India a branch of Debenture-holders resident in that State or country.

CONVERSION OF SHARES INTO STOCK AND RECONVERSION

86) Subject to the provisions of section 61, the Company in a General Meeting, by passing an ordinary resolution, may convert any paid-up shares into stock, and when any shares shall have been converted into stock, the several holders of such stock may henceforth transfer their respective interest therein, or any part of such interest, in the same manner and subject to the same regulations as, and subject to which shares from which the stock arose might have been transferred, if no such conversion had taken place or as near thereto as circumstance will admit. The Company may at any time reconvert any stock into paid-up shares of any denomination.

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

87) The holders of stock shall, according to the amount of stock held by them have the same rights, privileges and advantages as regards dividends, voting at meeting of the Company and matters as if they held the shares from which the stock arose, but no such privileges or advantage (except participation in the Dividends and profits of the Company and in the assets of winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

88) such of the regulations of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in these Articles shall include “stock” and “stock-holder” respectively.

89) The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law:

(a) its share capital;
(b) any capital redemption reserve account; or
(c) any share premium account.
(d) Any other reserve as may be permitted in accordance with the extant law.

and in particular without prejudice to the generality of the foregoing power may be: (i) extinguishing or reducing the liability on any of its Shares in respect of share capital not paid up; (ii) either with or without extinguishing or reducing liability on any of its Shares, (a) cancel paid up share capital which is lost or is unrepresented by available assets; or (b) pay off any paid up share capital which is in excess of the wants of the Company; and may, if and so far as is necessary, alter its Memorandum, by reducing the amount of its share capital and of its Shares accordingly.

MEETINGS OF MEMBERS

90) The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year. All General Meetings other than Annual general meetings shall be Extra-ordinary General Meetings. The first Annual General Meeting shall be held within a period of nine month from the date of closing of the first financial year of the Company and in any case, within a period of six months, from the date of closing of the year, provided that not more than fifteen months shall elapse between the date of one annual general meeting of a Company and that to the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the register under provisions of Section 96(1) of the Act to extend the time within which any Annual General Meeting may be held. Every Annual General Meeting shall be called during business hours, that is between 9.00 AM to 6.00 PM on any day that is not a National Holiday and shall be held at the registered office of the Company or at some other place within the city in which the registered office of the Company is situated, as the Board may determine and the Notices calling the Meeting shall specify it as the Annual General Meeting.. Every member of the Company shall be entitled to attend either in person or by proxy and the Auditor of the Company shall be entitled to attend and to be heard at any General Meeting which he attends on any part of the business, concerns him as auditor. At every Annual General Meeting of the Company there shall be laid on the table the

Director's Report (if not already incorporated in the Audited Statement of Accounts) the proxy Register with proxies and the Register shall be open and accessible during the continuance of the meeting. The Board shall cause to be prepared the Annual List of Members, Summary of the Share Capital, Balance Sheet and Profit and Loss Account and submit the same to the Registrar in accordance with Section 92 and 137 of the Act. The Board may, whenever it deems fit, call an extra ordinary general meeting of the Company.

91) The extraordinary general meeting shall be called by the Board, at the requisition in writing made by such number of members who hold, on the date of receipt of requisition, not less than one-tenth of such of paid-up capital of the Company as on the date carries the right of voting in regard to the matter in respect of which the requisition has been made.

92) If at any time Directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the Company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

93) Any valid requisition so made by members must state the object or objects of the meeting proposed to be called, and must be signed by the requisitionists and be deposited at the registered office of the Company, provided that such requisition may consist of several documents in loose form and each shall be signed by one or more requisistionists.

94) Upon the receipt of any such requisition the Board shall within twenty-one days from the date of receipt of a valid requisition in regard to any matter, proceed to call an extra ordinary general 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 requisitionists, or such of their number as represent either a majority in value of the paid-up share capital held by all of them or not less than one-tenth of the paid-up share capital of the Company as is referred to section 100 of the Act, whichever is less, may themselves call the meeting, but in either case, any meeting so called may be held within three months from the date of the delivery of the requisition as aforesaid.

95) Any reasonable expenses incurred by the requisitionist in calling an extraordinary meeting 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 directors who were in default in calling the meeting.

96) Any meeting called under the foregoing Articles by the requisitionists shall be called and held in the same manner, as nearly as possible, as that in which meeting is to be called and held by the Board.

97) A general meeting of the 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 prescribed.

Provided that a general meeting may be called after giving a shorter notice if consent is given in writing or in electronic mode as prescribed under Section 101 of the Act.

Notice shall, specifying the day, place and hour of meeting, and the general nature of the business to be transacted thereat, shall be given in the manner hereinafter provided, to such persons as are under these Article entitled to receive notice from the Company.

98) A notice calling the meeting shall be annexed with the statement setting out the following material facts concerning each item of special business to be transacted at a general meeting:

(i) The nature of concern or interest, financial or otherwise, if any, in respect of each items of

(a) Every director and the manager, if any;
(b) Every other key managerial personnel; and
(c) Relatives of the persons mentioned in sub-clause (a) and (b) hereinabove;
(d) Interest of related party shareholders

(ii) 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.

99) In the case of an Annual General Meeting, all business to be transacted thereat shall be deemed special, other than:

(i) the consideration of the financial statements, and the reports of the Board of Directors and auditors.

(ii) the declaration of any dividend.

(iii) the appointment of Directors in place of those retiring.

(iv) the appointment of, and fixing of the remuneration of, the auditors, and in 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 the Company relates to or affects any other company, the extent of shareholding interest in that other 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 percent of the paid up share capital of the company, also be set out in the statement.

100) Any accidental omission to give notice to or the non-receipt of such notice as aforesaid by, any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.

101) Where any item of business refers to any document, which is to be considered at the meeting, the time and place where such document can be inspected shall be specified in the statement.

102) 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;

(ii) the auditor or auditors of the Company; and

(iii) every director of the Company.

103) No General Meeting, Annual or Extraordinary, shall be competent to enter upon discuss or transact any business, which has not been mentioned in the notice or notices upon which it was convened. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103 of the Act.

104) A body corporate being a member shall be deemed to be personally present if it is represented in accordance with Section 113 of the Act.

105) If, at the quorum is not present within half-an-hour form 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 called by requisitionist under section 100 of the Act, shall stand cancelled.

Provided, that in case of an adjourned meeting or of a change of day, time or place of meeting under clause (i), 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 registered office of the Company is situated.

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.

106) The Chairman (if any) of the Board shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there be no such Chairman of the Board, or if at any meetings he shall not be present within fifteen minutes of the time appointed for holding such meeting, or if he shall be unable or unwilling to take the chair, then the directors present may choose one of their member to be the Chairman of the meetings. If no director be present or if all the director present decline to take the chair, then the Members present shall elect one of themselves to be the Chairman thereof on a show of hands. 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 the Chairman elected on a show of hands under sub-section (1) of section 104, shall continue to be the Chairman of the meeting until some other person is elected as Chairman as a result of the poll, and such other person shall be the Chairman for the rest of the meeting.

107) No business shall be discussed at any General Meeting except the election of a chairman, while the Chair is vacant.

108) The chairman with the consent of the members may adjourn any meeting from time to time and from place to place in the city in which it is held 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.

109) 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.

110) As provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting

VOTING RIGHTS AND PROXY

111) No member shall be entitled to vote either personally or by proxy, at any General Meeting or meeting of class of shareholders either upon show of hands or upon a poll 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 has exercised any right of lien. A member may on any business to be transacted at a General meeting exercise their votes through e-voting or through postal ballot, in case if it is provided by the Company.

112) Subject to the provisions of these Articles and without prejudice to any special privileges or restriction as to voting for the time being attached to any class of shares for the time being forming part of the Capital of the Company every member not disqualified by the last preceding Article shall be entitled to be present, and to speak and vote at such meeting, and on show of hands every member present in person shall have one vote and upon a poll the voting rights of every member present in person or by proxy shall be in proportion to his shares of the paid-up equity share capital of the Company provided, however if any preference shareholder be present at any meeting of the Company, save as provided in clause (b) of sub-section (2) of Section 47, he shall have a right to vote only on resolutions placed before the meeting which directly affect the rights attached to his preference shares.

113) On a poll 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 used.

114) Subject to the provisions of these Articles votes may be given either personally or by proxy. A body corporate being a member may vote either by a proxy or by a representative duly authorized in accordance with Section 113 of the Act and such representative shall be entitled to exercise the same rights and powers including the rights to vote by proxy on behalf of the body corporate which he represents as the body could exercise if it were an individual member.

115) Any person entitled under these Articles to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the register holder of such shares provided that forty eight hours at least before the time for holding the or adjourned meeting, as the case may be, at which he proposes to vote he shall satisfy the Directors of his right transfer such shares and give such indemnity (if any) as the Directors may require or the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

116) Every proxy (whether a member or not) shall be appointed in writing under the hand of the appointer or his attorney, or if such appointer is a corporation under the seal of such corporation or be signed by an officer or any attorney duly authorized by it, and any Committee or guardian may appoint such proxy. The proxy so appointed shall not have any right to speak at the meetings.

117) An instrument of proxy may appoint a proxy either for the purpose of particular meeting specified in the instrument and any adjournment thereof or it may appoint for the purpose of every meeting of the Company, or of every meeting to be held before a date specified in the instrument and every adjournment of any such meeting.

118) A member present by proxy shall be entitled to vote only on a poll.

119) A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

120) At any General Meeting, a Resolution put to the vote at the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result on a show of hands) demanded under section 109 or voting is carried out electronically:

(i) by the Chairman of the Meeting; or

(ii) by the member or Members present in person or by proxy and holding shares in the Company which confer a power to vote on the Resolution being not less than one-tenth of the total voting power in respect of the Resolution; or

(iii) by any Member or Members present in person or by proxy and holding shares in the Company on which as aggregate sum of Five Lakh Rupees has been paid up; or

(iv) by any Member or Members present in person or by proxy and holding shares in the Company conferring a right to vote on the resolution being shares on which an aggregate sum has been paid up which is not less than one-tenth of the total sum paid on all the shares conferring that right.

Unless a poll be so demanded, a declaration by the chairman of the meeting that a resolution has, on a show of hands, been carried unanimously or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Meeting of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

121) In the case of an equality of votes, the Chairman shall both on a show of hands and at a poll (if any) have a casting vote in addition to the vote or votes to which he may be entitled as a member.

122) The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of poll shall be sole judge of the validity of every vote tendered at poll.

123) If a poll is demanded as aforesaid the same shall, subject to Articles be taken at such time (not later than forty-eight hours from the time when the demand was made) and place in the city or town in which the office of the Company is for the time being situate and either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

124) Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutinizers to scrutinize the vote given on the poll and to report thereon to time. Once the scrutinizers so appointed shall always be a member (not being an officer or employee of the Company) present at the meeting provided such a member is available and willing to be appointed. The Chairman shall have power at any time before the result of the poll is declared to remove a scrutinizer from office and fill vacancies in the office of scrutinizer arising from each removal or from any other cause.

125) The demand for a poll except on the questions of the election of the Chairman and of an adjournment shall prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

126) If there be joint holders of any shares, any one of such person may vote at any meeting or may appoint another person (whether a member or not) as his proxy in respect of such shares, as if he were solely entitled thereto but the proxy so appointed shall not have any right to speak at the meeting and, if more than one of such joint holders be present at any meeting, that one of the said persons so present whose name stands higher on the Register shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting, several executors or administrators of a deceased member in whose name shares stand shall for the purpose of these Articles to be deemed joint holders thereof.

127) A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy, if any member be a minor the vote in respect of his share or shares shall be by his guardian or any of his guardian if more than one to be selected in case of dispute by the Chairman of the meeting.

128) Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

129)

(i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

130) The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

131) An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

132) 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 of any power of attorney under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

133)

(i) The Company shall cause minutes of all proceedings of every General Meeting to be kept by making within thirty days of the conclusion of every such meeting concerned, entire thereof in books kept for that purpose with their pages consecutively numbered.

(ii) Each page of every such book shall be initialled or signed and the last page of the record of proceedings of such meeting in such books shall be dated and signed by the Chairman of the same meeting within the aforesaid period of thirty days or in the event of the death or liability of that Chairman within that period by a Director duly authorised by the Board for the purpose.

(iii) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.

(iv) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.

(v) All appointments of officers made at any meeting aforesaid shall be included in the minutes of the meetings.

(vi) Nothing herein contained shall require or be deemed to require the inclusion in such minutes of any matter which in the opinion of the Chairman of the meeting:

(a) is or could reasonably be regarded, as, defamatory of any person; or
(b) is irrelevant or immaterial to the proceeding; or
(c) is detrimental to the interest of the Company.

The Chairman of the meeting shall exercise on absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the aforesaid grounds.

(vii) Any such minutes shall be evidence of the proceedings recorded therein.

(viii) The book containing that minutes of proceedings of general meetings shall be kept at the registered office of the Company and shall be open during business hours for such periods not being less in the aggregate than two hours in each day as the directors determine, to the inspection of any member without charge.

BOARD OF DIRECTORS

134)

(i) Until otherwise determined by a General Meeting of the Company and subject to the provisions of Sections 2(10), 149, 162 and 152 of the Act, the Company shall have a Board of Directors consisting of individuals as directors and shall have a minimum of three directors and a maximum of fifteen directors.

Provided, that the Company in General Meeting by passing a special resolution, may increase number of director more than fifteen

(ii) The following are the first Directors of the Company:

a. MADHUSUDHAN VARMA JETTY
b. RADHIKA VARMA JETTY

135) A Director of the Company shall not be bound to hold any Qualification Shares in the Company.

If at any time the Company obtains any loans or any assistance in connection therewith by way of guarantee or otherwise from any person, firm, body corporate, local authority or public body (hereinafter called "the institution") or if any time the Company issues any shares, debentures and enters into any contract or arrangement with the institution whereby the institution subscribes for or underwriters the issue of the Company's shares or debentures or provides any assistance to the Company in any manner and it is a term of the relative loan, assistance, contract or agreement that the institution shall have the right to appoint one or more nominee directors on the Board the Company, then provisions of Section 161 of the Act and subject to the term and conditions of such loan, assistance, contract or arrangement with the institution shall be entitled to appoint one or more nominee Director or Directors, as the case may be, to the Board of the Company and to remove from office of Board of Directors, any Director so appointed and to appoint another in his place or in the place of Director so appointed who resigns or otherwise vacates his office. Any such appointment or removal shall be made in writing and shall be served at the office of the Company. The nominee Director or Directors so appointed shall neither be required to hold any qualification share nor be liable to retire by rotation and shall continue on office for so long as the relative loan, assistance, contract or arrangement as the case may be, subsists.

136) If it is provided by the Trust Deed, securing or otherwise in connection with any issue of debentures of the Company, that any person or persons shall have power to nominate a Director of the Company, then in the case of any and every such issue of Debenture, the person or persons having such power may exercise such power from time to time and appoint a Director accordingly. A Debenture Director may be removed from office at any time by the person or persons in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A debenture director shall not be appointed in his place. A debenture director shall not be liable to retire by rotation. A Debenture director shall not be bound to hold any qualification shares.

137) The Company shall have at least one director who has stays in India for total period of not less than one hundred and eighty-two days during the financial year.

138) The Company shall have at least two directors as Independent Directors in terms of provisions of Companies (Appointment and Qualification of Directors) Rules, 2014.

139) 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 as provided in sub-section (6) of section 149 of the Act.

140) Subject of the provisions of section 152, an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company, but shall be eligible for re-appointment for one more term of five years on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

141) Notwithstanding anything contained hereof, 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.

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.

142) The Board of Directors of the Company may, by resolution passed by the Company in general meeting, 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.

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 the Act.

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 office if and when the Director in whose place he has been appointed returns to India.

Provided also that if the term of office of the original director is determined before he so returns to India, any provisions in the Act or in these Articles for his automatic reappointment of any retiring Director in default of another appointment shall apply to the original Director and not to the Alternate Director.

143) Subject to the provisions of Section 149, 161 and 152 of the Act, the Board shall have power at any time and from time to time to appoint any other qualified person to be an additional Director, but so that the total number of Directors shall not, at any time exceed the maximum fixed under these Articles, and any such additional Director shall hold office only 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, but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

144) Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

145) Until otherwise determined by the Company in General Meeting, a Director shall not be required to hold any shares in the capital of the Company as his qualification.

146) Subject to the provisions of Sections 161, 152 and 169(7)) of the Act, the Board shall have power at any time and from time to time to appoint any other qualified person to act as a Director to fill a casual vacancy. Any person so appointed shall hold office only up to the date to which the Director is whose place he is appointed would have held office if it has not been vacated by him.

147)

(i) Subject to the provisions the section 197 and Schedule V, a Managing Director, Whole time Director or Manager shall be appointed and the terms and conditions of such appointment and remuneration, either be payable monthly or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the Company and by the Central Government in case such appointment is at variance to the conditions specified in that Schedule

Provided that a notice convening Board or general meeting for considering such appointment shall include the terms and conditions of such appointment, remuneration payable and such other matters including interest, of a Director or Directors in such appointments, if any.

(ii) Subject to the provisions of the Act, a Director who is neither in the whole-time employment nor a managing Director, may be paid remuneration either:

(a) by way of monthly payment or at a specified percentage of the net profits of the Company or partly by one way or partly by another way;

(b) the sitting fee payable to a Director, for attending each meeting of the Board or Committee thereof or for any other purpose whatsoever, shall not be more than the amount prescribed by the Act and Rules made thereunder.

Provided that for Independent Directors and Women Directors, the sitting fee shall not be less than the sitting fee payable to other directors

148) The Board may allow and pay to any Director who is not a bonafide resident of the place where the meetings of the Board are ordinarily held and who shall come to such place for the purpose of attending any meeting, such sum as the Board may consider fair compensation for traveling, boarding, lodging and other expenses, in addition to his fee for attending such meeting, as above specified; and if any Director by called upon to go or resided out of the ordinary place of his residence on the Company's business, he shall be entitled to be repaid and reimbursed any traveling or other expenses incurred in connection with business of the Company.

149) The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.

150) The continuing Directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the minimum number fixed by these Articles hereof, the continuing Directors not being less than two, may act for the purpose of increasing the number of directors to the number or for summoning a General Meeting but no other purpose.

151) The office of a Director shall ipso facto be vacated if:

(i) he incurs any of the disqualifications specified in section 164 of the Act, 2013;

(ii) he absent 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;

(iii) he act in contravention of the provisions of Section184 of the Act, relating to entering into contracts or arrangements in which he is directly or indirectly interested;

(iv) he fails to disclose his interest in any contract or arrangements in which he is directly or indirectly interested, in contravention of the provisions of Section 184 of the Act;

(v) he becomes disqualified by an order of a court or the tribunal;

(vi) he is 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.

Provided that the office shall be vacated by the director even if he has filed an appeal against the order of such court;

(vii) he has been removed in pursuance of the provisions of the Act;

(viii) he, having been appointed a director by virtue of his holding any office or other employment in the holding, subsidiary, or associate company, ceases to hold such office or other employment in that company.

152) Company shall not enter into any contract or arrangements with a related party except with the consent of the Board of Directors(including its committees thereof) with respect to:

(i) sale, purchase or supply of any goods or materials

(ii) selling or otherwise disposing of, or buying property of any kind;

(iii) leasing of property of any kind;

(iv) availing or rendering of any services;

(v) appointment of any agent for purchase or sale of goods, materials, services or property;

(vi) such related party's appointment to any or place of profit in the Company, its subsidiary company or associate company; and

(vii) underwriting the subscription of any securities or derivatives thereof, of the Company.

Provided that no contract or arrangement shall be entered into by the Companyin excess of the limit prescribed under, Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, except with the prior approval of the Company by a resolution.

Provided further that no member of the Company shall vote on such resolution, to approve any contract or arrangements which may be entered into by the Company, if such member is a related party

Provided also that nothing in these Articles shall apply to 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

153) Where any contract or arrangement is entered into by a director or any other employee, without obtaining the consent of the Board or approval by a resolution in the general meeting, and if it is not ratified by the Board or, as the case may be, by the shareholders at a meeting within three months from the date on which such contract or arrangement was entered into, such contract or arrangement shall be voidable at the option of the Board or as the case may be as shareholders, and if the contract or arrangement is with a related party to any director, or is authorized by any other director, the directors concerned shall indemnify the Company against any loss incurred by it.

154) Without prejudice to above, it shall be open to the Company to proceed against a director or any other employee who had entered into such contract or arrangement in contravention of the provisions of Section 188 of the Act for recovery of any loss sustained by it as a result of such contract or arrangement.

155) Every director shall at the first meeting of the Board of Directors 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 any such change, disclose his concern or interest in any company or companies or bodies corporate, firms or other association of individuals which shall include the shareholding, in such manner as may be prescribed.

156) Every Director of the Company who is in any way, whether directly or indirectly, concerned or interested in a contract or proposed contract or arrangement entered into or to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board in the manner provided in the provisions of Section 184 of the Act;

Provided that it shall not be necessary for a Director to disclose his concern or interest in any contract or arrangement entered into or to be entered into with any other company where any of the directors of the Company or two or more of them together holds or hold not more than two percent of the paid-up share capital in any such other company.

157) A contract or arrangement entered into by the Company without disclosure or with participation by a director who is concerned or interested in any way, directly or indirectly, in the contract or arrangement, shall be voidable at the option of the Company.

158) A General Notice given to the Board by the Directors, to the effect that he is a Director or member of a specified bodies corporate or is a partner of a specified firm and is to be regarded as concerned or interested in any contract or arrangement which may, after the date of the notice, be entered into with that body corporate or firm shall be deemed to be a sufficient disclosure of concern or interest in relating to any contract or arrangement so made. All such notices shall be kept at the registered office of the Company and shall be preserved for a period of eight years from the end of the financial year to which it relates and shall be kept in the custody of the Company Secretary or any other person as authorized by the Board.

159) No Director shall as direct to take any part in the discussion of, or vote on any contract or arrangement entered into by or on behalf of the Company, if he is in any way, whether directly or indirectly concerned or interested in such contract or arrangement not 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 nothing herein contained shall:

(i) 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) 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 between one or more companies and one or more bodies corporate where any of the directors of the one company or body corporate or two or more of them together holds or hold not more than two percent of the paid up share capital in other company or the body corporate.

160) The Company shall keep one or more Registers under Section 189 of the Act, giving separately the particulars of all contracts or arrangements in compliance with the provisions of Section 184 and 188, in such manner and containing such particulars as required by the Act and shall within the time specified in the section, entering the particulars, such register shall be placed before the next meeting of the Board and signed by all the directors present at the meeting.

The Register aforesaid shall also specify, in relation to each director of the Company the names of the bodies corporate and firms of which notice has been given by him under these Articles. The Register shall be kept at the registered office of the Company and shall be open for inspection at such office during business hours and extracts may be taken therefrom and copies thereof as may be required by any member of the Company, shall be furnished by the Company to such extent, in same manner, and on payment of the same fee as in the case of the Register of Members of the Company and the provisions of Section 94 of the Act shall apply accordingly.

161) 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, otherwise, and no such Director shall be accountable for any benefits received as Director or shareholder of such Company except in so far as Section 197(14) or Section 188 of the Act may be applicable.

162) At every Annual General Meeting of the Company, 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, the number nearest to one-third shall retire from office.

163) Subject to Section 152 of the Act, the Directors to retire by rotation under Article 130 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.

164) At the Annual General Meeting at which a director retires under Article 154, the Company may fill up the vacancy by appointing the retiring director or some other person thereto.

165) 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 such form as prescribed in the Act, and shall also place the fact of such resignation in the report of Directors laid in the immediately following general meeting by the Company. The Company shall follow the provisions of Section 168 of the Act.

Provided that a director shall also forward a copy of his resignation along with detailed reasons for the resignation, if required under the Act, to the registrar within thirty days of resignation in such manner as prescribed in the Act.

166)

(i) 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 until 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.

(ii) If at the adjourned meeting also, the vacancy of the retiring Director is not so filled up and the meeting also has not expressly resolved not to fill the vacancy, the retiring director shall be deemed to have been reappointed at the adjourned meeting, unless:

(a) at that meeting or at the previous meeting the resolution for the re-appointment of such Director has been put to the meeting and lost;
(b) 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;
(c) he is not qualified or is disqualified for appointment;
(d) a resolution whether special or ordinary, is required for the appointment or re-appointment by virtue of any provisions of the Act; or
(e) the provisions of Section 162 of the Act is applicable to the case.

167)

(i) No person not being a retiring Director, shall be eligible for appointment to the office of Director at any General meeting unless he or some member intending to propose him has, not less than fourteen days before the meeting

left at the office of the Company a notice in writing under his hand signifying his candidature for the office of Director or as the case may be, the intention of such member to propose him as a candidate for that office.

(ii) Every person (other than a director retiring by rotation or otherwise or a person who has left at the office of the Company a notice under Section 160 of the Act Signifying his candidature for the office of a Director) proposed as candidate for the office of a Director shall sign and file with the Company, the consent in writing to act as a Director if appointed along with the deposit of rupees one lakh.

Provided that requirements of deposit of amount shall not apply in case of appointment of an independent director or a director recommended by the Nomination and Remuneration Committee, if any, constituted under sub-section (1) of section 178 or a director recommended by the Board of Directors of the Company, in the case of a company not required to constitute Nomination and Remuneration Committee.

(iii) A person other than a Director reappointed after retirement by rotation or immediately on the expiry of his term of office, or an Additional or Alternate Director, or a person filling a casual vacancy in the office of a Director under Section 161 of the Act, appointed as a Director or re-appointed as an Additional or Alternate Director, immediately on the expiry of his term of office, shall not act as a director of the Company unless he has within thirty days of his appointment signed and filed with the Registrar his consent in writing to act as such Director.

168) The Company shall keep at its registered office a register containing the particulars of its directors and key managerial personnel mentioned in Section 170 of the Act, and shall otherwise comply with the provisions of the said Section in all respects.

169) Company shall file a return containing particulars and documents as prescribed by the Act, for appointment or changes, if any, of the directors and key managerial personnel of the Company, as the case may be, with the Registrar of the Companies within a period of thirty days any such appointment or changes.

REMOVAL OF DIRECTORS

170)

(i) The Company may (Subject to the provisions of Section 169 and other applicable provisions of the Act and these Articles) remove any Directors before the expiry of his period of office.

(ii) Special notice as provided by Section 115 of the Act shall be given for any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed, at the meeting at which he is removed.

(iii) On receipt of notice of a resolution to remove a Director under this article, 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.

(iv) Where notice has been given of a resolution to remove a Director under this Article and the director concerned makes with respect thereto representations in writing to the Company (not exceeding a reasonable length) and requests its notification to members of the Company, the Company shall, unless the representations are received by it too late for it to do so:

(a) in the notice of the resolutions given to members of the Company, state the fact of the representations having been made, and

(b) send a copy of the representations 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 send as aforesaid because they were received too late or because of the Company's default, the Director may (without prejudice to his right to be heard orally) require that the representations shall be read out at the meeting, provided that copy of the representation need not be sent out and the representation need not be read out at the meeting if, on the application either of the Company or of any other person who claims to be aggrieved, the Court is satisfied that the rights conferred by this sub-clause are being abused to secure needless publicity for defamatory matter and tribunal may order the Company's cost on the application to be paid in whole or in part by the director notwithstanding that he is not a party to it.

(v) A vacancy created by the removal of a Director under this Article 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.

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.

(vi) If the vacancy is not filled, it may be filled as a casual vacancy in accordance with the provisions of the Act, in so far as they are applicable

Provided that the Director who was removed from office under these Articles shall not be reappointed as a Director by the Board of Directors

(vii) Nothing contained in this Article shall be taken:

(a) as depriving a person removed under these Articles 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

(b) as derogating from any power to remove a Director under other provisions of the Act.

MANAGING DIRECTOR

171) The Company shall not appoint or employ at the same time a managing director and a manager.

172) The Company shall appoint or re-appoint any person as its managing director, whole-time director or manager for term not exceeding five years at a time;

Provided that no re-appointment shall be made earlier than one year before the expiry of his term

173) Subject to the provisions the section 197 and Schedule V, a Managing Director, Whole time Director or Manager shall be appointed and the terms and conditions of such appointment and remuneration, either be payable monthly or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the Company and by the Central Government in case such appointment is at variance to the conditions specified in Part I of the Schedule V of the Act.

Provided that a notice convening Board or general meeting for considering such appointment shall include the terms and conditions of such appointment, remuneration payable and such other matters including interest, of a Director or Directors in such appointments, if any.

174) The Company shall not appoint or employ, or continue the appointment or employment of a person as its managing director, whole-time Director or manager who:

(i) is below the age of twenty-one years or has attained the age of seventy years:

(ii) 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;

(iii) is an undischarged insolvent; or has at any time been adjudged as an insolvent;

(iv) has at any time suspended payment to his creditors or makes, or has at any time made, a composition with them; or

(v) has at any time been convicted by a court of an offence and sentenced for a period of more than six months.

175) Subject to the provisions of the Act, where an appointment of managing director, whole-time director or manager is not approved by the Company at a general meeting, any act done by him before such approval shall not be deemed to be invalid.

176) The Board of Directors may appoint Managing or Whole Time Director, Director or Manager to manage the affairs of the Company and/or a secretary or other officers for such remuneration and on such terms and conditions with the sanctions of the Board and or shareholders in General Meeting and also approved by the Central Government.

177) Notwithstanding anything contained under section 203 of Companies Act 2013 read with rules framed there under as applicable if any, and unless otherwise provided by Article No. 174, the Managing Director shall also act as Chairman of the Company, Chairman of the Board Meetings and General Body Meetings of Members of the Company.

178) The Directors may appoint a Vice chairman of the Board of Directors to preside at meetings of the directors at which the chairman not be present and determine the period for which he is hold office.

179) All meeting of the Directors shall be presided over by the chairman if present, but if at any meeting of Directors the Chairman be not present at the time appointed for holding the same or the chairman refuse to preside, the Vice-Chairman, if present, shall preside and if the Vice-Chairman be not present at such time or if the Vice- Chairman refuses to preside or if no Chairman or Vice Chairman has been appointed under the Article and in that case the Directors shall choose one of the Directors then present to preside at the meeting.

PROCEEDINGS OF THE BOARD OF DIRECTORS

180) The Directors may meet together as a Board for the conduct of business from time to time, and shall so meet at least four times in a year in such manner, that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board. The Directors may adjourn and otherwise regulate their meetings as they think fit.

181) The participation of directors in a meeting of the Board may be either in person or through video conferencing of other audio-visual means, as prescribed in the Companies (Meeting of Board and its Powers) Rules, 2014, which are capable of recording and recognizing the participation of the directors and recording and storing the proceedings of such meeting along with date and time.

182) The Secretary or any Director or any officer of the Company, by order of the Board, shall sent notice in writing of every Board meeting called, to every Director, not less than seven days before the meeting 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 a shorter notice to transact urgent business subject to 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 on ratification thereof by at least one Independent Director, if any.

183) The Board shall appoint a Chairman of its meetings and determine the period for which he is to hold office. If no Chairman is appointed or if any meeting of the Board the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present shall choose someone of them to be Chairman of such meeting.

184) The quorum for a meeting of the Board shall be determined from time to time in accordance with the provisions of Section 174 of the Act. If a quorum shall not be present within the Board, the meeting stand adjourned to the same day at the same 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.

185) A Meeting of the Board at which a quorum be present shall be competent to exercise all or any of the authorities, powers and discretions by or under these articles for the time being vested in or exercisable by the Board.

186) Subject to the provisions of Section 203 and 196 of the Act, questions arising at any meeting shall be decided by a majority of votes, and in case of any equality of votes, the Chairman shall have a second or casting vote.

187) The Board shall exercise the following powers on behalf of the Company by means of resolution passed at the meetings of the Board, namely:

(i). to make calls on shareholders in respect of money unpaid on the shares;
(ii). to authorise buy-back of securities under section 68 of the Act;
(iii). to issue securities, including debentures, whether in or outside India;
(iv). to borrow monies;
(v). to invest the funds of the Company;
(vi). to grant loans or give guarantee or provide security in respect of loans;
(vii). to approve financial statements and the Board's Report;
(viii). to diversify the business of the Company;
(ix). to approve amalgamation, merger or reconstruction;
(x). to take over a company or acquire a controlling or substantial stake in another company;
(xi). any other matter which may be prescribed under Companies (Meetings of Board and its Powers) Rules,2014

Provided that the Board may, by a resolution passed at a meeting, delegate to any committees of directors, the managing director, the manager or any other principal officer of the Company or in case of a branch office of the Company, the principal officer of the branch office, the powers specified in clause (iv) to (vi) on such conditions As it may specify.

Provided further that, if any subject not considered above and subject to provisions of the Act, the Board may transact the business by passing resolution on circulation pursuant to Section 175 of the Act.

188) The meetings and proceedings of any such Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far the same are applicable thereto, and are not superseded by any regulations made by the Board under these Articles.

189) Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

190) Save in those case where a resolution is required by Sections 161,179,188,203, and 386 of the Act, to be passed at a meeting of the Board, a resolution shall be a valid and effectual as if it had been passed at a meeting of the Board or committee of the board, as the case may be, duly called and constituted, if a draft thereof in writing is circulated, together with the necessary papers, if any, to all the directors, or to all the member of the Committee of the board as the case may be, then in India (not being less in number than the quorum fixed for a meeting of the Board or Committee as the case may be) and to all other Directors or members of the Committee at their usual address in India and has been approved by such of them as are then in India or by majority of them as are entitled to vote on the resolution.

191) All acts done by any meeting of the Board or by a Committee of the Board or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director and had not vacated his office or his appointment had not been terminated; provided that nothing in this Article shall be deemed to give validity to acts done by a director after his appointment has been shown to the Company to be invalid or to have been terminated.

192) The Company shall cause minutes of all proceedings of every meeting of the Board and Committee thereof to be kept by making within thirty days of the conclusion of every such meeting entries thereof in book kept for that purpose with their pages consecutively numbered.

(i). Each page of every such book shall be initialled or signed and the last page of the record of proceeding of each meeting in such book shall be dated and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting.

(ii). In no case shall the minutes of proceedings of a meeting be attached to any such book as aforesaid by a pasting or otherwise.

(iii). The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.

(iv). All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meetings

(v). The minutes shall also contain:

(a) The name of the Directors present at the meeting; and
(b) In the case of each resolution passed at the meeting the names of the Directors, if any, dissenting from or not concurring in the resolution.

(vi). Nothing contained in sub-clauses (i) to (vi) shall deemed to require the inclusion in any such minutes of any matter which, in the opinion of the Chairman of the meeting;

(a) is, or could reasonably be regarded as defamatory of any person;
(b) is irrelevant or immaterial to the proceedings; or
(c) is detrimental to the interest of the Company.

The Chairman shall exercise an absolute discretion with regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in this sub-clause.

(vii). Minutes of meetings kept in accordance with the aforesaid provisions shall be evidence of the proceedings recorded therein.

193) The Board may exercise all such powers of the Company and do all such acts, and things as are not, by the Act, or any other Act, or by the Memorandum, or by the Articles of the Company, required to be exercised by the Company in General Meeting subject nevertheless to these Articles, to the provisions of the Act, or any other Act and to such regulation being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting but no regulations made by the Company in General Meeting shall invalidate any prior to act of the Board which would have been valid if that regulation had not been made. Provided that the Board shall exercise the powers as specified in section 180 of the Act only with the consent of the Company by a special resolution in General Meeting, 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 undertaking.

(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 to its paid-up capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

(iv). to remit, or give time for the repayment of, any debt from a director.

(v). contribute to bona fide chartable and other funds not directly relating to the business of the Company or the welfare of its employees, any amount the aggregate of which, in any financial year, exceed five percent of its average net profits for the three immediately preceding financial years.

194) Without prejudice to the general powers conferred by the last preceding Article and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these Articles, it is hereby declared that the Directors shall have the following powers, that is to say, power;

(i). to pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company;

(ii). to pay any charge to the capital amount of the Company and Commission or interest lawfully payable there out under the provisions of the Act;

(iii). subject to Section 179 and 188 of the Act to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorized to acquire, at for such price or consideration and generally on such terms and conditions as they may think fit; and in any such purchase or otherwise acquisition to accept such title as the Directors may believe or may be advised to a reasonably satisfactory;

(iv). at their discretion and subject to the provisions of the Act to pay for any (property, rights or privileges acquired by or services rendered to the Company, either wholly or partially, in case of shares, bonds, debentures, mortgages, or other securities of the Company, and such shares may be issued either as fully paid up or with such amount credited as paid up or with such amount credited as paid up thereon as may be agreed upon, and any such bonds, debentures, mortgages or other securities may be either specially charged upon all or any part of the property of the Company and its uncalled capital or not so charged;

(v). to secure the fulfilment of any contacts or engagement entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the firm being or in such manner as they may think fit;

(vi). to accept from any members, as far as may be permissible by law, a surrender of his shares or any part thereof, on such terms and conditions as shall be agreed;

(vii). to appoint any person to accept and hold in trust for the Company any property belonging to the Company, in which it is interested, or for any other purposes; and execute and do all such deeds and things as may be required in relation to any trust, and to provide for the remuneration of such trustee or trustees;

(viii). 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, and of any claim or demands by or against the Company and to refer any differences to arbitration, and observe and perform any awards made thereon;

(ix). to act on behalf of the Company in all matters relating to bankrupts and insolvents;

(x). to make and give receipts releases, and other discharge for moneys payable to the Company and for the claims and demands of the Company.

(xi). subject to the provisions of Sections 179, 185 and 186 of the Act, to invest and deal with any moneys of the Company not immediately required for the purposes thereof upon such security (not being shares of this Company), or without security and in such manner as they think fit, and from time to time 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;

(xii). to execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety, for the benefit of the Company, such mortgages of the Company's property (present and future) as they think fit, and any such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon;

(xiii). to determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, promissory notes, drafts, dividends, warrants, releases, contracts, documents, hundis, bills of exchange and other negotiable instruments and to give the necessary authority for such purpose.

(xiv). to distribute dividends to the shareholders and distribute by way of bonus amongst the staff of the Company, issue bonus share or shares from the free reserves or share premium account or the capital redemption reserve account of the Company, and to give to any officer or other persons employed by the Company a commission on the profits of any particular business or transaction; and to charge such bonus or commission as part of the working expenses of the Company;

(xv). to provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwellings or by grants of money, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing to provident and

other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit, and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company, either by reason or locality of operation, or of public and general utility or otherwise;

(xvi). Before recommending any dividend, to set aside out of the profits of the Company such sums as they may think proper for depreciation to depreciation fund, or to an Insurance Fund, or as a Reserve Fund, or sinking fund or any special fund to meet contingencies or to repay debentures or 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 such for other purpose (including the purposes referred to in the preceding clause), as the Board may, in their absolute discretion, think conducive to the interest of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as required to be invested, upon such investments (other then shares of the Company) as they may think fit, and from time to time to deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company in such manner and for such purpose as the Board in their absolute discretion think conducive to the interest of the Company, notwithstanding that the matters to which the Board apply or upon which they expend the same, or any part thereof, may be matters to or upon which the capital monies of the Company might rightly be applied or expended; and to divide the reserve fund into such special funds as the Board may think fit, with full power to transfer the whole or any portion of a reserve fund or division of a reserve fund to another reserve fund or division of a reserve fund and with full power to employ the assets constituting all or any of the above funds, including the depreciation, fund, in the business of the Company or in the purchase or re-payment of debentures or debenture stock and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power however to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper;

(xvii). to appoint, and at their discretion remove or suspend such general managers, secretaries, assistants, supervisors, clerks, agents and servants of permanent temporary or special services, as they may from time to time think fit and to determine their powers and duties, and fix their salaries or emoluments or remuneration, and to require security in such instances and to such amounts as they may think fit. Also form time to time provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit; and the provisions contained in the four next following sub-clause shall be without prejudice to the general powers conferred by this sub-clause;

(xviii). to comply with requirements of any local law which in their opinion it shall, in the interests of the Company, be necessary or expedient to comply with;

(xix). from time to time and at any time to establish any local Board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any persons to be members of such local Boards and to fix their remuneration;

(xx). subject to Section 179 of the Act, from time to time and at any time, to delegate to any person so appointed any of the powers, authorities and discretion for the time being vested in the Board, other than their power to make calls or to make loans or borrow or moneys, and to authorize the Members for the time being of any such Local Board, or any of them to fill up any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such conditions as the Board may think fit, and the Board may at any time remove any person so appointed, and may annual or vary any such delegation.

(xxi). at any time and from time to time by power of Attorney, to appoint person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorized by the Board, the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit; and any such appointment may (if the Board thinks fit) be made in favour of the members or any of the Members of any Local Board, established as aforesaid or in favour of any Company, or the shareholders, Directors, nominees, or managers of any company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly by the Board any such Power of Attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Board may think fit, and may

contain powers enabling any such delegates or attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them;

(xxii). subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company to enter into 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;

(xxiii). from time to time to make vary and repeal by law for the regulation of the business of the Company, its officer and servants.

CHIEF EXECUTIVE OFFICER, MANAGER, SECRETARY or CHIEF FINANCE OFFICER

195) Subject to the provisions of the Act:

(i). A chief executive officer, manager, Company Secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii). A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

196) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, Company Secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, Company Secretary or chief financial officer.

DIVIDENDS AND RESERVES

197) The Company in general meeting may declare dividends to be paid to members according to their respective rights, but no dividend shall exceed the amount recommended by the Board, but the Company in general meeting may declare a smaller dividend.

198) Subject to the provisions of section 123 of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of Shares and at such times as it may think fit and as appear to it to be justified by the profits of the Company.

199) No dividend shall be declared or paid by the Company for any financial year except, Out of the profits of the Company for that year arrived at after providing for depreciation in accordance with the provisions of schedule II of the Act, 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 schedule and remaining undistributed, or out of both, provided that;

(i). The 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:

(ii). Where owing to inadequacy or absence of profits in any financial year, the Company proposes to declare dividend out of the accumulated profits earned by it in previous year and transferred by the Company to the reserves, such declaration of dividend shall not be made except in accordance with Companies (Declaration and Payment of Dividend) Rules, 2014.

(iii). No dividend shall be declared or paid by the Company from its reserves other than free reserves.

200) The Board of Directors of the Company may declare interim dividend during any financial year or at any time during the period from closure of financial year till holding of the annual general meeting out of the surplus in the profit and loss account or out of profits of the financial year for which such interim dividend is sought to be declared or out of profits generated in the financial year till the quarter preceding the date of declaration of the interim dividend:

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.

201) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

202)

(i). Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.

No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(ii). All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

No member shall be entitled to receive payments of any interest or dividend in respect of his share or shares, while any money may be due or owing from him to the Company in respect of such share or shares or otherwise however, either alone or jointly with any other person or persons and the Board may deduct from any dividend or interest payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

203)

(i). Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii). Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

(iii). No dividend shall be paid by the Company in respect of any share therein except to the registered shareholder of such share or his order or to his banker and shall not be payable except in cash.

Provided that nothing in this Article shall be deemed to prohibit the capitalization of 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 the members of the Company.

Provided further that any dividend payable in cash may be paid by cheque or warrant or in any electronic mode to the shareholder entitled to the payment of the dividend.

204) Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

205) Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

206) Where the Company has declared a dividend but which has not been paid or claimed within 30 days from the date of declaration, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of 30

days, to a special account to be opened by the Company in that behalf In any scheduled bank, to be called "Unpaid Dividend Account". The Company shall transfer any money transferred to the unpaid dividend account of a company that remains unpaid or unclaimed for a period of seven years from the date of such transfer, to the Fund known as Investor Education and Protection Fund established under section 125 of the Actand 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.

There shall be no forfeiture of unclaimed dividends before the claim becomes barred by law and such forfeiture, if effected, shall be annulled in appropriate cases. The Company shall comply with the provisions the Act in respect of all unclaimed or unpassed dividend.

207) No dividend shall bear interest against the Company.

208) No unclaimed or unpaid dividend shall be forfeited by the Board.

CAPITALISATION OF PROFITS

(i). The Company in general meeting may, upon the recommendation of the Board, resolve:

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii). The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards:

(a) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(b) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);

(d) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;

(e) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.

209)

(i). Whenever such a resolution as aforesaid shall have been passed, the Board shall:

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii). The Board shall have power:

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the

Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii). Any agreement made under such authority shall be effective and binding on such members.

ACCOUNTS

210) The Company shall keep at the registered office or at such other place in India as the Board thinks fit, proper books of Account in accordance with Section 128 the Act.

211) Where the Board decides to keep all or any of the Books of Accounts at any place other that the office of the Company the Company shall within seven days of the decision file with the Registrar a notice in writing given the full address of that other place.

212) The Company may keep the books the accounts or other relevant papers in accordance with Section 128 of the Act, in electronic mode in such manner as prescribed.

213) The Company shall preserve in good order the Books of Accounts relating or period of not less eight year immediately preceding the financial year together with the vouchers relevant to any entry in such books of Account.

214) Where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with this Article if proper Books of Account relating to the transactions effected at the branch office are kept at the branch office and proper summarized return made up to date at intervals of not more than three months are sent by the branch office to the Company at its office or other place in India, at which the Company's Books of Account are kept as aforesaid.

215) The Books of Account shall give a true and fair view of the state of affairs of the Company or branch office, as the case may be, and explain its transaction; The Books of Account and other books and papers shall be open to inspection by any Directors during business hours.

216) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors.

217) No member (not being a Director) shall have any right of inspecting any account or books or document of the Company except as conferred by law or authorized by the Board or by the Company in general meeting.

218) The Directors shall from time to time, in accordance with Sections 129, 133 and 134 of the Act, cause to be laid before the Company in General Meeting, such Balance Sheets, profits and loss account and reports as are required by these Sections.

219) A Copy of every Balance Sheet and Profit and loss account (including the Auditors Report and every other document required by law to be annexed or attached to the Balance Sheet) or a Statement containing salient features of such documents in the prescribed form, as laid down under Section 136 of the Companies Act, 2013 as the Company may deem fit, shall not less than twenty-one days before the Meeting at which the Balance Sheet and the profit and loss Account are to be laid before the Members, be sent to every person entitled thereto pursuant to the provisions of the Section 136 of the Companies Act, 2013 provided this Article shall not require a copy of the documents to be sent to any person of whose address the Company is not aware of or to more than one of the joint holders of any shares.

AUDIT

220) Auditors shall be appointed and their rights and duties regulated in accordance with Section 139 to 145 of the Act.

221) The first Auditor or auditors of the Company shall be appointed by the board within one month of the date of registration of the Company and the Auditor or Auditors so appointed shall hold office until the conclusion of the first annual general meeting:

Provided that the Company may, at a General Meeting remove and such auditor or all of such auditors and appoint in his or their place any other person or persons who have been nominated for appointment by any member of the Company and of whose nominated notice has been given to the members of the Company not less than fourteen days before the date of the meeting,

Provided further that if the Board fails to exercise its powers under this Article, the Company in General meeting may appoint the first Auditor or Auditors

Provided also that before such appointment is made, the written consent of auditor to such appointment and a certificate from him or it that the appointment if made, shall be in accordance with the conditions as prescribed, shall be obtained from the auditor.
Provided also that the certificate shall also indicate whether the auditor satisfies the criteria provided in section 141 of the Act

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.

DOCUMENTS AND NOTICES

222)

(i). A document or notice may be served or given by the Company or any member either personally or sending its by post to him to his registered address, if he has no registered address in India, to the address, if any, in India supplied by him to the Company for serving documents of notice on him.

(ii). Where a documents or notice is sent by post, services of the documents or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice provided that where a member has intimated to the Company in advance that documents or notices should be sent him under a certificate of posting or by registered post with or without acknowledgement due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the documents or notice shall not be the manner intimated by the member and; such service shall be deemed to have been effected in the case of Notice of a meeting, at the expiration of forty eight hours after the letter containing the document or notice is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

223) A document or notice advertised in a newspaper circulating in the neighbourhood of the office shall be duly served or sent on the day on which the advertisement appears on or to every member who has no registered address in India and has not supplied to the Company any address within India for serving of documents or the sending of notices to him.

224) A document or notice may be served or given by the Company on or given to the joint-holders of a share by serving or giving the document or notice or on or to the joint-holders named first in the Register of members in respect of the share.

225) A document or notice may be served or given by the Company on or to the person entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to them by name or by the title of representatives of the deceased or assignee of the insolvent or by any like description, at the address (if any) in India supplied for the purpose by the persons claiming to be entitled, or (until such an address has been so supplied) by serving the document or notice in any manner in which the same might have been given if the death or insolvency had not occurred.

226) Document or notices of every General Meeting shall be served or given in the same hereinbefore authorized on or to (a) every member, (b) every person entitled to a share in consequence of the death or insolvency of a member, and (c) the Auditor of Auditors for the time being of the Company.

227) Every person whom by operation of law, transfer or other means whatsoever, shall become entitled to any share, shall be bound by every document or notice in respect of such shares, previously to his name and address being entered on the Register of members, shall have been duly served on or given to the person from whom he drives his title to such share.

228) Any document or notice to be served or given by the Company may be signed by a director or some person duly authorized by the Board of directors for such purpose and the signatures thereto may be written printed or lithographed.

229) All documents or notices to be served or given by members on or to the Company or any office thereof shall be served or given by sending it to the Company or any officer at the office by post under a certificate of posting or by registered post or by speed post or by courier or by delivering at his office or address, or by such by electronic or other mode

RECONSTRUCTION

230) On any sale of the undertaking of the Company the Board or the Liquidators on a winding-up may, if authorized by a Special Resolution accept fully paid or partly paid-up shares, debentures or securities of any other company whether incorporated in India or in part of the property of the Company and the Board (if the profits of the Company permit) or the Liquidators (in a winding-up) may distribute such shares or securities or any other property of the Company amongst the members without realization or vest the same in trustees for them and any special Resolution may provide for the distribution or appropriation of the cash shares or other securities, benefits or property otherwise than in accordance with the strict legal right of the member or contributories of the Company and for the valuation of any such securities or property at such price and in such manner as the meeting may approve and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorized and waive all rights in relation the course of being wound up, such statutory right (if any) under of the Act as are incapable of being varied excluded by these Articles.

The Seal

231)

(i). The Board shall provide for the safe custody of the seal.

(ii). The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two Directors and of the secretary or such other person as the Board may appoint for the purpose; and those two Directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

WINDING UP

232) Subject to the provisions of Chapter XX of the Act and rules made thereunder:

(i). If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

(ii). For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii). The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY AND RESPONSIBILTY

233) 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.

SECRECY

234) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the Company shall, if so declaration pledging himself to observe strict secrecy regarding all customers and the state of account with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Board as by Court of Law and except so far as be necessary in order to comply with any; of the provisions of these presents constituted.

GENERAL AUTHORITY

235) Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

SECTION XIII: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of the Red Herring 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 Red Herring Prospectus will be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at #102, 1st Floor, DSL Abacus Tech Park Uppal Kalsa Village, Uppal Mandal, Rangareddy, Telangana, India - 500039, from date of filing the Red Herring Prospectus with RoC to Offer Closing Date on Working Days from 10.00 a.m. to 5.00 p.m.

A. Material Contracts

1. Offer Agreement dated September 15, 2025 entered between our Company and the Book Running Lead Manager, the Promoter Selling Shareholder of the Offer.

2. Registrar to Offer Agreement dated September 12, 2025 executed between our Company, Promoter Selling Shareholder and the Registrar to the Offer.

3. Underwriting Agreement dated September 15, 2025 entered between our Company, Promoter Selling Shareholder, the Book Running Lead Manager and Underwriter.

4. Supplemental Underwriting Agreement dated December 12, 2025 entered between our Company, Promoter Selling Shareholder, the Book Running Lead Manager and Underwriter.

5. Market Making Agreement January 12, 2026 entered between our Company, Book Running Lead Manager and Market Maker.

6. Monitoring Agency Agreement dated August 28, 2025 entered between our Company and the Monitoring Agency.

7. Bankers to the Offer Agreement dated January 09, 2026 entered between our Company, Individual Investor, the Book Running Lead Manager, Banker to the Offer/ Sponsor Bank and Registrar to the Offer.

8. Share Escrow Agreement dated January 09, 2026 entered between our Company, Promoter Selling Shareholder and Share Escrow Agent

9. Tripartite agreement among the NSDL, our Company and the Registrar dated February 24, 2025.

10. Tripartite agreement among the CDSL, our Company and the Registrar dated March 19, 2025.

11. Investment Agreement dated September 20 2024 entered between the Company, Promoters, and Negen Undiscovered Value Fund.

12. Registered Agreement for Sale executed on September 03, 2025 entered between the Company and TGIIC, Telangana Industrial Infrastructure Corporation Ltd (A Government of Telangana Undertaking)

B. Material Documents

1. Certified true copy of the Memorandum and Articles of Association of our Company including certificates of incorporation.

2. Board resolution dated August 03, 2025 authorising the Offer and special resolution for authorising the Offer passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the AGM by the shareholders of our Company held on August 18, 2025.

3. Resolution dated August 21, 2025 passed by the Board taking on record the participation of the Promoter Selling Shareholder in the Offer for Sale and other matters.

4. Copies of annual reports of our Company for Fiscal 2025, 2024, 2023, 2022 and 2021.

5. Copies of Audited Financial Statements of our Company for the half year ended September 30, 2025, Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023.

6. Peer Review Auditors Report dated December 31, 2025 on Restated Financial Statements of our Company for the half year ended September 30, 2025, Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023.

7. Copy of Statement of Tax Benefits dated January 13, 2026, from the Peer Review Auditor included in this Red Herring Prospectus.

8. Certificate dated December 31, 2025 from the Statutory Auditors, with respect to our Key Performance Indicators

9. Written consent dated January 09, 2026 and Capital Expenditure Report dated January 09, 2026, from the Independent Chartered Engineer, namely Mr. V Srirama (registration number: M-153694-4) to include their name in this Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, to the extent and in their capacity as a Chartered Engineer, in relation to their certificate dated January 09, 2026, certifying the Capital Expenditure Report for the Proposed New Facility at Telangana Government Industrial Infrastructure Corporation (TGIIC) Hardware Park Phase II, Rangareddy District, Hyderabad.

10. Written consent dated September 16, 2025 from SARV & Co. Practicing Company Secretary, to include their name as Practicing Company Secretary under Section 26 of the Companies Act, 2013, in this Red Herring Prospectus and be named as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of their certificate dated September 16 2025 and such consent has not been withdrawn until the filing of this Red Herring Prospectus..

11. Consents of the Directors, Promoter, Promoter Selling Shareholder, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor holding Peer Review Certificate, Book Running Lead Manager to the Offer, Legal Counsel to the Offer, Bankers to our Company, Banker to the Offer, Industry report provider i.e. Ken Research Private Limited, Registrar to the Offer, Underwriter and Market Maker to include their names in the Red Herring Prospectus to act in their respective capacities.

12. Due Diligence Certificate to SEBI from Book Running Lead Manager dated September 17, 2025 and dated January 13, 2026.

13. Resolution dated December 31, 2025 of the Audit Committee approving the Key Performance Indicators

14. Board Resolution dated September 17, 2025 for approval of Draft Red Herring Prospectus, Board Resolution dated January 13, 2026 for approval of this Red Herring Prospectus, and dated [●] for approval of Prospectus.

15. In-principle listing approval dated January 08, 2026 from the BSE Limited for listing the Equity Shares on the SME Platform of the BSE Limited ("**BSE SME**").

16. Industry Report issued by Ken Research Private Limited.

17. Exemption application filed by our Company on April 16, 2025 seeking exemption under Regulation 300(1) of the SEBI ICDR Regulations and various other submissions made with SEBI in relation to the exemption.

18. Exemption Letter from SEBI bearing reference no. SEBI/HO/CFD/RAC-DIL2/P/OW/2025/0000012264/1 dated May 15, 2025 based on the exemption application dated June 20, 2024 filed by our Company with SEBI.

19. NOC/ Lender Consent letter dated June 21, 2025 from Axis Bank Limited.

20. NOC/ Lender Consent letter dated August 28, 2025 from Indian Bank.

Any of the contracts or documents mentioned in the Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, with the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines and regulations issued by the Government of India or the guidelines and regulations issued by SEBI, established under Section 3 of the SEBI Act as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SEBI Act, the SCRA, the SCRR, or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

_____
Madhusudhan Varma Jetty
(Chairman & Managing Director)
DIN: 02247769

Date: **13-01-2026**

Place: **Hyderabad**

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines and regulations issued by the Government of India or the guidelines and regulations issued by SEBI, established under Section 3 of the SEBI Act as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SEBI Act, the SCRA, the SCRR, or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

_____

Jetty Radhika Varma
(Whole-time Director)
DIN: 03370284

Date: **13-01-2026**

Place: **Hyderabad**

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines and regulations issued by the Government of India or the guidelines and regulations issued by SEBI, established under Section 3 of the SEBI Act as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SEBI Act, the SCRA, the SCRR, or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

_____

Shashank Varma Jetty
(Whole-time Director & Chief Executive Officer)
DIN: 03370303

Date: **13-01-2026**

Place: **Hyderabad**

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines and regulations issued by the Government of India or the guidelines and regulations issued by SEBI, established under Section 3 of the SEBI Act as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SEBI Act, the SCRA, the SCRR, or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

_____

Hitesh Varma Jetty
(Whole-time Director)
DIN: 10648537

Date: **13-01-2026**

Place: **Hyderabad**

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines and regulations issued by the Government of India or the guidelines and regulations issued by SEBI, established under Section 3 of the SEBI Act as the case may be, have been complied with in relation to Red Herring Prospectus and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SEBI Act, the SCRA, the SCRR, or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

_____
Balasubramanyam Danturti
(Non-Executive Independent Director)
DIN: 10753430

Date: **13-01-2026**

Place: **Hyderabad**

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines and regulations issued by the Government of India or the guidelines and regulations issued by SEBI, established under Section 3 of the SEBI Act as the case may be, have been complied with in relation to Red Herring Prospectus and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SEBI Act, the SCRA, the SCRR, or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Madadi Ugender Reddy
(Non-Executive Independent Director)
DIN: *11148916*

Date: **13-01-2026**

Place: **Hyderabad**

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines and regulations issued by the Government of India or the guidelines and regulations issued by SEBI, established under Section 3 of the SEBI Act as the case may be, have been complied with in relation to Red Herring Prospectus and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SEBI Act, the SCRA, the SCRR, or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Sesha Rama Srinivasa Sastry Pullela
(Non-Executive Independent Director)
DIN: *11148922*

Date: **13-01-2026**

Place: **Hyderabad**

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines and regulations issued by the Government of India or the guidelines and regulations issued by SEBI, established under Section 3 of the SEBI Act as the case may be, have been complied with in relation to Red Herring Prospectus and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SEBI Act, the SCRA, the SCRR, or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

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Mr. V Sri Harsha
(Chief Financial Officer)

Date: **13-01-2026**

Place: **Hyderabad**

DECLARATION BY SELLING SHAREHOLDER

I, Madhusudhan Varma Jetty, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Red Herring Prospectus in relation to me, as the Promoter Selling Shareholder and my portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other Selling Shareholder(s) or any other person(s) in this Red Herring Prospectus are true and correct.

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Madhusudhan Varma Jetty

Date: **13-01-2026**

Place: **Hyderabad**