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## DRONE DESTINATION LIMITED

CIN: U60200DL2019PLC349951

Prospectus  
Dated: 18 July 2023  
100% Book Building Offer  
Please read Section  
26 and 32 of Companies Act, 2013

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL & TELEPHONE	WEBSITE
C-13, Ground Floor, Panchsheel Enclave, Delhi-110017, India	N.A.	Ms. Ayushi Gupta Company Secretary & Compliance Officer	Tel.: 011-41050607 Email: cosec@thedronedestination.com	<a href="http://www.thedronedestination.com">www.thedronedestination.com</a>

### NAME OF PROMOTER(S) OF THE COMPANY

**MR. CHIRAG SHARMA AND MS. SHASHI BALA**

### DETAILS OF OFFER TO PUBLIC, PROMOTERS/ SELLING SHAREHOLDERS

Type	Fresh Issue Size (by No. of Shares)	OFS* Size (by No. of Shares )	Total Issue Size (by No. of Shares )	Eligibility & Share Reservation among NII & RII
Fresh Issue	68,00,000	NIL	68,00,000	The Offer is being made pursuant to Regulation 229 of SEBI (ICDR) Regulations. For details of Share reservation among QIBs, NIIs and RIIs, see "Issue Structure" beginning on page no. 310.

\*OFS: Offer for Sale

### Details of OFS by Promoter(s)/ Promoter Group/ Other Selling Shareholders (upto maximum of 10 shareholders)

Name	Type	No. of shares offered/ Amount in Rs.	WACA in Rs. Per Equity Shares
NA			

P: Promoter, PG: Promoter Group, OSS: Other Selling Shareholders, WACA: Weighted Average Cost of Acquisition on fully diluted basis

### RISKS IN RELATION TO THE FIRST ISSUE

This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of our Equity Shares is ₹10 each and the Floor Price and Cap Price are 6.2 times and 6.5 times of the face value of the Equity Shares, respectively. The Floor Price, Cap Price and Issue Price (determined and justified by our Company in consultation with the Book Running Lead Manager as stated in "Basis for Issue Price" on page 87 of this Prospectus) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

### GENERAL RISK

Investments in Equity and Equity related securities involve a degree of risk and investors should not invest any funds in this issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Prospectus. Specific attention of the investors is invited to the section "Risk Factors" beginning on page 26 of this Prospectus.

### ISSUER'S ABSOLUTE RESPONSIBILITY

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

### LISTING

The Equity Shares of our Company offered through this Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an approval letter dated June 27, 2023 from National Stock Exchange of India Limited for using its name in the Prospectus for listing of our shares on the Emerge Platform of National Stock Exchange of India Limited. For the purpose of this Issue, National Stock Exchange of India Limited shall be the Designated Stock Exchange.

### BOOK RUNNING LEAD MANAGER TO THE ISSUE

<b>NARNOLIA FINANCIAL SERVICES LIMITED</b>
<b>Address:</b> 201, 2nd Floor, Marble Arch, 236 B A.J.C Bose Road, Kolkata, West Bengal- 700020, India
<b>Telephone:</b> +91- 8130678743
<b>Email:</b> <a href="mailto:pankaj.passi@narnolia.com">pankaj.passi@narnolia.com</a>
<b>Website:</b> <a href="http://www.narnolia.com">www.narnolia.com</a>
<b>Contact Person:</b> Mr. Pankaj Pasi
<b>SEBI Registration Number:</b> INM000010791
<b>CIN:</b> U51909WB1995PLC072876

### REGISTRAR TO THE ISSUE



### MAASHITLA SECURITIES PRIVATE LIMITED

<b>Address:</b> 451, Krishna Apra Business Square, Netaji Subhash Place, Pitampura, Delhi - 110034, India
<b>Telephone:</b> 011-45121795
<b>Email:</b> <a href="mailto:ipo@maashitla.com">ipo@maashitla.com</a>
<b>Website:</b> <a href="http://www.maashitla.com">www.maashitla.com</a>
<b>Contact Person:</b> Mr. Mukul Agrawal
<b>SEBI Registration Number:</b> INR000004370
<b>CIN:</b> U67100DL2010PTC208725

### BID/ISSUE PERIOD

<b>Anchor Bid opens on: July 06, 2023</b>	<b>Bid/ Issue open on: July 07, 2023</b>	<b>Bid/ Issue Closes on: July 13, 2023</b>
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## DRONE DESTINATION LIMITED

Our Company was originally incorporated as a private limited company under the Companies Act, 2013 in the name and style of "Drone Destination Private Limited" bearing Corporate Identification Number U60200DL2019PTC349951 dated May 10, 2019 issued by the Registrar of Companies, Delhi. Subsequently, our Company was converted into public limited company pursuant to a shareholders' resolution passed at an Extra-Ordinary General Meeting held on April 29, 2023, and name of our Company was changed to "Drone Destination Limited" and a fresh Certificate of Incorporation dated May 04, 2023 was issued by Registrar of Companies, Delhi. As on date of this Prospectus, the Corporate Identification Number of our Company is U60200DL2019PLC349951. For further details of incorporation please refer to section titled "Our History and Certain Other Corporate Matters" beginning on page 148 of this Prospectus.

**Registered Office:** C-13, Ground Floor, Panchsheel Enclave, Delhi-110017, India  
**Tel:** +9141050607; **Fax:** N.A., **Website:** [www.thedronedestination.com](http://www.thedronedestination.com), **E-mail:** [cosec@thedronedestination.com](mailto:cosec@thedronedestination.com)  
**Company Secretary and Compliance Officer:** Ms. Ayushi Gupta

### PROMOTERS: MR. CHIRAG SHARMA AND MS. SHASHI BALA

#### THE ISSUE

**INITIAL PUBLIC OFFERING OF UP TO 68,00,000 EQUITY SHARES OF RS. 10/- EACH ("EQUITY SHARES") OF DRONE DESTINATION LIMITED ("DD" OR THE "COMPANY") FOR CASH AT A PRICE OF RS. 65/- PER EQUITY SHARE (THE "ISSUE PRICE"), AGGREGATING TO RS. 4420.00 LAKHS ("THE ISSUE"). OUT OF THE ISSUE, 5,00,000 EQUITY SHARES AGGREGATING TO RS. 325.00 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 63,00,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH AT AN ISSUE PRICE OF RS. 65/- PER EQUITY SHARE AGGREGATING TO RS. 4095.00 LAKHS IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 27.98 % and 25.93 %, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.**

**THE FACE VALUE OF THE EQUITY SHARES IS RS.10/- EACH AND THE FACE VALUE OF OUR EQUITY SHARES IS ₹10 EACH AND THE FLOOR PRICE AND CAP PRICE ARE 6.2 TIMES AND 6.5 TIMES OF THE FACE VALUE OF THE EQUITY SHARES, RESPECTIVELY.**

The price band and the minimum bid lot will be decided by our company, in consultation with the book running lead manager and will be advertised in all editions of Business Standard (which are widely circulated English daily newspaper) and all editions of Jansatta (which are widely Hindi daily newspaper), Hindi also being regional language of the Delhi, where our registered office is located, at least two working days prior to the bid/offer opening date and shall be made available to national stock exchange of India limited ("NSE", "stock exchange") for the purpose of uploading on their respective website.

This Issue 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 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company in consultation with the BRLM will allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis ("Anchor Investor Portion"). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. 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 (other than the Anchor Investor Portion) ("Net QIB Portion"). Further, 5.00% 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 Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.00% 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 15.00% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35.00% of the Net Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Bidders, other than Anchor Investors, are required to participate in the Offer by mandatorily utilising the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("SCSBs") or 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 "Issue Procedure" on page 271.

#### RISKS IN RELATION TO FIRST ISSUE

This being the first public issue of our Company, there has been no formal market for our Equity Shares. The face value of the Equity Shares of our Company is Rs.10/-. The Issue Price, Floor Price or the Price band as stated under the chapter titled "Basis for the Issue Price" beginning on page 87 of this Prospectus should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active 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 Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and this Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page 26 of this Prospectus.

#### ISSUER'S ABSOLUTE RESPONSIBILITY

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

#### LISTING

The Equity Shares of our Company offered through this Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an approval letter dated June 27, 2023 from National Stock Exchange of India Limited for using its name in the Prospectus for listing of our shares on the Emerge Platform of National Stock Exchange of India Limited. For the purpose of this Issue, National Stock Exchange of India Limited shall be the Designated Stock Exchange.

#### BOOK RUNNING LEAD MANAGER TO THE ISSUE

#### REGISTRAR TO THE ISSUE



**Narnolia**



#### NARNOLIA FINANCIAL SERVICES LIMITED

**Address:** 201, 2nd Floor, Marble Arch, 236 B A.J.C Bose Road, Kolkata, West Bengal- 700020, India n

**Telephone:** +91-8130678743;

**Email:** [pankaj.passi@narnolia.com](mailto:pankaj.passi@narnolia.com)

**Website:** [www.narnolia.com](http://www.narnolia.com)

**Contact Person:** Mr. Pankaj Pasi

**SEBI Registration Number:** INM000010791

#### MAASHITLA SECURITIES PRIVATE LIMITED

**Address:** 451, Krishna Apra Business Square, Netaji Subhash Place, Pitampura, Delhi - 110034, India

**Telephone:** 011-45121795

**Email:** [ipo@maashitla.com](mailto:ipo@maashitla.com)

**Website:** [www.maashitla.com](http://www.maashitla.com)

**Contact Person:** Mr. Mukul Agrawal

**SEBI Registration Number:** INR000004370

#### BID/ISSUE PERIOD

**Anchor Bid opens on: July 06, 2023**

**Bid/ Issue open on: July 07, 2023**

**Bid/ Issue Closes on: July 13, 2023**

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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates, requires or implies, the following terms shall have the following meanings in this Prospectus. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments, modifications or re-enactments notified thereto.

Notwithstanding the foregoing, terms in “Main Provisions of the Articles of Association”, “Statement of Special Tax Benefits”, “Industry Overview”, “Key Industry Regulations and Policies”, “Financial Statements”, “Outstanding Litigation and Other Material Developments”, will have the meaning ascribed to such terms in these respective sections.

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 but not defined in this Prospectus will have the same meaning as assigned to such terms under the Companies Act, the Securities and Exchange Board of India Act, 1992 (“SEBI Act”), the SEBI ICDR Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder, as applicable.

#### General Terms

Term	Description
<b>“Drone Destination Limited” or “DD”</b> <b>“We” or “us” or</b> <b>“the Issuer” or “the Company”</b>	Unless the context otherwise requires, refers to Drone Destination Limited, a company incorporated under the Companies Act, 2013, vide Corporate Identification Number U60200DL2019PLC349951 and having registered office at C-13, Ground Floor, Panchsheel Enclave, Delhi – 110017, India.

#### Company Related Terms

Terms	Description
<b>Articles / Articles of Association</b>	Unless the context otherwise requires, refers to the Articles of Association of Drone Destination Limited, as amended from time to time.
<b>Associate Companies</b>	A body corporate in which any other company has a significant influence, but which is not a subsidiary of the company having such influence and includes a joint venture company.
<b>Audit Committee</b>	The committee of the Board of Directors constituted as the Company’s Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and rules made thereunder and disclosed as such in the chapter titled “Our Management” on page 153 of this Prospectus.
<b>Auditors/ Statutory Auditors</b>	The Statutory Auditors of our Company, being M/s GAMS & Associates LLP, Chartered Accountants having firm registration number N500094 and peer review certificate number 015202.
<b>Board of Directors /Board/ Director(s)</b>	The Board of Directors of Drone Destination Limited, including all duly constituted committees thereof.
<b>Central Registration Centre (CRC)</b>	It’s an initiative of Ministry of Corporate Affairs (MCA) in Government Process Re-engineering (GPR) with the specific objective of providing speedy incorporation related services in line with global best practices. For more details please refer

	<a href="http://www.mca.gov.in/MinistryV2/central+registration+centre+content+page.html">http://www.mca.gov.in/MinistryV2/central+registration+centre+content+page.html</a>
<b>Companies Act</b>	The Companies Act, 2013
<b>Chief Financial Officer</b>	The Chief Financial Officer of our Company being Mr. Arun Kumar.
<b>Company Secretary and Compliance Officer</b>	The Company Secretary and Compliance Officer of our Company being Ms. Ayushi Gupta.
<b>Depositories Act</b>	The Depositories Act, 1996, as amended from time to time.
<b>Director</b>	The Director(s) of our Company, unless otherwise specified.
<b>Equity Shares</b>	Equity Shares of our Company of Face Value of Rs.10/- each unless otherwise specified in the context thereof.
<b>Equity Shareholders</b>	Persons holding equity shares of our Company.
<b>Group Companies</b>	In terms of SEBI ICDR Regulations, the term “Group Companies” includes companies (other than promoters and subsidiary) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and any other companies as considered material by our Board, in accordance with the Materiality Policy, as described in “Our Group Companies” on page 178 of this Prospectus.
<b>Holding Company</b>	Means a company defined under section 2(46) of the Companies Act, 2013.
<b>HUF</b>	Hindu Undivided Family.
<b>Independent Director</b>	A Non- executive, Independent Director as per the Companies Act, 2013 and the Listing Regulations.
<b>IND AS</b>	Indian Accounting Standards
<b>ISIN</b>	International Securities Identification Number. In this case being INE0P7201019.
<b>Key Managerial Personnel / Key Managerial Employees</b>	Key Management Personnel of our Company in terms of the SEBI Regulations and the Companies Act, 2013. For details, see section entitled “Our Management” on page 153 of this Prospectus.
<b>MOA / Memorandum of Association</b>	Memorandum of Association of Drone Destination Limited.
<b>Non-Residents</b>	A person resident outside India, as defined under FEMA.
<b>Nomination and Remuneration Committee</b>	The committee of the Board of Directors constituted as the Company’s Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and rules made thereunder and disclosed as such in the chapter titled “Our Management” on page 153 of this Prospectus.
<b>NRIs / Non-Resident Indians</b>	A person resident outside India, as defined under FEMA Regulation and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended from time to time.
<b>Peer Review Auditor</b>	Statutory Auditor having a valid Peer Review certificate in our case being M/s GAMS & Associates LLP, Chartered Accountants (FRN: N500094), having peer review certificate number 015202, having their office at 33, Community Centre, New Friends Colony, New Delhi 110025.

<b>Person or Persons</b>	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 validity constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
<b>Promoters or Our Promoters</b>	Mr. Chirag Sharma and Ms. Shashi Bala.
<b>Promoters Group</b>	The companies, individuals and entities (other than companies) as defined under Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018, which is provided in the chapter titled “Our Promoters Group”. For further details refer page 176 of this Prospectus.
<b>Registered Office</b>	The Registered of our company which is located at C-13, Ground Floor, Panchsheel Enclave, Delhi – 110017, India.
<b>Restated Financial Statements</b>	The Restated Financial statements of our Company, which comprises the restated statement of Assets and Liabilities for the year ended as at March 31, 2023, March 31, 2022 and March 31, 2021 and the restated statements of profit and loss and the restated cash flows for the period ended March 31, 2023, March 31, 2022 and March 31, 2021 of our Company prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Revised Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto.
<b>RoC</b>	Registrar of Companies, Delhi.
<b>SEBI</b>	Securities and Exchange Board of India, constituted under the SEBI Act, 1992.
<b>SEBI Act</b>	Securities and Exchange Board of India Act 1992, as amended from time to time.
<b>SEBI (ICDR) Regulations</b>	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
<b>SEBI Insider Trading Regulations</b>	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
<b>SEBI (LODR) Regulations</b>	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
<b>SEBI (Takeover) Regulations or SEBI (SAST) Regulations</b>	SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
<b>Stakeholders’ Relationship Committee</b>	The committee of the Board of Directors constituted as the Company’s Stakeholders’ Relationship Committee is in accordance with Section 178 of the Companies Act, 2013 and rules made thereunder and disclosed as such in the chapter titled “Our Management” on page 153 of this Prospectus.
<b>Stock Exchange</b>	Unless the context requires otherwise, refers to, the Emerge Platform of National Stock Exchange of India Limited.
<b>Subsidiary</b>	Means a company defined under section 2(87) the Companies Act, 2013. Our Company does not have any subsidiary.
<b>Subscribers to MOA</b>	Initial Subscribers to the MOA & AOA being Mr. Alok Sharma, Ms. Shashi Bala, Mr. Chirag Sharma, and Mr. Kapil Rana.



## Issue Related Terms

<b>Terms</b>	<b>Description</b>
<b>Abridged Prospectus</b>	Abridged Prospectus to be issued as per SEBI ICDR Regulations and appended to the Application Form.
<b>Acknowledgement Slip</b>	The slip or document issued by a Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form.
<b>Allotment/ Allot/ Allotted</b>	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue to the successful Applicants.
<b>Allotment Advice</b>	Note or advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
<b>Allottee</b>	The successful applicant to whom the Equity Shares are being / have been allotted.
<b>Anchor Investor</b>	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Draft Red Herring Prospectus/ Red Herring Prospectus and who has Bid for an amount of at least Rs. 200 lakhs.
<b>Anchor Investor Allocation Price</b>	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Draft Red Herring Prospectus/ 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.
<b>Anchor Investor Application Form</b>	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 the Draft Red Herring Prospectus/ Red Herring Prospectus and the Prospectus.
<b>Anchor Investor Bidding Date</b>	The day, being one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Manager will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed.
<b>Anchor Investor Offer Price</b>	The final price at which the Equity Shares will be issued and Allotted to Anchor Investors in terms of the Draft Red Herring Prospectus/ 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 BRLM.
<b>Anchor Investor Portion</b>	Up to 60% of the QIB Portion, which may be allocated by our Company, in consultation with the BRLM, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, out of which one third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations
<b>Applicant/ Investor</b>	Any prospective investor who makes an application for Equity Shares of our Company in terms of this Prospectus.
<b>Application Amount</b>	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this Prospectus.
<b>Application Form</b>	The Form in terms of which the prospective investors shall apply for our Equity Shares in the Issue.
<b>ASBA/ Application</b>	Applications Supported by Blocked Amount (ASBA) means an application for Subscribing to the Issue containing an authorization to block the application money in a bank account maintained with SCSB.

<b>Supported by Blocked Amount.</b>	
<b>ASBA Account</b>	Account maintained with an SCSB and specified in the Application Form which will be blocked by such SCSB or account of the RIIs blocked upon acceptance of UPI Mandate request by RIIs using the UPI mechanism to the extent of the appropriate Bid / Application Amount in relation to a Bid / Application by an ASBA Applicant.
<b>ASBA Application Location(s)/ Specified Cities</b>	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata, Ahmedabad, Hyderabad, Pune, Baroda and Surat.
<b>ASBA Investor/ASBA applicant</b>	Any prospective investor(s)/applicant(s) in this Issue who apply(ies) through the ASBA process.
<b>Banker(s) to the Issue/ Public Issue Bank/ Refund Banker.</b>	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Public Issue Account will be opened and in this case being Yes Bank Limited.
<b>Basis of Allotment</b>	The basis on which Equity Shares will be Allotted to the successful Applicants under the issue and which is described under chapter titled "Issue Procedure" beginning on page 271 of this Prospectus.
<b>Bid</b>	An indication to make an Offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor, pursuant to the submission of a Bid cum 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 in terms of the Draft Red Herring Prospectus/ Red Herring Prospectus and the Bid cum Application Form.
<b>Bidder</b>	Any investor who makes a Bid pursuant to the terms of the Draft Red Herring Prospectus/ Red Herring Prospectus and the Bid cum Application Form, and unless otherwise stated or implied, includes an Anchor Investor.
<b>Bid Amount</b>	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIBs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid.
<b>Bid cum Application Form</b>	Anchor Investor application form or ASBA form (with and without the use of UPI, as may be applicable), whether physical or electronic, which will be considered as the application for Allotment in terms of the Draft Red Herring Prospectus/ Red Herring Prospectus.
<b>Bid Lot</b>	2000 Equity Shares and in multiples of 2000 Equity Shares thereafter.
<b>Bidding/Collection Centres</b>	Centres at which the Designated intermediaries shall accept the ASBA Forms, i.e Designated SCSB Branch for SCSBs, specified locations for syndicate, broker centre for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.
<b>Book Building Process</b>	The book building process, as described in Part A, Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue will be made

<b>Book Running Lead Manager or BRLM/ LM</b>	Book Running Lead Manager to the Offer, in this case being Narnolia Financial Services Limited.
<b>Business Day</b>	Monday to Friday (except public holidays).
<b>CAN Confirmation of Allocation Note</b>	The note or advice or intimation sent to Anchor investors indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the designated stock exchange.
<b>Cap Price</b>	The higher end of the Price Band, above which the Offer Price and Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be atleast 105% of the Floor Price.
<b>Client ID</b>	Client Identification Number maintained with one of the Depositories in relation to Demat account.
<b>Collecting Depository Participants or CDPs</b>	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
<b>Controlling Branch</b>	Such branch of the SCSBs which coordinate Applications under this Issue by the ASBA Applicants with the Registrar to the Issue and the Stock Exchange and a list of which is available at <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> , or at such other website as may be prescribed by SEBI from time to time.
<b>Demographic Details</b>	The demographic details of the Applicants such as their address, PAN, occupation and bank account details.
<b>Designated Branches</b>	Such branches of the SCSBs which shall collect the ASBA Forms from the ASBA Applicants and a list of which is available at <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> , or at such other website as may be prescribed by SEBI from time to time.
<b>Designated Date</b>	The date on which relevant amounts blocked by SCSBs are transferred from the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of RIIs using UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, in terms of the Prospectus following which Equity Shares will be Allotted in the Offer
<b>Designated Intermediaries/ Collecting Agent</b>	In relation to ASBA Forms submitted by RIIs authorizing an SCSB to block the Application Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism, Designated Intermediaries shall mean syndicate members, sub-syndicate members, Registered Brokers, CDPs and RTAs. In relation to ASBA Forms submitted by QIBs and NIBs, Designated Intermediaries shall mean SCSBs, syndicate members, sub- syndicate members, Registered Brokers, CDPs and RTAs.
<b>Designated CDP Locations</b>	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 websites of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a> .

<b>Designated SCSB Branches</b>	Such branches of the SCSBs which shall collect the ASBA Forms (other than ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism), a list of which is available on the website of SEBI at Intermediaries [www.sebi.gov.in] or at such other website as may be prescribed by SEBI from time to time.
<b>Designated Stock Exchange</b>	Emerge Platform of National Stock Exchange of India Limited. (NSE EMERGE)
<b>Draft Red Herring Prospectus</b>	The Draft Red Herring Prospectus dated May 20, 2023 issued in accordance with Section 26 and 32 of the Companies Act, 2013 and the SEBI (ICDR) Regulations and filed with NSE Emerge for obtaining In- Principle Approval.
<b>Eligible NRIs</b>	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom this Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein.
<b>Emerge Platform of NSE Limited</b>	The Emerge Platform of National Stock Exchange of India Limited for listing equity shares offered under Chapter IX of the SEBI (ICDR) Regulation which was approved by SEBI as an SME Exchange.
<b>FII/ Foreign Institutional Investors</b>	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
<b>First/ Sole Applicant</b>	The applicant whose name appears first in the Application Form or Revision Form.
<b>Floor Price</b>	The lower end of the Price Band, subject to any revision thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalized and below which no Bids will be accepted.
<b>General Information Document / GID</b>	The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and certain other amendments to applicable laws and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, the circular (CIR/CFD/DIL/1/2016) dated January 1, 2016 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 notified by SEBI and included in the chapter “ <i>Issue Procedure</i> ” on page no. 271 of this Prospectus.
<b>Issue/ Initial Public Offer/Initial Public Offering/ IPO</b>	Initial Public Issue of 68,00,000 Equity Shares of face value of Rs.10/- each fully paid up of our Company for cash at a price of Rs. 65/- per Equity Share (including a premium of Rs. 55/- per Equity Share) aggregating Rs. 4420.00 Lakhs.
<b>Issue Agreement/ Memorandum of Understanding (MOU)</b>	The agreement MOU dated May 15, 2023 between our Company and the BRLM, pursuant to which certain arrangements are agreed to in relation to the Issue.
<b>Issue Closing Date</b>	The date on which Issue closes for subscription i.e. July 13, 2023.
<b>Issue Opening Date</b>	The date on which Issue opens for subscription i.e. July 7, 2023

<b>Issue Period</b>	The period between the Issue Opening Date and the Issue Closing Date inclusive of both the days during which prospective investors may submit their application.
<b>Issue Price</b>	The final price at which Equity Shares will be Allotted to successful ASBA Bidders in terms of the Draft Red Herring Prospectus/ Red Herring Prospectus 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 Draft Red Herring Prospectus/ Red Herring Prospectus/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 Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus. The Issue Price is Rs. 65/- per share.
<b>Issue Proceeds</b>	Proceeds from the Issue will be, being Rs. 4420.00 Lakhs.
<b>KPI</b>	Key Performance Indicators
<b>Listing Agreement</b>	The equity listing agreement to be signed between our Company and the NSE Limited.
<b>Market Maker</b>	Market Makers appointed by our Company from time-to-time Nikunj Stock Brokers Limited having SEBI registration number INZ000169335 and Share India Securities Limited having SEBI registration number INZ000178336 who have agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time.
<b>Market Making Agreement</b>	The Agreement entered into between the BRLM, Market Maker and our Company dated June 29, 2023.
<b>Market Maker Reservation</b>	The Reserved Portion of 5,00,000 equity shares of face value of Rs.10/- each fully paid for cash at a price of Rs. 65 /- per equity share aggregating Rs. 325.00 Lakh for the Market Maker in this Issue.
<b>Mutual Fund(s)</b>	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
<b>Net Issue/ Offer</b>	The Issue (excluding the Market Maker Reservation Portion) of 63,00,000 Equity Shares of Rs.10/- each of Issuer at Rs. 65 /- (including share premium of Rs. 55/- per equity share aggregating to Rs. 4095.00 /- Lakhs.
<b>Net Proceeds</b>	The Issue Proceeds, less the Issue related expenses, received by the Company. For information about use of the Issue Proceeds and the Issue expenses, please refer to the chapter titled “Objects of the Issue” beginning on page 79 of this Prospectus.
<b>Non-Institutional Applicants</b>	All Applicants that are not Qualified Institutional Buyers or Retail Individual Investors and who have applied for Equity Shares for an amount more than Rs. 2,00,000.
<b>OCB / Overseas Corporate Body</b>	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trust in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under Foreign Exchange Management (Deposit) Regulations, 2000. OCBs are not allowed to invest in this Issue
<b>Payment through electronic transfer of funds</b>	Payment through ECS / NECS, Direct Credit, RTGS or NEFT, as applicable.

<b>Price Band</b>	The price band ranging from the Floor Price of Rs. 62/- per Equity Share to the Cap Price of Rs. 65/- per Equity Share, including any revisions thereto. The Price Band and minimum Bid Lot, as decided by our Company in consultation with the BRLM, will be advertised in all editions of Business Standard (a widely circulated English national daily newspaper) and all editions of Jansatta (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Delhi, where our Registered Office is located), at least two Working Days prior to the Bid/Offer Opening Date with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites.
<b>Pricing Date</b>	The date on which our Company, in consultation with the BRLM, will finalise the Offer Price.
<b>Prospectus</b>	The Prospectus to be filed with the RoC containing, inter alia, the Issue opening and closing dates and other information.
<b>Public Issue Account</b>	Account opened with the Banker to the Issue/Public Issue Bank i.e. Yes Bank Limited by our Company to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
<b>Qualified Institutional Buyers / QIBs</b>	As defined under the SEBI ICDR Regulations, including public financial institutions as specified in Section 4A of the Companies Act, scheduled commercial banks, mutual fund registered with SEBI, FII and sub-account (other than a sub-account which is a foreign corporate or foreign individual) registered with SEBI, multilateral and bilateral development financial institution, venture capital fund registered with SEBI, foreign venture capital investor registered with SEBI, state industrial development corporation, insurance company registered with Insurance Regulatory and Development Authority, provident fund with minimum corpus of Rs. 2,500 Lakh, pension fund with minimum corpus of Rs. 2,500 Lakh, NIF and 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.
<b>Red Herring Prospectus/ RHP</b>	The Red Herring Prospectus 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 Offer Price and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three days before the Bid/Offer Opening Date.
<b>Refund Account</b>	Account(s) to which monies to be refunded to the Applicants shall be transferred from the Public Issue Account in case listing of the Equity Shares does not occur.
<b>Refund Bank</b>	The bank(s) which is/are clearing members and registered with SEBI as Banker(s) to the Issue, at which the Refund Account for the Issue will be opened in case listing of the Equity Shares does not occur, in this case being Yes Bank Limited.
<b>Refunds through electronic transfer of funds</b>	Refunds through electronic transfer of funds means refunds through ECS, Direct Credit or RTGS or NEFT or the ASBA process, as applicable
<b>Registrar/ Registrar to the Offer</b>	Registrar to the Offer being Maashitla Securities Private Limited. For more information, please refer “General Information” on page 49 of this Prospectus.
<b>Registrar Agreement</b>	The agreement dated May 15, 2023 entered into between our Company and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer.

<b>Regulations</b>	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
<b>Retail Individual Investors</b>	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than Rs. 2,00,000.
<b>Revision Form</b>	The form used by the Applicants to modify the quantity of the Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s). QIBs and Non-Institutional Investors are not allowed to withdraw or lower their Application Amounts (in terms of quantity of Equity Shares or the Application Amount) at any stage. Retail Individual Applicants can withdraw or revise their Application until Offer Closing Date).
<b>SCSB</b>	Shall mean a Banker to an Issue registered under SEBI (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 <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html</a> or at such other website as may be prescribed by SEBI from time to time.
<b>Sponsor Bank</b>	Sponsor Bank means a Banker to the Issue registered with SEBI which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the retail investors into the UPI. In this case being Yes Bank Limited.
<b>Underwriter</b>	Underwriter to this Issue is Kantilal Chhanganlal Securities Private Limited and Narnolia Financial Services Limited.
<b>Underwriting Agreement</b>	The agreement dated June 29, 2023 entered into between Kantilal Chhanganlal Securities Private Limited and Narnolia Financial Services Limited and our Company
<b>UPI/ Unified Payments Interface</b>	Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons bank accounts using a payment address which uniquely identifies a person's bank a/c
<b>Working Days</b>	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulations, working days means, all days on which commercial banks in the city as specified in this Prospectus are open for business. <ol style="list-style-type: none"> <li>1. However, in respect of announcement of price band and bid/ Offer period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in the city as notified in the Prospectus are open for business.</li> <li>2. In respect to the time period between the bid/ Offer closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the stock exchange, excluding Sundays and bank holidays in accordance with circular issued by SEBI.</li> </ol>

#### Conventional Terms / General Terms / Abbreviations

Abbreviation	Full Form
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting

<b>AS</b>	Accounting Standards as issued by the Institute of Chartered Accountants of India
<b>ASBA</b>	Applications Supported by Blocked Amount
<b>AY</b>	Assessment Year
<b>BIS</b>	Bureau of Indian Standards
<b>BRLM</b>	Book Running Lead Manager
<b>BSE</b>	BSE Limited
<b>CAC</b>	Consumer Acquisition cost
<b>CAGR</b>	Compounded Annual Growth Rate
<b>CDSL</b>	Central Depository Services (India) Limited
<b>CFO</b>	Chief Financial Officer
<b>CIN</b>	Corporate Identification Number
<b>CIT</b>	Commissioner of Income Tax
<b>Covid-19</b>	The novel Coronavirus disease (COVID-19) is an infectious disease caused by a newly discovered coronavirus.
<b>CS</b>	Company Secretary
<b>CSR</b>	Corporate Social Responsibility
<b>DCS</b>	Distributed Control System
<b>DGFT</b>	Director General of Foreign Trade
<b>DIN</b>	Director Identification Number
<b>DP</b>	Depository Participant
<b>ECS</b>	Electronic Clearing System
<b>EGM</b>	Extraordinary General Meeting
<b>EMDEs</b>	Emerging Markets and Developing Economies
<b>EPS</b>	Earnings Per Share
<b>ESIC</b>	Employee's State Insurance Corporation
<b>FICCI</b>	Federation of Indian Chambers of Commerce & Industry
<b>FDI</b>	Foreign Direct Investment
<b>FEMA</b>	Foreign Exchange Management Act, 1999, as amended from time to time, and theregulations framed there under
<b>FIIs</b>	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
<b>FIPB</b>	Foreign Investment Promotion Board
<b>F&amp;NG</b>	Father and Natural Guardian
<b>FY</b> / <b>Fiscal/Financial</b> <b>Year</b>	Period of twelve months ended March 31 of that particular year, unless otherwise stated
<b>GDP</b>	Gross Domestic Product
<b>GoI/Government</b>	Government of India
<b>GST</b>	Goods and Service Tax
<b>HUF</b>	Hindu Undivided Family
<b>IMF</b>	International Monetary Fund
<b>IP</b>	Intellectual Property
<b>I.T. Act</b>	Income Tax Act, 1961, as amended from time to time
<b>ICSI</b>	Institute of Company Secretaries of India
<b>IND AS</b>	Indian Accounting Standards



<b>ISO</b>	International Organisation for Standardisation
<b>LAN</b>	Local Access Network
<b>MAPIN</b>	Market Participants and Investors' Integrated Database
<b>Merchant Banker</b>	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
<b>MoF</b>	Ministry of Finance, Government of India
<b>MOU</b>	Memorandum of Understanding
<b>MSME</b>	Ministry of Micro, Small & Medium Enterprises
<b>NA</b>	Not Applicable
<b>NAV</b>	Net Asset Value
<b>NGT</b>	National Green Tribunal
<b>NPV</b>	Net Present Value
<b>NRE Account</b>	Non-Resident External Account
<b>NRIs</b>	Non-Resident Indians
<b>NRO Account</b>	Non-Resident Ordinary Account
<b>NSDL</b>	National Securities Depository Limited
<b>NSE</b>	National Stock Exchange of India Limited
<b>NYSE</b>	New York Stock Exchange
<b>OCB</b>	Overseas Corporate Bodies
<b>OSP</b>	Other Service Provider
<b>OTP</b>	One Time Password
<b>p.a.</b>	per annum
<b>P/E Ratio</b>	Price/Earnings Ratio
<b>PAC</b>	Persons Acting in Concert
<b>PAN</b>	Permanent Account Number
<b>PAT</b>	Profit After Tax
<b>PCB</b>	Pollution Control Board
<b>QA/QC</b>	Quality Assurance / Quality Control
<b>QIC</b>	Quarterly Income Certificate
<b>QMS</b>	Quality Management System
<b>RBI</b>	The Reserve Bank of India
<b>ROE</b>	Return on Equity
<b>RONW</b>	Return on Net Worth
<b>Bn</b>	Billion
<b>Rs.</b>	Rupees, the official currency of the Republic of India
<b>RTGS</b>	Real Time Gross Settlement
<b>RERA</b>	Real Estate Regulatory Authority
<b>SCRA</b>	Securities Contract (Regulation) Act, 1956, as amended from time to time
<b>SCRR</b>	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
<b>Sec.</b>	Section
<b>SPV</b>	Special Purpose Vehicle
<b>STT</b>	Securities Transaction Tax
<b>TAM</b>	Total Available Market
<b>Tech</b>	Technology
<b>US/United States</b>	United States of America
<b>USD/ US\$/ \$</b>	United States Dollar, the official currency of the Unites States of America

<b>UPI/ Unified Payments Interface</b>	Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons bank accounts using a payment address which uniquely identifies a person's bank a/c
<b>UPI Circulars</b>	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard.
<b>UPI ID</b>	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
<b>UPI Mandate Request</b>	The request initiated by the Sponsor Bank and received by an RII using the UPI Mechanism to authorize blocking of funds on the UPI mobile or other application equivalent to the Bd Amount and subsequent debit of funds in case of Allotment
<b>UPI Mechanism</b>	The bidding mechanism that may be used by a RIB to make an application in the Issue in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018
<b>UPI PIN</b>	Password to authenticate UPI transaction
<b>VCF / Venture Capital Fund</b>	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.
<b>WEO</b>	World Economic Outlook
<b>WHO</b>	World Health Organisation
<b>YoY</b>	Year on Year

#### Industry related terms

Abbreviation	Full Form
<b>Aerodynamics</b>	Ways how objects move through air
<b>2-D Maps</b>	Two-dimensional images that are typically mapped onto the surface of geometric objects, or used as environment maps to create a background for the scene
<b>B2B</b>	Business to Business
<b>B2C</b>	Business to Customers
<b>B2G</b>	Business to Government
<b>CoCo</b>	Company-Owned, Company-Operated
<b>CHCs</b>	Custom Hiring Centers
<b>DaaS</b>	a drone-as-a-service

<b>DGCA</b>		Directorate General of Civil Aviation
<b>Digital Platform</b>	<b>Sky</b>	Digital Sky is a ministry of civil aviation initiative which supports technology frameworks for enabling flight permission digitally and managing Unmanned Aircraft operations and traffic efficiently
<b>EMDE</b>		Emerging Market and Developing Economies
<b>FPOs</b>		Farmer Producer Organisations
<b>ISO</b>		International Organization for Standardization
<b>G7</b>		The International Group of Seven (G7) is an intergovernmental political forum consisting of Canada, France, Germany, Italy, Japan, the United Kingdom and the United States
<b>GCP</b>		Google Cloud Platform
<b>GNSS</b>		Global navigation satellite system
<b>GIS</b>		Geographic Information System
<b>IFFCO</b>		Indian Farmers Fertilizer Cooperative Limited
<b>IGRUA</b>		Indira Gandhi Rashtriya Uran Akademi
<b>IIT</b>		Indian Institute of Technology
<b>IR Sensors</b>		Infrared Sensors
<b>LICs</b>		Low-Income Countries
<b>LiDAR</b>		Light Detection and Ranging
<b>LSM</b>		Large-scale Mapping
<b>MOU</b>		Memorandum of Understanding
<b>MRO</b>		Drone maintenance, repair & overhaul
<b>MSDE</b>		Ministry of Skill Development & Entrepreneurship
<b>Nano DAP</b>		Efficient source of available nitrogen (N) and phosphorus (P <sub>2</sub> O <sub>5</sub> ) for crops
<b>Nano Urea</b>		Nanotechnology based revolutionary Agri-input which provides nitrogen to plants.
<b>NSDC</b>		National Skill Development Corporation
<b>OEM</b>		Original Equipment Manufacturer
<b>Orthophoto</b>		It is an aerial photograph or satellite imagery geometrically corrected ("orthorectified") such that the image is uniform from edge to edge
<b>POIs</b>		Point of Interests
<b>PLI</b>		Production Linked Incentive
<b>Photogrammetry</b>		Photogrammetry is a science of collecting physical information from 2D photos, images captured by drones.
<b>PPP</b>		Public Private Partnership
<b>RFP Creation</b>		A request for proposal (RFP) is an open request for bids to complete a new project proposed by the company or other organization that issues it.
<b>Rotorcraft</b>		Aircraft where one or more rotors provide lift throughout the entire flight
<b>RGB</b>		Red, Green and Blue
<b>RPC</b>		Remote Pilot Certificate
<b>RPTO</b>		Remote Pilot Training Organisation
<b>SAR</b>		Search & Rescue
<b>SOPs</b>		Standard Operating Procedures
<b>SMAM</b>		Sub-Mission on Agricultural Mechanization
<b>SVAMITVA</b>		Survey of Villages and Mapping with Improvised Technology in Village Areas

<b>Thermal Images</b>	Thermal imaging is process of converting infrared radiation (heat) into visible images that depict spatial distribution of temperature
<b>TRIPS</b>	Trade related aspects of Intellectual Property Rights
<b>UAV</b>	Unmanned Aerial Vehicles
<b>VTOL</b>	Vertical Take-Off and Landing

*Notwithstanding the foregoing:*

1. *In the section titled “Main Provisions of the Articles of Association” beginning on page number 315 of the Prospectus, defined terms shall have the meaning given to such terms in that section;*
2. *In the chapters titled “Summary of Offer Documents” and “Our Business” beginning on page numbers 21 and 114 respectively, of the Prospectus, defined terms shall have the meaning given to such terms in that section;*
3. *In the section titled “Risk Factors” beginning on page number 26 of the Prospectus, defined terms shall have the meaning given to such terms in that section;*
4. *In the chapter titled “Statement of Tax Benefits” beginning on page number 95 of the Prospectus, defined terms shall have the meaning given to such terms in that section;*
5. *In the chapter titled “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” beginning on page number 227 of the Prospectus, defined terms shall have the meaning given to such terms in that section.*

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## PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

### Certain Conventions

All references in the Prospectus to “India” are to the Republic of India. All references in the Prospectus to the “U.S.”, “USA” or “United States” are to the United States of America.

Unless stated otherwise, all references to page numbers in this Prospectus are to the page number of this Prospectus.

### Financial Data

Unless stated otherwise, the financial data included in this Prospectus are extracted from the restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act and AS 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 Statements”, as Restated beginning on page 193 of this Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with AS and the Companies Act and have been restated in accordance with the SEBI (ICDR) Regulations.

Our fiscal year commences on 1<sup>st</sup> April of each year and ends on 31<sup>st</sup> March of the next year. All references to a particular fiscal year are to the 12 months period ended 31<sup>st</sup> March of that year. In this Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points. There are significant differences between AS, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company’s financial data. Accordingly, to what extent, the financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices/ AS. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited. Any percentage amounts, as set forth in “Risk Factors”, “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and elsewhere in this Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act and AS 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 Statements, as Restated” beginning on page 193 of this Prospectus.

### Currency and units of presentation

In this Prospectus, references to Rupees or INR or Rs. or ₹ are to Indian Rupees, the official currency of the Republic of India. All references to \$, US\$, USD, U.S \$ or U.S. Dollars are to United States Dollars, the official currency of the United States of America. All references to million’/ Million’ / Mn’ refer to one million, which is equivalent to ten lacs or ten lakhs, the word Lacs / Lakhs / Lac means one hundred thousand and Crore means ten millions and billion’ / bn’ / Billions’ means one hundred crores and all references to Thousand/Thousands refer to One Thousand

### Industry and Market Data

Unless stated otherwise, industry data used throughout the Prospectus has been obtained or derived from industry and government publications, publicly available information and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although our Company believes that industry data used in the Prospectus is reliable, it has not been independently verified. Further, the extent to which the industry and market data presented in the Prospectus is meaningful depends on the reader's

familiarity with and understanding of, the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

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## FORWARD LOOKING STATEMENTS

*All statements contained in the Prospectus that are not statements of historical facts constitute forward-looking statements. All statements regarding our expected financial condition and results of operations, business, objectives, strategies, plans, goals and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, our revenue and profitability, planned projects and other matters discussed in the Prospectus regarding matters that are not historical facts. These forward looking statements and any other projections contained in the Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections.*

*These forward looking statements can generally be identified by words or phrases such as “will”, “aim”, “will likely result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions.*

*Important factors that could cause actual results to differ materially from our expectations include but are not limited to:*

- Any variation in schemes launched by Government of India to boost the drone industry would have an adverse impact on our results of operations and financial condition and cash flows;
- Inability to identify and understand evolving industry trends, technological advancements, customer preferences and develop new products to meet our customers’ demands could render our existing products obsolete technology may adversely affect our business;
- our inability to achieve desired results from the objects for which funds are raised
- negative cash flows in the future.
- failure to grow or expand within our industry.
- our ability to manage our working capital cycles and generate sufficient cash flow to satisfy any additional working capital requirements;
- our inability to maintain quality standards in our services;
- our inability to successfully implement strategy, growth and expansion plans;
- our ability to attract and retain qualified personnel;
- any adverse outcome in the legal proceedings in which we and our promoters are involved;
- conflict of Interest with affiliated companies, the promoter group & holding Company and other related parties;
- impact of recurrent outbreak of Covid 19 pandemic or any future pandemic;
- market fluctuations and industry dynamics beyond our control;

For a further discussion of factors that could cause our current plans and expectations and actual results to differ, please refer to the chapters titled “Risk Factors”, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 26, 114 and 227, respectively of this Prospectus.

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

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

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## SECTION II - SUMMARY OF OFFER DOCUMENTS

### SUMMARY OF OUR BUSINESS OVERVIEW

Our Company was originally incorporated as a private limited company under the Companies Act, 2013 in the name and style of “**Drone Destination Private Limited**”, on *May 10, 2019*. Subsequently, the company was converted into public limited company and the name of our Company was changed to “**Drone Destination Limited**” pursuant to a *shareholders’ resolution* passed at an Extra-Ordinary General Meeting held on April 29, 2023 and a **fresh Certificate of Incorporation** dated May 04, 2023 was issued by Registrar of Companies, Delhi. As on date of Prospectus, the *Corporate Identification Number of our Company is U60200DL2019PLC349951*.

Our Company is a DGCA-authorized Remote Pilot Training Organisation (RPTO) offering certified training programs. After due completion of the course, the RPTO generates a Remote Pilot Certificate (RPC) from DGCA’s Digital Sky Platform. We currently have three training bases of our own at Gurugram, Chandigarh and Phulpur. We have also entered into an agreement with Indira Gandhi Rashtriya Uran Akademi (“IGRUA”) for providing DGCA-certified Drone Training and are currently present in Gurugram, Bangalore, Gwalior, Kangra, Coimbatore, Madurai and Bhopal. We have become the first Drone Training Partner of National Skill Development Corporation (“NSDC”) and shall offer joint certification on various drone-related application courses through NSDC’s Skill India Portal. Through the association, we also offer skill loans with assistance of banking partners to make training affordable and easily accessible for aspiring drone pilots.

Recently, our company has started our drone services for “Prime Minister Svamitva Yojna” in a MOU-led understanding with GIS companies viz. MatrixGeo, NeoGeo and GeoKno. This programme is Government of India’s initiative towards establishment of clear ownership of property in rural inhabited (Abadi) areas, by mapping of land parcels using drone technology and providing ‘Record of Rights’ to village household owners with issuance of legal ownership cards (Digital Property cards/Title deeds) to the property owners.

### SUMMARY OF OUR INDUSTRY

The Indian drone industry has witnessed a rapid growth in recent years, driven by the increasing demand for drones across a range of sectors, including agriculture, infrastructure, public safety, and defence.

The GoI is actively promoting the growth of this industry by introducing policies and initiatives to encourage innovation and entrepreneurship in this field. The Civil Aviation Ministry estimates that the Indian drone market shall reach an estimated turnover of INR 120 to 150 billion by 2026.

The government would play a critical role in creation of a viable market for drones, so that the country can realize its own manufacturing potential. The government’s fillip through its role as market maker has a potential to expand demand to approximately INR 75,000 Cr in the Commercial sector, and INR 23,000 Cr in the Homeland Security sector. As much as **60% of the commercial manufacturing potential will arise from Government dominated sectors**.

### PROMOTERS OF OUR COMPANY

The promoters of our Company are Mr. Chirag Sharma and Ms. Shashi Bala. For further details please see chapter titled “*Our Promoters*” beginning on page 171 of this Prospectus.

### ISSUE SIZE

Initial Public Issue is of upto 68,00,000 Equity Shares of face value of ₹10/- each of the Company for cash at a price of ₹ 65/- per Equity Share (including a share premium of ₹ 55/- per Equity Share) aggregating upto ₹ 4420.00 lacs.

For further details, please see chapter titled “*The Issue*” beginning on page 44 of this Prospectus.

## OBJECTS OF THE ISSUE

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

S. N.	Particulars	Amount (Rs. Thousands)	% of Gross Proceeds	% of Net Proceeds
1.	Purchase of new drones	1,04,730.00	23.69%	27.88%
2.	Purchase of vehicle	55,000.00	12.44%	14.64%
3.	Capital Expenditure	20,470.00	4.63%	5.45%
4.	Working Capital Requirement	85,000.00	19.23%	22.62%
5.	General Corporate Purposes**	1,10,500.00	25.00%	29.41%
6.	Issue Expenses*	66,300.00	15.00%	-
	<b>Total</b>	<b>4,42,000.00</b>	<b>100.00%</b>	<b>100.00%</b>

\* & \*\* The amount utilized for general corporate purposes shall not exceed 25% of the gross proceeds of the Issue.

For further details, please see chapter titled “*Objects of the Issue*” beginning on page 79 of this Prospectus.

## AGGREGATE PRE-ISSUE SHAREHOLDING OF THE PROMOTER AND PROMOTER GROUP AS A PERCENTAGE OF THE PAID-UP SHARE CAPITAL OF THE ISSUER

Following are the details of the pre-Issue shareholding of Promoters and Promoter Group:

Sr. No.	Name of shareholder	Pre issue		Post issue	
		No. of equity shares	As a % of Issued Capital	No. of equity shares	As a % of Issued Capital
<b>Promoters</b>					
1	Chirag Sharma	18,72,500	10.70%	18,72,500	7.71%
2	Shashi Bala	1,29,96,000	74.26%	1,29,96,000	53.48%
	<b>Total – A</b>	<b>1,48,68,500</b>	<b>84.96%</b>	<b>1,48,68,500</b>	<b>61.19%</b>
<b>Promoter Group</b>					
3	Kapil Rana	3,500	0.02%	3,500	0.01%
4	Renu Bassi	10,500	0.06%	10,500	0.04%
5	Nidhi Sharma	7,000	0.04%	7,000	0.03%
6	Vivek Sharma	7,000	0.04%	7,000	0.03%
	<b>Total – B</b>	<b>28,000</b>	<b>0.16%</b>	<b>28,000</b>	<b>0.12%</b>
	<b>Grand Total</b>	<b>1,48,96,500</b>	<b>85.12%</b>	<b>1,48,96,500</b>	<b>61.30%</b>

For further details, please see “*Capital Structure*” on page 58 of this Prospectus.

## SUMMARY OF FINANCIAL INFORMATION

(Amount ₹ thousands)

Particulars	For the Year ended 31 <sup>st</sup> March 2023	For the Year ended 31 <sup>st</sup> March 2022	For the Year ended 31 <sup>st</sup> March 2021
Share Capital	50,000.00	1,100.00	1,100.00
Net Worth	1,75,734.10	2,315.10	241.90
Revenue from operation	1,20,722.41	25,646.24	3,917.78

<b>Profit after Tax</b>	24,419.00	2073.20	(455.95)
<b>EPS Basic and Diluted</b>	25.80	18.85	(4.14)
<b>NAV per Equity Share (in Rs.)</b>	35.15	21.05	2.20
<b>Total borrowings</b>			
<b>- Long Term</b>	10,332.34	14,867.30	5,285.73
<b>- Short Term</b>	5,584.81	241.32	185.30

## QUALIFICATIONS OF AUDITORS

There are no such Auditors' Qualifications in the Financial Statements of the Company which requires any effect to be given in the restated financial statement.

## SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPMENTS

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

Name	Criminal Proceedings	Tax Proceedings	Statutory or regulatory actions	Disciplinary action by SEBI or stock exchange	Other Material litigations	Aggregate amount involved*
<b>Company</b>						
<i>By</i>	Nil	Nil	Nil	NA	Nil	Nil
<i>Against</i>	Nil	Nil	Nil	NA	Nil	Nil
<b>Promoter</b>						
<i>By</i>	Nil	Nil	Nil	NA	Nil	Nil
<i>Against</i>	Nil	5	Nil	NA	Nil	3,75,07,670/-
<b>Director</b>						
<i>By</i>	Nil	Nil	Nil	NA	Nil	Nil
<i>Against</i>	Nil	5	Nil	NA	Nil	3,75,07,670/-
<b>Subsidiary</b>						
<i>By</i>	NA	NA	NA	NA	NA	Nil
<i>Against</i>	NA	NA	NA	NA	NA	Nil
<b>Group Companies</b>						
<i>By</i>	1	Nil	Nil	NA	Nil	Not applicable
<i>Against</i>	1	8	Nil	NA	Nil	13,40,50,973/-

\* To the extent quantifiable

For further details, please refer the chapter titled “*Outstanding Litigations and Material Developments*” on page 239 of this Prospectus.

## RISK FACTORS

Please see the chapter titled “*Risk Factors*” beginning on page 26 of this Prospectus.

## SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

There are no contingent liabilities of our company.

## SUMMARY OF RELATED PARTY TRANSACTIONS

Following are the details as per the Restated Financial Information as at and for the Financial Year ended on March 31, 2023, March 31, 2022, and March 31, 2021.

(Amount in thousand)

Name	Nature of Relationship	Nature of Transaction	For the year ended 31 March, 2023	For the year ended 31 March, 2022	For the year ended 31 March, 2021
Shashi Bala	Director	Rent Paid	1500.00	-	-
Alok Sharma	Relative of Director		1500.00	-	-
Chirag Sharma	Director	Director Remuneration & Incentive	2400.00	300.00	0.00
Shashi Bala			1800.00	1500.00	0.00
Vivek Sharma	Relative of director	Salary Paid	300.00	-	-
Shashi Bala	Director	Loan Received	12475.00	6722.89	100.00
Chirag Sharma			2400.00	-	3710.00
Drone Destination Services Pvt Ltd	Enterprises in which Director exercising		2445.00	-	-
Shashi Bala	Director	Loan repaid during the year	19797.89	-	-
Chirag Sharma			9210.00	-	-
Drone Destination Services Pvt Ltd	Enterprises in which Director exercising		2445.00	-	-
Hubblefly Technologies Pvt Ltd	Enterprises in which Director exercising	Advance for purchase	-	4439.19	-
Hubblefly Technologies Pvt Ltd	Enterprises in which Director exercising	Purchases of Fixed Assets	32165.00	-	-
Air One Aviation Pvt Ltd			260.00	-	-
Hubblefly Technologies Pvt Ltd	Enterprises in which Director exercising	Purchases	7.20	1900.00	0.00
Airone Charters Pvt Ltd			5.49	-	660.80
Repayment of Loan			-	-	-
Airone Charters Pvt Ltd			-	-	1000.00

For further details please refer “Restated Financial Information –Notes to Financial Information- Note 33- Related Party Transactions” at page 222 of this Prospectus.

## FINANCING ARRANGEMENTS

There are no financing arrangements whereby the Promoters, members of the Promoter Group, director of our promoter, our director 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 six months immediately preceding the date of this Prospectus.

## WEIGHTED AVERAGE COST OF ACQUISITION OF EQUITY SHARES BY OUR PROMOTERS IN LAST ONE YEAR

The weighted average cost of acquisition of equity shares by our promoters in last one year which has been calculated by taking average amount paid by them to acquire our equity shares is as follows:

Name of the Promoter	No. of shares acquired in last one year from the date of this DRHP	Weighted Average cost of Acquisition (in Rs.)
Chirag Sharma	17,81,500	2.47
Shashi Bala	1,29,99,000	3.00

\*Pursuant to the certificate dated May 15, 2023 of GAMS & Associates LLP, Chartered Accountants.

## AVERAGE COST OF ACQUISITION

The average cost of acquisition of Shares for the Promoters is as follows:

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
Chirag Sharma	18,72,500	2.91
Shashi Bala	1,29,99,000	2.94

\*Pursuant to the certificate dated May 15, 2023 of GAMS & Associates LLP, Chartered Accountants.

## DETAILS OF PRE-ISSUE PLACEMENT

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

## ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR

Following are the details of equity shares issued in the last one year for consideration other than cash or through bonus:

Date of Allotment	No. of Equity Shares	Face value (₹)	Issue Price (₹)	Nature of consideration	Nature of Allotment	Cumulative number of Equity Shares	Cumulative paid-up Capital (₹)
May 15, 2023	1,24,99,998	10/-	Nil	No Consideration	Bonus Issue	1,74,99,998	17,54,99,980/-

## SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR

No split or consolidation of equity shares has been made in the last one (1) year prior to filing of this Prospectus.

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

Our Company has not filed any exemption application with SEBI as on date of Prospectus.

## SECTION III – RISK FACTORS

*An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Prospectus, including the risks and uncertainties summarized below, before making an investment in our Equity Shares. The risks described below are relevant to the industries our Company is engaged in, our Company and our Equity Shares. To obtain a complete understanding of our Company, you should read this section in conjunction with the chapters titled “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on page numbers 114 and 227, respectively, of this Prospectus as well as the other financial and statistical information contained in this Prospectus. Prior to making an investment decision, prospective investors should carefully consider all of the information contained in the section titled “**Financial Information, as Restated**” beginning on page number 193 of this Prospectus.*

*If any one or more of the following risks as well as other risks and uncertainties discussed in the Prospectus were to occur, our business, financial condition and results of our operation could suffer material adverse effects, and could cause the trading price of our Equity Shares and the value of investment in the Equity Shares to materially decline which could result in the loss of all or part of investment. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is therefore subject to a legal and regulatory environment that may differ in certain respects from that of other countries.*

*This Prospectus also contains **forward looking statements** that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of many factors, including the considerations described below and elsewhere in the Prospectus. These risks are not the only ones that our Company face. Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial to our operations. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify financial or other implication of any risks mentioned herein.*

### **Materiality**

The Risk factors have been determined based on their materiality, which has been decided based on following factors:

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

### **Internal Risk Factors**

1. ***Our training business, (training through drones) is highly regulated and subject to change, we have DGCA license subject to certain conditions. If we fail to comply with the applicable regulations, rules prescribed by Government of India as well as condition on which DGCA license has issued, our business, financial condition may have a material adverse effect on our business & operations.***

Operations in our industry are highly regulated and are subject to stringent laws and regulations. For imparting drone training the current regime requires for application for DGCA authorized Remote Pilot Training Organizations (RPTOs). The validity of such license is 10 years from the date of issuance i.e., January 31, 2022 and further the validity of the license depends on the conditions laid down while issuing such license. Moreover, the renewal process of license is rigorous and time consuming and there is no guarantee that we can secure the license again well in time. We also cannot assure you that DGCA in the future would not amend the existing requirements having higher quality standards which may delay the renewal/application process. If we are unable to meet existing/future requirements, our business, financial condition as well as ability to generate desired cash flow would be affected materially.

2. ***Presently the drone industry is in a nascent stage. If the industry does not experience significant growth, then we will not be able to achieve our anticipated level of growth.***

The drone industry is currently considered in a nascent stage, because it is a relatively new and emerging industry that has not yet achieved widespread adoption across all sectors of the economy. The adoption of drones for commercial and consumer purposes is still in the early stages, and there are many challenges that need to be addressed before they can become mainstream. The main reasons are, it is at a very early stage of development, the cost of drones is very high to afford and there still exists regulatory and legal issues.

However, the industry has the potential to experience significant growth in the coming years. It has a wide range of application across various industries, including agriculture, construction, surveying, photography, and delivery services, among others. However, if the industry does not experience significant growth, it could limit the potential for businesses to achieve their anticipated level of growth.

Furthermore, the growth of the drone industry is closely tied to the development of regulations and policies that govern drone operations. Without significant growth, it may be more challenging for favorable regulations that promote the safe and responsible use of drones, which could limit the industry's potential.

- 3. We are highly dependent on our group company and other drone manufacturing companies for meeting our drone demands. We may not be able to acquire desired drones if the group company delays in manufacturing and delivery of the drones or unable to manufacture drones whether because of scarcity or unavailability of raw material or otherwise.***

Currently to meet our drone demand, we are dependent on our group company i.e., Hubblefly Technologies Private Limited. Our group company may import certain components for manufacturing drones and we may not be able get our delivery timely, if the raw material for manufacturing drones become scarce or unavailable or any hindrance arises which affect global supply chain. If any such situation arises in future, this would materially affect our ongoing operations and business and may not be able to achieve our goals as planned.

Further, we have not ensured any alternative source for procuring drones as of now. Though we are continuously evaluating the potential domestic vendors for the supply of components in order to reduce our dependency, we cannot assure you that we would be able to meet our requirements only from domestic vendors and not be dependent on global vendors. Further, DGFT has recently modified the Indian Trade Classification (Harmonised System) 2022 Schedule-1 (Import Policy) and banned the import of UAVs to provide a momentum to the indigenous manufacturing of UAVs. However, we cannot assure you that GoI would continue to introduce such policies to boost the indigenous manufacturing of UAVs in India.

We are still evaluating the drone manufacturing companies that could supply us with drones as per our specifications in a timely manner. Any delay in discovering appropriate suppliers could adversely affect our business.

- 4. Any unauthorized access or intrusion into our software or systems, as well as any form of cyber-attack, could significantly harm our business and have a negative impact on our financial condition and operating results.***

Our business may be at risk of cyber-attacks, data theft, malicious intrusion, and viruses targeting our website, internal software systems, third-party cloud services, and UAVs. These products are deployed in high-security surveillance activities involving sensitive and confidential data, and any hacking of our UAVs could lead to the leakage of such data, adversely impacting the internal and external security of our customers' jurisdictions. However, our UAVs can be hacked by intercepting signals between UAVs and the persons controlling it. The critical targets in our system vulnerable to cyber-attacks or security breach are our UAV, GCS software, and integrating applications. While we have taken measures to prevent cyber threats, including encryption of data feed, security mechanisms, and control measures, we cannot guarantee that our systems will be invulnerable to cyber-attacks in the future. Such attacks may cause equipment failures or disrupt our operations and result in significant expenses or loss of market share. A failure to protect sensitive information may lead to reputational damage, and any future incident could adversely affect our operations, services, intellectual property, financial condition, and competitive advantages. Although we aim to minimize cyber threats, we cannot assure that we will not encounter them.

5. ***Our Company has not complied with certain statutory provisions of the Stamp Act, 1899. Such non-compliances / lapses may attract penalties and prosecution against the Company and its directors which could impact the financial position of the Company to that extent.***

Our Company has not paid stamp duty with certain statutory provisions of the Stamp Act, 1899 as are listed hereinafter:

Payment of consolidated stamp duty of Rs. 21,250/- (Twenty-One thousand Two hundred Fifty only) pursuant to issue of Physical Equity Shares of the company issued since incorporation till the dematerialization of shares is pending by the Company.

Due to such non-compliance, minimum penalty of 1 time the stamp duty may be levied (maximum upto 10 times) as may be imposed by the SDM. Such non-compliance can have a direct impact on the financial performance of the company.

However, we have initiated the process of payment of proper stamping fees on physical shares issued since incorporation (01- 4250000), which will be completed in due course as and when we receive notice from the concerned authorities, i.e., Stockholding Corporation of India (SHCIL).

6. ***Our drones are not operational during the monsoon season, due to the increased risk of damage to our equipment and potential safety hazards. As a result, extended monsoons can directly impact our revenue from operations.***

Drones, like most electronic devices, are vulnerable to damage from water and moisture. Excessive moisture can interfere with their proper functioning. Therefore, it is common for drone companies to limit their operations during rainy seasons to avoid costly repairs or replacements.

Operating drones in rainy conditions can be risky as water can damage the motors, batteries, and electronics of the drone, which can cause accidents or malfunctions. Additionally, flying drones in the rain can be difficult as precipitation can interfere with the drone's sensors, causing it to lose its position or orientation.

To avoid these risks, many drone companies choose to operate only during dry seasons when the weather is more predictable and the risk of damage to their equipment is lower. This may mean that the company could use drones to generate revenue only for 9 to 10 months out of the year, depending on the local climate and weather patterns.

While this limitation may have a direct impact on revenue, it is a necessary trade-off to ensure the longevity of the drones and the safety of the operators and those around them.

7. ***There are outstanding legal proceedings involving our Company as well as promoter and Directors. Any adverse outcome on such proceedings may affect our business, financial condition and reputation.***

There are outstanding legal proceedings against our Company and Directors, which are pending at various levels of adjudication before various courts, tribunals and other authorities. The summary of outstanding matters set out below includes details of criminal proceedings, tax proceedings, statutory and regulatory action and other material pending litigation involving our Company, Promoters, and Directors (for further details please refer Outstanding Litigation and Material Developments section on page no. 239)

Name	Criminal Proceedings	Tax Proceedings	Statutory or regulatory actions	Disciplinary action by SEBI	Other Material litigations	Aggregate amount involved*



				or stock exchange		
<b>Company</b>						
<i>By</i>	Nil	Nil	Nil	NA	Nil	Nil
<i>Against</i>	Nil	Nil	Nil	NA	Nil	Nil
<b>Promoter</b>						
<i>By</i>	Nil	Nil	Nil	NA	Nil	Nil
<i>Against</i>	Nil	5	Nil	NA	Nil	3,75,07,670/-
<b>Director</b>						
<i>By</i>	Nil	Nil	Nil	NA	Nil	Nil
<i>Against</i>	Nil	5	Nil	NA	Nil	3,75,07,670/-
<b>Subsidiary</b>						
<i>By</i>	NA	NA	NA	NA	NA	Nil
<i>Against</i>	NA	NA	NA	NA	NA	Nil
<b>Group Companies</b>						
<i>By</i>	1	Nil	Nil	NA	Nil	Not applicable
<i>Against</i>	1	8	Nil	NA	Nil	13,40,50,973/-

\* To the extent quantifiable

The amount involved in the tax proceedings against the group companies may not be material on the company. However, the impact of such proceedings can be directly on the promoters and directors involved in such group companies. Also, it may have adverse effect on the goodwill and brand image of our company.

**8. There are outstanding legal proceedings involving our group companies. Any adverse outcome on such proceedings may affect our business, financial condition and reputation.**

There are outstanding legal proceedings against our group companies, M/s Air One Aviation Private Limited, Air One Charter Pvt Ltd, Mint Aviation Private Limited, amounting to Rs. 13,40,50,973/- as on the date of this Prospectus. The details of outstanding matters including the details of criminal proceedings and tax proceedings involving our group companies are given in section Outstanding Litigation and Material Developments beginning on page no. 239.

The impact of such litigation could not be material on the company. However, the impact of such proceedings can be directly on the promoter and director involved in such group companies. Also, it may have adverse effect on the goodwill and brand image of our company.

**9. There are outstanding legal proceedings involving one of our Promoter. Any adverse outcome on such proceedings may affect our business and reputation.**

There are outstanding tax proceedings against our Promoter, Ms. Shashi Bala, amounting to Rs. 3,74,95,911/- as on the date of this Prospectus. The details of outstanding matters including the details of tax proceedings involving our Company, Promoters, and Directors are given in section Outstanding Litigation and Material Developments beginning on page no. 239.

However, our Company has received an Indemnity bond from Ms. Shashi Bala, that there will be no impact of tax proceedings against our company i.e. Drone Destination Limited, & in case if any personal tax proceedings impact our company, that will be personally indemnified by promoter. Further, there may be adverse impact on our goodwill and brand image of the company.

**10. Our Company may incur penalties or liabilities for non-compliances with certain provisions of the GST Act and EPF Act and other applicable laws in the last Years.**

Our Company have incurred penalties or liabilities for non-compliance with certain provisions including lapsed/ made delay in certain filings and/or erroneous filing/ non-filing of e-forms under applicable acts to it in the past years. Such non-compliances/delay Compliances/ erroneous filing/ Non-Filing/ Non Registration may incur the penalties or liabilities which may affect the results of operations and financial conditions of the company in near future. The details of late filings in past years are given below:

Financial Year	Establishment	Return Period	Due Date	Filing Date	Delayed No. of days
<b>GST returns</b>					
FY 2019-20	Delhi	Mar-20	20-04-2020	20-08-2020	122
2020-2021	Haryana	Feb-21	20-03-2021	04-07-2021	106
		Mar-21	20-04-2021	08-07-2021	79
2021-2022	Delhi	Apr to Jun	24-07-2021	29-07-2021	5
		Jun to Sep	24-10-2021	27-10-2021	3
		Oct to Dec	24-01-2022	22-04-2022	88
		Jan to Mar	24-04-2022	14-07-2022	81
2022-23	Delhi	Jun to Sep	24-10-2022	27-12-2022	64
		Oct to Dec	24-01-2023	03-02-2023	10
		Jan to Mar	24-04-2022	28-04-2023	369
<b>EPF Returns</b>					
2022-23	Delhi	December	15-01-2023	17-01-2023	2

**11. Our Company may incur penalties or liabilities for non-compliances with certain provisions of the Companies Act and other applicable laws in the last three (3) Years.**

Our Company may incur penalties or liabilities for non-compliance with certain provisions including lapsed/ made delay in certain filings and/or erroneous filing/ non-filing of e-forms under Company Act applicable to it in the past years. Such non-compliances/delay Compliances/ erroneous filing/ Non-Filing/ Non Registration may incur the penalties or liabilities which may affect the results of operations and financial conditions.

S. No.	Particulars	Due Date	Delayed days	Filing Date
1.	ADT-1 (Appointment of Auditor for AGM 31.12.2020)	15.01.2021	159	23.06.2021
2.	MGT-7 (Annual Return FY 19-20)	01.03.2021	112	21-06-2021
3.	AOC-4 (Financial Statement FY 19-20)	30.01.2021	143	21-06-2021
4.	DPT-3 (FOR FY. 2020-21)	30.06.2021	61	30-08-2021
5.	MGT-7A (Annual Return FY 20-21) AGM 29.11.2021	28.01.2022	28	25-02-2022
6.	AOC-4 (Financial Statement FY 20-21) 29.11.2021	29.12.2021	47	14-02-2022
7.	DIR-12 (Resignation of Kapil Rana BR-14/07/2022)	13.08.2022	123	14-11-2022
8.	MGT-7 (Annual Return FY 21-22) AGM 28.09.2022	27.11.2022	159	04-05-2023

9.	AOC-4 (Financial Statement FY 21-22) AGM 28.09.2022	28.10.2022	191	04-05-2023
10.	SH-7 (Increase capital from 2 cr to 5 cr) 03.01.2023	02.02.2023	16	18-02-2023

The details of non-compliances or delayed filings is given as follows:

12. *Our business requires substantial working capital requirement and may require additional financing to meet working capital requirement in the future. If we are unable to borrow or raise additional financing, it would adversely impact our business and operations.*

Our business requires significant amount of working capital and major portion of our working capital is utilized towards purchasing of drones and employee benefit expenses. In our business, working capital is often required to finance the drones and their spares and stores. In the event, we are unable to source the required amount of working capital, we might not be able to efficiently satisfy the demand of our clients in a timely manner or at all. Even if we are able to source the required amount of funds, we cannot assure you that such funds would be sufficient to meet our cost estimates and that any increase in the expenses will not affect the price of our products.

There exist substantial requirement of working capital and financing in the form of fund and non-fund based working capital facilities to meet our requirements. The details of our working capital in last 3 years are as under which is showing continuous increase:

*(Amount in thousands)*

Particulars	For the year ended on March 2023	For the year ended on March 2022	For the year ended on March 2021
<b>Current Assets</b>			
<b>Inventory</b>	2,893.96	3,085.10	2,298.38
<b>Trade Receivables</b>	66,689.23	2,555.41	555.45
<b>Cash &amp; Cash Equivalent</b>	1,02,892.34	4,090.74	928.27
<b>Short-term loans and advances</b>	6,364.10	9,336.58	2,719.94
<b>Other Current Assets</b>	3,333.52	979.49	62.41
<b>Total (A)</b>	<b>1,82,173.15</b>	<b>20,047.32</b>	<b>6,564.46</b>
<b>Current Liabilities</b>			
<b>Short Term Borrowing</b>	5,584.81	241.32	185.30
<b>Trade Payable</b>	14,837.70	5,319.49	3,306.32
<b>Other Current Liabilities</b>	20,146.53	4,251.74	603.64
<b>Short Term Provisions</b>	8,723.88	742.43	0.00
<b>Total (B)</b>	<b>49,292.92</b>	<b>10,554.99</b>	<b>4,095.25</b>
<b>Net Working Capital (A)-(B)</b>	<b>1,32,880.23</b>	<b>9,492.33</b>	<b>2,469.20</b>

13. *Our Company does not own the premises through which we conduct our business operations.*

The premises on which our Registered Office is situated is owned by Ms. Shashi Bala and Mr. Alok Sharma jointly and the same has been occupied and used by us on a leave and license basis vide Leave and License Agreement dated May 01, 2023 executed between our Company and Ms. Shashi Bala and Mr. Alok Sharma. In addition to our Registered Office, we also operate from Village Bahora Kalan, Gurugram which is also on leasehold basis. We cannot assure you that we will be able to continue the above arrangements on commercially acceptable or favourable terms in future. In the event we are required to vacate the current premises, we would be required to make alternative arrangements for new premises and other infrastructure and facilities. We cannot assure that the new arrangements will be on terms that are commercially favourable to us. If we are required to relocate our business operations during this period, we may suffer a decline in our operations or have to pay higher charges, which could have an adverse effect on our business, prospects, results of operations and financial condition. For details regarding such leasehold properties, please refer to chapter titled "Our Business" on page. 113 of this Prospectus.

- 14. We have entered into various agreements/memorandum of understanding with various entities for imparting drone training, our business and financial positions including cash flow would adversely affect our business, in case we are unable to renew or cancellation of existing agreements/memorandum of understanding.**

We are a DGCA authorized Remote Pilot Training Organisation (RPTO), offering drone pilot training courses. We provide trainings at our training centres at Manesar, Gurugram. In addition to this, we have entered into partnership agreement(s)/MOU(s) with Indira Gandhi Rashtriya Uran Academy (IGRUA) and Sanskardham Academy for providing DGCA authorized drone pilot trainings with a motive of mutual benefit and optimum utilization of collective resources. Forming agreements with various organizations can be beneficial in terms of expanding access to a larger number of locations throughout India.

In case, we are unable to renew or cancel the existing agreement(s)/MOU(s) or enter into new agreement for expansion of training services, we may be adversely affected in terms of our business and financials benefits. For detail of these agreements, kindly refer page 114 of the chapter “Our Business”.

- 15. To increase our reach across India, we have entered into agreement with various organisations for imparting training. If we are unable to secure further agreements/memorandum of understandings, then we may not able to achieve our desired growth.**

We are trying constantly to expand our drone training operation throughout India, for which we are looking to associate with various organizations to provide drone training to students or corporate training in a seamless manner. Further, we are open to enter into various collaboration/arrangements/memorandum of understanding to meet operational difficulties. If we are unable to enter into such collaborations/arrangements/memorandum of understanding, we will not be able to secure growth for our business and would adverse impact our future cash generating ability.

- 16. We have not received any work orders directly for Survey and Mapping, but through our GIS partners.**

Currently, a major portion of our revenue from operations is derived from Survey and Mapping. However, we are not able to directly apply to work orders or tenders under the scheme. We have entered into agreement with our GIS partners such as MatrixGeo, NeoGeo and GeoKno from executing the work orders for key government schemes such as SVAMITVA and Large Scale Mapping (LSM). In case, our GIS partners are not able to or eligible to apply for such tenders or work orders, our revenue of operations may be directly impacted.

- 17. Our revenue share inter alia comes from imparting training and from survey and mapping. If we are unable to attract new students for our Remote Pilot Training Organization or take up new tender/work orders from government, then the financial growth and cash flows will be adversely affected.**

A substantial part of our revenue comes from imparting DGCA approved remote pilot training and for training we have also collaborated with Indira Gandhi Rashtriya Uran Akademi and Sanskar Dham Campus. In the previous financial years, a major portion of our revenue from operation is from our drone pilot training segment given as below:

(Amount in Thousands)

Particulars	March 31, 2023	% of total Revenue	March 31, 2022	% of total Revenue	March 31, 2021	% of total Revenue
Training	62135.21	51.47%	24551.24	95.73%	3917.78	100.00%
Survey & Mapping Services	57242.03	47.42%	0.00	0.00%	0.00	Nil
Drone Surveillance Services	694.47	0.58%	0.00	0.00%	0.00	Nil

Drone Consultancy Services	600.00	0.50%	500.00	1.95%	0.00	Nil
Sale of Product	50.70	0.04%	595.00	2.32%	0.00	Nil
<b>Total</b>	<b>1,20,722.21</b>	<b>100.00%</b>	<b>25,646.24</b>	<b>100.00%</b>	<b>3,917.78</b>	<b>100.00%</b>

To increase the revenue as well as cash flows regular we have to ensure consistent growth of both the divisions, i.e. enrollment of students and agreements for imparting training and acquisition of work orders from government. If we unable to add sufficient number of students or enter into agreements for corporate training, our operations and our ability to generate cash flow would be affected materially.

**18. We have faced losses in one out of three previous financial years.**

Our business has suffered loss (*Total comprehensive income or loss*) in the financial year ending on March 31, 2021 out of three previous financial years as given below:

*(Amount in Thousands)*

Profitability	For the year ended on March 2023	For the year ended on March 2022	For the year ended on March 2021
<b>Profit Before Tax</b>	33013.26	2775.50	-615.54
<b>Earning Before Interest, Tax &amp; Depreciation</b>	47025.46	3995.98	-239.40

However, the company has maintained a profitability in terms of Earnings before Interest, Tax & Depreciation and Profit before tax in next financial years. For more details of financial information, kindly refer to the page no. 192 in the chapter “*Financial Information*”.

**19. Our Company has negative cash flows from its operating and investing activities in the current and past years, details of which are given below. Sustained negative cash flow could impact our growth and business.**

Our Company had negative cash flows from our investing activities in the previous years as well as present year. Further, there were negative cashflows from operating activities in pas year as per the Restated Financial Statements and the same are summarized as under:

*(Amount in Thousands)*

Net Cash Generated from	For the year ended on March 2023	For the year ended on March 2022	For the year ended on March 2021
<b>Operating Activities</b>	8,303.87	(754.88)	(1,301.79)
<b>Investing Activities</b>	(58,427.55)	(5,585.81)	(2,590.17)

If we, continue to incur negative cashflows, it may have adverse impact in our financial position. For more details, kindly refer to the page no. 193 in the chapter “*Financial Information*”.

**20. Our funding requirements and proposed deployment of the Net Proceeds have not been appraised by a bank or a financial institution and if there are any delays or cost overruns, we may have to incur additional cost to fund the objects of the Issue because of which our business, financial condition and results of operations may be adversely affected.**

We intend to use the Net Proceeds for the purposes described in chapter titled “Objects of the Issue” on page 79. All the funding requirements mentioned as a part of the objects of the Issue have not been appraised by any bank or financial institution. The deployment of the funds as stated under chapter “Objects of the Issue” is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency.

As per SEBI (ICDR) Regulations, 2018 appointment of monitoring agency is required only for Issue size above ₹ 10,000 Lakh. Hence, we have not appointed a monitoring agency to monitor the utilization of Issue proceeds.

However, the Audit Committee of our Board will monitor the utilization of Issue proceeds. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

**21. Our business has benefitted significantly by schemes launched by GoI to boost the drone industry. Any change/variation in such schemes would have an adverse impact on our operations and financial condition.**

Government of India (GoI) has by issuing Drone Rules, 2021 and amendment thereof has provided that a remote pilot training certificate is required before operating any unmanned aircraft system (“UAS”) and has also mandated that no person other than authorized *Remote Pilot Training Organization* shall impart training to those who wishes to operate UAS. Apart from this GoI has also launched PLI scheme for drones and drone components in India to provide incentives to drone manufacturing. The aforesaid initiative has benefitted us significantly; however, we cannot assure that GoI will continue to launch and implement such scheme in future to further support our business to grow even further or GoI will not amend the existing policy that will have reduced benefits and any variation in current policy will have an adverse impact on our business, results of operations, financial condition and cash flows.

Our business may be adversely affected by government developments, which includes:

- changes in government policies and regulations that are related to our products and services;
- changes in various economic policies including in relation to shifts in domestic spending and tax policy, and general economic conditions and developments;
- adoption of new laws or regulations relating to government contracting or changes to existing laws or regulations;
- changes in political or public support for security and defence programs;
- uncertainties associated with the war on terror and other geo-political matters;
- decline or reprioritisation of India’s defence budget; and
- delays in the payment of our invoices by government payment offices

**22. If the drone industry does not experience significant growth, or if our products lack multiple use applications, then we will not be able to achieve our anticipated level of growth.**

The GoI has issued Drone Rules 2021, which regularized the Drone Industry in India. The drone industry is at a nascent stage and therefore the requirements are continuously evolving. We have experience growth in our business in terms of Revenue from Operations as given below:

	For the year ended on March 31, 2023	% of increase/decrease	For the year ended on March 31, 2022	% of increase/decrease	For the year ended on March 31, 2021
<b>Revenue from Operation</b>	120722.41	370.72%	25646.24	554.61	3917.78

However, we cannot assure you that we will experience similar growth in the future. However, we operate in an industry that is constantly evolving and customer preferences are changing rapidly and therefore we cannot accurately predict the extent to which the demand for our products will increase. Therefore, we cannot assure you that expanding our services will enable us to establish new customer bases and cater to new end-use industries.

**23. Business operation and stability depends on many factors, we may not be able to effectively implement our business and growth strategy.**

The success of our business inter alia depends on our ability to effectively implement our business and growth strategy. In the past, we have generally been successful in the execution of our business plan but there can be no assurance that we will be able to execute our strategy effectively and within the estimated budget in the future.

If we are unable to effectively implement the business strategy, this would have as adverse effect on our operations, business, and financial condition.

**24. *Inability to protect our intellectual property or any claim that we infringe on the intellectual property rights of others could erode our competitive advantage and could have a material adverse effect on us.***

As on date of this Prospectus, we have six application pending. Our inability to get the trademark registered or renew registration of our trademark and loss of such trademark could have an adverse effect on our business and operation and may harm the ability to brand image and recognition in the industry. For further details, see “Government And Other Approvals” on page no 248.

Further, we have taken utmost care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty whether we are infringing any existing intellectual property rights. Any claims of intellectual property infringement from third parties could lead us to pay significant costs in responding to, defending and resolving such claims. Further, the risk of being subject to intellectual property infringement claims will increase as we continue to expand our operations.

**25. *We are heavily dependent on our promoters, directors and key managerial personnels for our future growth, any loss of or our inability to attract or retain such persons could adversely affect our business.***

Our continued success has heavily depended on the services given by promoters and key managerial personnel. Our dependency on key managerial personnel is considerable for executing our day-to-day activities. Failure to retain or recruit suitable/comparable replacement or loss of any of our promoter and key managerial personnel could have as material effect on us. We cannot assure you that we will be able to retain our promoters or key managerial personnel and any loss of service could seriously impair the ability to continue to manage and expand the business efficiently. In addition, we could incur additional expenses and need to devote significant time and resources to recruit and train replacement personnel, which could further disrupt our business and growth.

**26. *Our promoter and member of promoter group jointly will continue to have majority control over our Company will may allow them to determine the outcome of matters submitted to shareholders for approval.***

Upon completion of this Issue, our Promoters will collectively hold 1,48,71,500 Equity Shares constituting 84.98% (pre-issue) and 61.20% (post-issue) of the equity share capital of our Company and also continue to enjoy remuneration or benefits, reimbursements of expenses. As a result, Promoters will have the ability to exercise significant influence over all matters requiring shareholders’ approval subject to applicable laws and regulations applicable on our Company. Accordingly, our Promoters will continue to retain significant control, including being able to control the composition of our Board of Directors, determine decisions requiring simple or special majority voting of shareholders, undertaking sale of all or substantially all of our assets, timing and distribution of dividends and termination of appointment of our officers, and our other shareholders may be unable to affect the outcome of such voting. There can be no assurance that our Individual Promoters and Corporate Promoter will exercise their rights as shareholders to the benefit and best interests of our Company.

Further, the premises on which our Registered Office is situated is owned by Ms. Shashi Bala and Mr. Alok Sharma jointly. and the same has been occupied and used by us on a Leave and License basis vide Leave and License Agreement dated May 01, 2023 executed between our Company and the owners

**27. *Our insurance policy may not be adequate to cover all the losses which a business could incur. Any inability to maintain adequate cover from material adverse incidents may adversely affect our operation and profitability.***

We have obtained a number of insurance policies in connection with our operations as given in chapter titled “Our Business” on page 114. While we are of the opinion that the insurance coverage which our Company

maintains would be reasonably adequate to cover the normal risks associated with the operations of our business, we cannot assure you 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 Company's insurance policies may not provide adequate coverage in certain circumstances and are subject to certain deductibles, exclusions and limits on coverage. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, and which is not covered by insurance or exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, cash flows and financial condition may be adversely affected.

**28. *We have entered into related party transaction in past and may continue to do so in future and which may involve potential conflict of interest.***

As of financial year ended March 31, 2023, we have entered into several related party transactions with our Promoters, individuals and entities forming a part of our promoter group relating to our operations. In addition, we have in the past also entered into transactions with other related parties. For further details, please refer to the chapter titled "*Restated Standalone Financial Information –Notes to Financial Information- Note 33 - Related Party Transactions*" at page 222 of RHP of Drone Destination Limited. While we believe that all our related party transactions have been conducted on an arm's length basis, we cannot assure you that we may not have achieved more favourable terms had such transactions been entered into with unrelated parties. The related party transactions are conducted on arm's length basis as per the provisions of Companies Act 2013 and other applicable laws. There can be no assurance that such transactions, individually or taken together, will not have an adverse effect on our business, prospects, results of operations and financial condition, including because of potential conflicts of interest or otherwise. In addition, our business and growth prospects may decline if we cannot benefit from our relationships with them in the future.

**29. *We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the issue proceeds may delay the implementation schedule.***

Our requirements for proposed funds for our expansion plan as described in the section titled "**Objects of the Issue**" is to be funded from the proceeds of this IPO. Other than this offering, we have not identified any alternate source of funding and any delay or failure to mobilize the required funding or any shortfall in the issue proceeds may delay the implementation schedule. Further, we cannot provide any assurance that we would be able to execute our plans/strategy within the given timeframe. For details, kindly refer to the chapter titled "*Object of the Issue*" on page 79.

**30. *Our business may be subject to dispute with employees whether relating to employment or any other kind of conflicts may adversely impact on our business.***

We are significantly dependent on our employees for smooth conduct of our operations. We need advanced engineering and technical services skills and who work well with our clients and students. These employees are in demand and are likely to remain a limited resource in the foreseeable future. We try to maintain cordial relations with our employees, and we believe that our employees play a critical role in our success. While there was no instance of significant dispute with employees whether such dispute relates to their employment or not, however we cannot assume that we shall not experience any disagreement, dispute etc. in future.

**31. *Certain Agreements, deeds or licenses may be in the previous name of the company.***

Our certain agreements, deeds or licenses may be in the name of the erstwhile name of the company Drone Destination Private Limited. In case we fail to change the name of the company in the agreements, deeds or



licenses, that were entered before conversion into a public company, it may cause adverse effect on the status and viability of those agreements.

**32. *Fluctuation of Interest rate may adversely affect the Company's business.***

For meeting capital requirement in ordinary course of our business for general capital purpose, we may enter into certain borrowing agreements to meet those requirements. In the event interest rates increase, the cost of borrowing will also be increased and which will have the adversely effect on cash flow and profitability.

**33. *Any variation in the utilization of net proceeds would be subject to certain compliance requirements, including prior shareholders' approval.***

We propose to utilize the Net Proceeds towards general corporate purposes in the manner specified in '*Objects of the Offer*' on page 79. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control.

Further pursuant to Sections 13(8) and 27 of the Companies Act, 2013, any variation in the utilization of the Net Proceeds cannot be done without obtaining the shareholders' approval through a special resolution. In the event of any extraordinary circumstances that require us to undertake variation in the disclosed utilization of the Net Proceeds, we may not be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations.

Considering the aforesaid provision, we may not be able to undertake variation of objects of the Offer to use any unutilized proceeds of the Offer or vary the terms of any contract referred to in this Prospectus, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond effectively to any change in our business or financial condition which may adversely affect our business and results of operations.

**34. *Our inability to establish internal control systems could cause operational errors which may adversely affect our business.***

It is a very substantial part of our growth strategy to implement and establish internal control systems to enhance our operations and productivity. Our results of operations may fluctuate, in part, as a result of the nature of our sales efforts and the unpredictability of our sales. Internal control systems comprising policies and procedures are designed to ensure sound management of our operations, safekeeping of its assets, optimal utilization of resources, reliability of its financial information and compliance. The systems and procedures are periodically reviewed and routinely tested and cover all functions and business areas. Taking reasonable steps to maintain compliance and disclosure will prevent financial frauds. We believe that we have adequate financial and operating internal controls to sufficiently guarantee non-compliance.

In case of any inadequacy or weakness in financial control, it may have an adverse impact on our business operations.

**35. *Our Company may experience challenges with respect to labour relations, our overall operating costs and profitability could be adversely affected and our reputation could be harmed.***

While our Company always endeavours to maintain good and healthy relations with the employees, any work disruptions or collective labour actions may have an adverse impact on our business and operations. We have a team of 74 employees as on March 31, 2023. The success of our operations depends on the availability of labour and maintaining a good relationship with workforce, and we currently do not have any trade unions. Even though till date we have not witnessed any of such adverse circumstances with respect to employee or labour disputes, A shortage of skilled or unskilled personnel or work stoppages caused by disagreements with our workforce, strikes and lockouts as a result of disputes could have an adverse effect on our business, results of operations and financial conditions.

- 36. *We are required to maintain certain approvals and licenses required in the ordinary course of business and the failure to obtain or renew them in a timely manner or at all may adversely affect our operations.***

Our Company's business is subject to government regulations and we require certain approvals, licenses, registrations and permissions for operating our business, some of which might have expired and for which we may have either made or are in the process of making an application for obtaining the approval or its renewal. In addition, we may not be in compliance with certain conditions prescribed by such approvals or licenses. Our failure to obtain such licenses and approvals and comply with the applicable laws and regulations could lead to imposition of sanctions by the relevant authorities, including penalties. For further details, please refer to chapter titled "Government and Other Approvals" on page 248. Further, renewal applications for approvals, licenses, registrations and permissions for operating our business need to be made within certain timeframes. While we have made fresh applications for few approvals and licenses, we cannot assure you that we will receive these approvals in a timely manner or at all. Further, in future we will be required to apply for the renewal of approvals and permits for our business operations to continue. If we are unable to make applications and renew or obtain necessary permits, licenses and approvals on acceptable terms, in a timely manner or at all, we may be required to face consequences due to which our business operations may be adversely affected.

- 37. *Our marketing and advertising activities may not be successful in increasing the popularity of our Company among domestic and international clients. If our marketing or advertising initiatives are not effective, this may affect the popularity of our Company.***

Our Company is undertaking certain marketing and advertising initiatives with the purpose of increasing the visibility of our Company. Further, our revenues are influenced by marketing and advertising of our services through various means. We rely to a large extent on our management's experience in defining our marketing and advertising activities. If senior management leads us to adopt unsuccessful marketing and advertising activities or initiatives, we may fail to attract and engage new clients. If our marketing and advertising activities are unsuccessful, our results of operations could be materially adversely affected. In addition, increased spending by our competitors on advertising and promotion could adversely affect our results of operations and financial condition. Moreover, a material decrease in our funds earmarked for advertising or an ineffective advertising campaign relative to that of our competitors, could also adversely affect our business.

- 38. *Our Company has issued Equity Shares during the last twelve months at a price which may be lower than the Offer Price.***

We have, in the 12 months preceding the filing of this Prospectus, issued Equity Shares at prices that may be lower than the Offer Price. For details of issues, please refer, page 58 of the chapter "Capital Structure". The price at which our Company has issued the Equity Shares in the past is not indicative of the price at which they will be issued or traded.

- 39. *Our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.***

Our ability to pay dividends in future will depend on our earnings, financial condition and capital requirements. Our business is working capital intensive and declaration of dividend will depend upon financial performance of our Company at the time of declaration. We may be unable to pay dividends in the near or medium term, and our future dividend policy will depend on our capital requirements and financing arrangements (if any) in respect of our operations, financial condition and results of operations. Our Company has not declared dividends in the past and there can be no assurance that our Company will declare dividends in the future. For further details, please refer to the chapter titled "Dividend Policy" on page 192 of this Prospectus.

- 40. *Industry information included in this Prospectus has been derived from an industry report from various websites. The reliability on the forecasts of the reports could be incorrect and would significantly impact our operations.***

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

***41. Sale of Equity Shares by our Promoters or other significant shareholder(s) or any future issue of Equity Shares may dilute your shareholding and adversely affect the trading price of the Equity Shares.***

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

**Issue related risk**

***42. Market price of our share will be decide by market forces and issue price of equity share may not be indicative of the market price our share price after the issue.***

After listing and trading permission of equity shares, the price of the shares shall be driven by free market forces. The market price of a company's share is determined by the forces of supply and demand in the stock market. These forces are influenced by a variety of factors, including the company's financial performance, industry trends, economic conditions, and investor sentiment.

When a company issues equity shares, it sets an issue price based on various factors such as the company's valuation, the prevailing market conditions, and the demand for its shares. However, the issue price is not necessarily indicative of the market price of the shares after the issue.

Once the shares are listed on the stock exchange, their price is determined by the forces of supply and demand in the market. If there is strong demand for the shares, the price may rise above the issue price, and if there is weak demand, the price may fall below the issue price.

Therefore, while the issue price of equity shares provides a starting point for the company's valuation, it is not necessarily a reliable indicator of the market price of the shares after the issue. Investors should carefully evaluate all relevant factors and information before making investment decisions in the stock market.

***43. Equity Shares of our Company have never been publicly traded, and after the Issue, the Equity Shares may be subject to price and volume fluctuations, and an active trading market for the Equity Shares may or may not develop. Further, the Issue Price may not be indicative of the market price of the Equity Shares after the Issue.***

Prior to this Issue of our Company, no public market existed for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation of Equity Shares does not guarantee that a market for the same will develop, or if developed, the liquidity of such market for the Equity Shares cannot be guaranteed. The Issue Price of the Equity Shares is proposed to be determined through a book building process in compliance with Schedule XIII of the SEBI ICDR and the same may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The Issue Price will be based on numerous factors, as described in the section “Basis for Issue

Price” beginning on page 87. This price may not necessarily be indicative of the market price of our Equity Shares after the Issue is completed. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in.

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

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

Under the present Indian tax laws and regulations, unless specifically exempted, capital gains that arise from the sale of equity shares in an Indian company are generally taxable in India. A securities transaction tax (“STT”) is levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain realised on the sale of listed equity shares held for more than 12 months, which are sold using any other platform other than on a recognised stock exchange and on which no STT has been paid, are subject to long-term capital gains tax in India at the specified rates depending on certain factors, such as whether the sale is undertaken on or off the Stock Exchanges, the quantum of gains and any available treaty relief. Accordingly, you may be subject to payment of long term capital gains tax in India, in addition to payment of Securities Transaction Tax (“STT”), on the sale of any Equity Shares held for more than 12 months immediately preceding the date of transfer. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any capital gains realised on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short term capital gains tax in India. In cases where the seller is a non-resident, capital gains arising from the sale of the equity shares will be partially or wholly exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident and the seller is entitled to avail benefits thereunder, subject to certain conditions.

Capital gains arising from the sale of the 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 a gain upon the sale of the Equity Shares.

**45. *QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the submission of their Bid, and Retail Individual Investors are not permitted to withdraw their Bids after closure of the Bid/ Issue Closing Date.***

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors can revise their Bids during the Bid/ Issue Period and withdraw their Bids until the Bid/ Issue Closing Date. While we are required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed, including Allotment, within six Working Days from the Bid/ Issue Closing Date or such other period as may be prescribed by the SEBI, events affecting the investors’ decision to invest in the Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or financial condition may arise between the date of submission of the Bid and Allotment. We may complete the Allotment of the Equity Shares even if such events occur, and such events may limit the Investors’ ability to sell the Equity Shares Allotted pursuant to the Issue or cause the trading price of the Equity Shares to decline on listing.

**46. *Investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Issue.***

The Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. Investors’

book entry, or 'demat' accounts with depository participants in India, are expected to be credited within one working day of the date on which the Basis of Allotment is approved by the Stock Exchanges. The Allotment of Equity Shares in the Issue and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately five Working Days from the Bid/ Issue Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to commence within six Working Days of the Bid/ Issue Closing Date. There could be a failure or delay in listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. There can be no assurance that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

**47. *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, 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 does 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-emption rights granted in respect of the Equity Shares held by them, their proportional interest in us would be reduced.

**48. *A third-party could be prevented from acquiring control of us post this Issue, because of anti-takeover provisions under Indian law.***

As a listed Indian company, there are provisions in Indian legal regime that may delay, deter or prevent a future takeover or change in control of our Company. Under the Takeover 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 Issue. 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 Takeover Regulations.

**External risk factors**

**49. *The prevailing condition of the COVID -19 pandemic may have impact on our business and operations which is uncertain and such impact may be significant and continual nature on our business and operations.***

In the past COVID – 19 has forced many countries including India to impose country-wide lockdowns, restrictions on travel and business operations including temporary closure of business. Further COVID – 19 has also been disruptive for procurement of drone because of huge supply shortage for components. In addition, the future threat of COVID – 19 cannot be overlooked and we cannot predict the impact of the pandemic. Our operation including business and financial position would be materially affected if we have to restrict our business because of COVID – 19 Pandemic.

**50. *Global growth is expected to decelerate sharply to 1.7 per cent in 2023 resulting in very high inflation that could directly affect the financial conditions of the company.***

As per World bank in their World economic prospects - Jan 2023. Global growth is expected to decelerate sharply to 1.7 per cent in 2023—the third weakest pace of growth in nearly three decades, overshadowed only by the global recessions caused by the pandemic and the global financial crisis. This is 1.3 percentage points below previous forecasts, reflecting synchronous policy tightening aimed at containing very high inflation, worsening financial conditions. A rapid and synchronous monetary policy tightening across major advanced economies around the world. It has contributed to a substantial worsening of global financial conditions, with asset prices in broad and synchronous decline. As a result, investment growth has weakened significantly, and housing markets in many countries are also worsening rapidly. As a result of which our industry will be highly affected and our company may face significant challenges. This could lead to a decline in demand for the company's products or services, as well as increased difficulty in accessing financing or managing currency risks.

**51. *Any adverse change or downgrading in ratings of India may adversely affect our business, results of operations and cash flows.***

Any adverse revisions to India's credit ratings international debt by international rating agencies may adversely affect our ability to raise additional overseas financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of our Equity Shares.

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

We are not a listed company and have not been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated by the virtue of being a listed company. As a listed company, we will incur considerable legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the listing compliances and reporting requirements to the Stock Exchanges on which equity shares of our Company will be listed, which require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily.

**53. *Regulatory, economic, political scenario or other factors that are beyond our control may have an adverse effect on our business and financial performance.***

Our economy and its securities markets are influenced by economic developments, any adverse economic developments or rising of fiscal or trade deficit may also affect investor confidence and cause increased volatility in securities markets and indirectly affect our 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. Further financial disruption could also have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares

Also, a change in the government or change in deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business and high rates of inflation could increase our costs without proportionately increasing our revenues.

**54. *Natural calamities like epidemics, pandemic, or fire, war, terrorist attacks, civil riots or other events could materially and adversely affect our business.***

Natural disasters (earthquakes, etc.), epidemics, pandemics, war, terrorist attacks and other events, which are beyond our control, may lead to economic instability, which may in turn materially and adversely affect our business, financial condition and results of operations. Our operations could also be adversely affected by fires, natural disasters and/or severe weather, which can result in damage to our property. We cannot assure you that there will not be any such accidents in the future thereby causing an adverse effect. We cannot assure you that there will not be any such accidents in the future thereby causing an adverse effect on our business and operations.

Any terrorist attacks or civil unrest as well as other adverse social, economic and political events in India could have a negative effect on us. 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.

Another wave of COVID-19 pandemic similar contagious disease could adversely affect the Indian 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.

**55. *If there is any change in laws or regulations, or their interpretation, such changes may significantly affect our financial statements or affect our conduct of operation.***

Any change in Indian tax laws could have an effect on our operations. For instance, the Taxation Laws (Amendment) Act, 2019, prescribes certain changes to the income tax rate applicable to companies in India. According to this Act, companies can henceforth voluntarily opt in favor of a concessional tax regime (subject to no other special benefits/exemptions being claimed), which would ultimately reduce the tax rate (on gross basis) for Indian companies. Any such future amendments may affect our ability to claim exemptions that we have historically benefited from, and such exemptions may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability.

The Finance Act, 2020 (“**Finance Act**”), has, amongst others things, provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime. For instance, dividend distribution tax (“**DDT**”) will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident and are likely be subject to tax deduction at source.

Further, the Government of India has introduced the Finance Bill, 2023, in the Union Budget for Fiscal 2024. The Finance Bill, 2023 proposes various amendments to taxation laws in India. As such, there is no certainty on the impact that the Finance Bill, 2023 may have on our business and operations or on the industry in which we operate. In addition, unfavorable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

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## SECTION IV- INTRODUCTION

### THE ISSUE

Particulars	Details of Number of Shares
<b>Issue of Equity Shares by our Company</b>	68,00,000 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. 65/- per Equity Share aggregating to Rs. 4420.00 Lakh.
<b>Of which:</b>	
<b>Reserved for Market Makers</b>	5,00,000 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. 65/- per Equity Share aggregating to Rs. 325.00 Lakh.
<b>Net Issue to the Public</b>	63,00,000 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. 65/- per Equity Share aggregating to Rs. 4095.00 Lakh.
<b>Of which:</b>	
<b>A. QIB portion **</b>	Not more than 31,48,000 Equity Shares
<b>Of which</b>	
<b>(a) Anchor Investor Portion</b>	Upto 18,88,000 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. 65 /- per Equity Share aggregating to Rs. 1227.20 Lakhs
<b>(b) Net QIB Portion (assuming the anchor Investor Portion is fully subscribed)</b>	Upto 12,60,000 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. 65 /- per Equity Share aggregating to Rs. 819.00 Lakhs
<b>Of which:</b>	
<b>(i) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)</b>	Upto 63,000 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. 65 /- per Equity Share aggregating to Rs. 40.95 Lakhs
<b>(ii) Balance of QIB Portion for all QIBs including Mutual Funds</b>	Upto 12,60,000 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. 65 /- per Equity Share aggregating to Rs. 819.00 Lakhs
<b>B. Non – institutional portion **</b>	Not Less than 9,46,000 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. 65 /- per Equity Share aggregating to Rs. 614.00 Lakhs
<b>C. Retail portion **</b>	Not Less than 22,06,000 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. 65 /- per Equity Share aggregating to Rs. 1433.00 Lakhs
<b>Pre-and Post-Issue Equity Shares:</b>	
<b>Equity Shares outstanding prior to the Issue</b>	1,74,99,998 Equity Shares of Rs.10/- each
<b>Equity Shares outstanding after the Issue</b>	2,42,99,998 Equity Shares of Rs.10/- each
<b>Use of Proceeds</b>	Please see the chapter titled “ <i>Objects of the issue</i> ” on page 79 of this Prospectus for information about the use of Net Proceeds.

\*\*As per the Regulation 253 of the SEBI (ICDR) Regulations, 2018, as amended, as present issue is a Book Building issue the allocation is the net offer to the public category shall be made as follows:

- a) Not less than Thirty five percent to retail individual investor;
- b) Not less than Fifteen percent to non-institutional investor
- c) Not more than fifty percent to qualified institutional buyers, five percent of which shall be allocated to mutual funds.

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



*Provided further that in addition to five percent allocation available in terms of clause (C), mutual funds shall be eligible for allocation under the balance available for qualified institutional buyers.*

*Our Company, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portions 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. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see "Issue Procedure" on page 271.*

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

#### **Notes**

- 1) The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. The issue is being made by our company in terms of Regulation 229 (2) of SEBI (ICDR) Regulation, read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post issued paid-up equity share capital of our company are being offered to the public for subscription.*
- 2) The Issue has been authorized by our Board pursuant to a resolution passed at its meeting held on December 28, 2022 and by our Shareholders pursuant to a resolution passed at the EGM held on January 06, 2023. This Issue is made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details please refer to section titled "Issue Structure" beginning on page no. 310 of this Prospectus.*

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## SUMMARY OF FINANCIAL INFORMATION

### RESTATED STATEMENT OF ASSETS AND LIABILITIES

Annexure I  
(Amount in thousands)

	Particulars	Note No.	As at 31 March, 2023	As at 31 March, 2022	As at 31 March, 2021
<b>A)</b>	<b>EQUITY AND LIABILITIES</b>				
<b>1</b>	<b>Shareholders' funds</b>				
	(a) Share capital	IV-3	50000.00	1100.00	1100.00
	(b) Reserves and surplus	IV-4	125734.10	1215.10	(858.10)
			<b>175734.10</b>	<b>2315.10</b>	<b>241.90</b>
<b>2</b>	<b>Non-current liabilities</b>				
	(a) Long-term borrowings	IV-5	10332.34	14867.30	5285.73
	(b) Deferred tax liabilities (net)	IV-12	264.78	0.00	0.00
	(c) Other Long-Term Liabilities		0.00	0.00	0.00
	(d) Long-term provisions	IV-6	309.06	92.52	11.05
			<b>10906.18</b>	<b>14959.82</b>	<b>5296.78</b>
<b>3</b>	<b>Current liabilities</b>				
	(a) Short-term borrowings	IV-7	5584.81	241.32	185.30
	(b) Trade payables	IV-8			
	(A) total outstanding dues of micro enterprises and small enterprises; and		0.00	0.00	0.00
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises		14837.70	5319.49	3306.32
	(c) Other current liabilities	IV-9	20146.53	4251.74	603.64
	(d) Short-term provisions	IV-10	8723.88	742.73	0.00
			<b>49292.92</b>	<b>10554.99</b>	<b>4095.25</b>
	<b>TOTAL</b>		<b>235933.19</b>	<b>27829.90</b>	<b>9633.93</b>
<b>B)</b>	<b>ASSETS</b>				
<b>1</b>	<b>Non-current assets</b>				
	(a) Property, Plant & Equipment and Intangible Assets	IV-11			
	(I) Property, Plant and Equipment				
	Net Block		52429.55	7017.03	2389.79
	(II) Intangible assets		836.19	173.38	274.82
	(III) Capital Work in Progress		0.00	0.00	0.00
	(IV) Intangible assets under development		0.00	0.00	0.00
	(b) Non Current Investment		0.00	0.00	0.00
	(c) Deferred Tax Assets (Net)	IV-12	0.00	348.57	308.43
	(d) Long-term loans and advances		0.00	0.00	0.00
	(e) Other Non Current Assets	IV-13	493.60	243.60	96.43
			<b>53760.04</b>	<b>7782.59</b>	<b>3069.47</b>
<b>2</b>	<b>Current assets</b>				
	(a) Current Investments		0.00	0.00	0.00
	(b) Inventories	IV-14	2893.96	3085.10	2298.38
	(c) Trade receivables	IV-15	66689.23	2555.41	555.45
	(d) Cash and cash equivalents	IV-16	102892.34	4090.74	928.27
	(e) Short-term loans and advances	IV-17	6364.10	9336.58	2719.94
	(f) Other current assets	IV-18	3333.52	979.49	62.41
			<b>182173.15</b>	<b>20047.32</b>	<b>6564.46</b>
	<b>TOTAL</b>		<b>235933.19</b>	<b>27829.90</b>	<b>9633.93</b>

Note: See accompanying notes forming part of the financial statements.

**RESTATED STATEMENT OF PROFIT & LOSS**
**Annexure II**  
*(Amount in thousands)*

Particulars		Note No.	For the year ended 31 March, 2023	For the year ended 31 March, 2022	For the year ended 31 March, 2021
1.	Revenue from operations	IV-19	120722.41	25646.24	3917.78
2.	Other income	IV-20	50.81	69.55	15.07
	<b>Total Income (1+2)</b>		<b>120773.22</b>	<b>25715.79</b>	<b>3932.85</b>
<b>3.</b>	<b>EXPENSES</b>				
(a)	Cost of Stores and Spares consumed	IV-22	1585.87	137.97	37.54
(b)	Employee benefits expenses	IV-23	27996.06	6306.77	830.52
(c)	Finance costs	IV-24	1685.57	160.48	14.99
(d)	Depreciation and amortization expenses	IV-25	12326.63	1060.01	361.15
(e)	Other expenses	IV-26	44165.83	15275.07	3304.20
4.	<b>Total expenses 3(a) to 3(e)</b>		<b>87759.96</b>	<b>22940.29</b>	<b>4548.39</b>
5.	<b>Profit/(Loss) before exceptional &amp; extraordinary items &amp; Tax</b>		<b>33013.26</b>	<b>2775.50</b>	<b>(615.54)</b>
6.	<b>Exceptional and Extra – ordinary items</b>				
	Prior Period Items		0.00	0.00	0.00
7.	<b>Profit/(Loss) before Tax</b>		<b>33013.26</b>	<b>2775.50</b>	<b>(615.54)</b>
	<b>Tax expenses</b>				
(a)	Current tax		7980.91	742.43	0.00
(b)	Income Tax relating to earlier years		0.00	0.00	0.00
(c)	Deferred tax	IV-12	(613.35)	40.14	159.59
	<b>Net current tax expenses</b>		<b>8594.27</b>	<b>702.30</b>	<b>(159.59)</b>
	<b>Profit/(Loss) for the year</b>		<b>24419.00</b>	<b>2073.20</b>	<b>(455.95)</b>
	<b>Earnings per equity share [nominal value ₹ 10 per share (₹ 10 per share) - Basic &amp; Diluted (₹)]</b>				
	Basic (₹)		25.80	18.85	-4.14
	Diluted (₹)		25.80	18.85	-4.14

Note: See accompanying notes forming part of the financial statements.

**RESTATED CASHFLOW STATEMENT**

**Annexure III**  
*(Amount in thousands)*

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022	For the year ended 31 March, 2021
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net Profit/(Loss) before tax	33013.26	2775.50	-615.54
Adjustments for:			
Depreciation	12326.63	1060.01	361.15
Interest Expenses	883.25	134.43	0.98
Interest income	24.90	0.00	0.00
Operating Profit before working capital changes	<b>46248.04</b>	<b>3969.93</b>	<b>(253.41)</b>
Adjustment for:			
(Increase)/decrease in trade & other receivable	-64133.82	-1999.95	-555.45
(Increase)/Decrease in Current Assets	368.44	-7680.89	-2621.37
(Increase)/Decrease in inventory	191.14	-786.72	-1681.89
Increase/(Decrease) in Current Liabilities	9518.21	2013.17	3306.32
Increase/(Decrease) in Other Liabilities	15894.79	3648.10	492.97
Increase/(Decrease) in Short Term Provisions	217.07	81.47	11.05
Cash generated from operations	<b>8303.87</b>	<b>(754.88)</b>	<b>(1301.79)</b>
Net cash flow from operations (A)	<b>8303.87</b>	<b>(754.88)</b>	<b>(1301.79)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>			
(Purchase)/Sale of Fixed Assets	(58402.66)	(5585.81)	(2590.17)
Interest Income	(24.90)	0.00	0.00
Net cash used in investing activities (B)	<b>(58427.55)</b>	<b>(5585.81)</b>	<b>(2590.17)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>			
Cash from Issuance of Share Capital	149000.00	0.00	0.00
Repayment of Long Term Borrowings	(4534.96)	9581.57	5285.73
Repayment of Short Term Borrowings	5343.49	56.02	(1314.70)
Interest Paid	(883.25)	(134.43)	(0.98)
Net cash flow from/ (used in) financing activities (C)	<b>148925.28</b>	<b>9503.16</b>	<b>3970.04</b>
Net increase/(decrease) in cash and cash equivalents (A+B+C)	<b>98801.59</b>	<b>3162.47</b>	<b>78.09</b>
Cash and cash equivalents at the beginning of the period/ year	4090.74	928.27	850.18
Cash and cash equivalents at the closing of the period/ year	102892.34	4090.74	928.27
Net Increase/ (Decrease) in cash and Cash Equivalents	<b>98801.59</b>	<b>3162.47</b>	<b>78.09</b>

\*Notes: The above stated flow statement has been prepared in accordance with the 'Indirect Method' as set out in the Accounting Standard (AS)-3 on "Cash Flow Statement".

*The notes referred to above form an integral part of the financial statements.*

## GENERAL INFORMATION


### Brief Information on Company and Issue

<b>Registered Office</b>	<b>C-13, Ground Floor, Panchsheel Enclave, Delhi- 110017, India</b> <b>Tel: 011-41050607; Fax: N.A.</b> <b>E-mail: cosec@thedronedestination.com</b> <b>Website: <a href="http://www.thedronedestination.com">www.thedronedestination.com</a></b>			
<b>Date of Incorporation</b>	May 10, 2019			
<b>CIN</b>	U60200DL2019PLC349951			
<b>Company Category</b>	Company Limited by Shares			
<b>Registrar of Company</b>	Registrar of Companies, Delhi 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi-110019 Tel No.: 011-26235703 Email: roc.delhi@mca.gov.in Website: <a href="http://www.mca.gov.in">www.mca.gov.in</a>			
<b>Company Secretary and Compliance Officer</b>	Ms. Ayushi Gupta C-13, Ground Floor, Panchsheel Enclave, Delhi- 110017, India E-mail: cosec@thedronedestination.com Website: <a href="http://www.thedronedestination.com">www.thedronedestination.com</a>			
<b>Chief Financial Officer</b>	Mr. Arun Kumar C-13, Ground Floor, Panchsheel Enclave, Delhi- 110017, India Tel: +91 9311260914; Fax: N.A. E-mail: <a href="mailto:arun@thedronedestination.com">arun@thedronedestination.com</a>			
<b>Designated Stock Exchange</b>	Emerge Platform of National Stock Exchange of India Limited Address: Exchange Plaza, Plot no. C/1, G Block, Bandra – Kurla Complex, Bandra (East), Mumbai – 400051			
<b>Bid/ Issue Programme</b>	Bid/Issue Opens On:	July 7, 2023	Bid/Issue Closes On:	July 13, 2023
	Anchor Investor Bidding Date	July 6, 2023		

***Note:** Applications and any revisions to the same will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue Closing Date applications will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time). Applications will be accepted only on Working Days.*



**DETAILS OF INTERMEDIARIES PERTAINING TO THIS ISSUE AND OUR COMPANY**

<b>Book Running Lead Manager to the Issue &amp; Underwriter</b>	<b>Registrar to the Issue</b>
	
<b>Narnolia Financial Services Limited</b>	<b>Maashitla Securities Private Limited</b>
201, 2nd Floor, Marble Arch 236B A.J.C. Bose Road, Kolkata Kolkata WB 70002	451, Krishna Apra Business Square, Netaji Subhash Place, Pitampura, Delhi - 110034, India
<b>Tel No.:</b> +91 8130678743	<b>Tel No.:</b> 011-45121795
<b>Email:</b> pankaj.passi@narnolia.com	<b>Email:</b> <a href="mailto:ipo@maashitla.com">ipo@maashitla.com</a>
<b>Website:</b> <a href="https://www.narnolia.com/">https://www.narnolia.com/</a>	<b>Website:</b> <a href="http://www.maashitla.com">www.maashitla.com</a>
<b>Contact Person:</b> Mr. Pankaj Pasi	<b>Contact Person:</b> Mr. Mukul Agrawal
<b>SEBI Registration No.</b> INM000010791	<b>SEBI Registration No.:</b> INR000004370

<b>Advisor to the Issue</b>	<b>Advisor to the Issue</b>
	Longview Research & Advisory
<b>PLS Capital Consultants Private Limited</b>	<b>Longview Research And Advisory Services Private Limited</b>
<b>Address:</b> C-47, LGF, Shivalik, New Delhi - 110017	<b>Address:</b> D-32, First Floor, Acharya Niketan, Mayur Vihar Phase -I, Delhi 110091
<b>Tel No.</b> +91-9910244832	<b>Tel No.:</b> +91-98104 04925
<b>Email:</b> <a href="mailto:mb@pls.capital">mb@pls.capital</a>	<b>Email Id:</b> <a href="mailto:vipin@longviewresearch.in">vipin@longviewresearch.in</a>
<b>Website:</b> <a href="http://www.pls.capital">www.pls.capital</a>	<b>Website:</b> <a href="http://www.logviewresearch.in">www.logviewresearch.in</a>
<b>Contact Person:</b> Mr. Prashant Pratap Singh	<b>Contact Person:</b> Mr. Vipin Agarwal

<b>Peer Review/ Statutory Auditor</b>	<b>Underwriter</b>
<b>M/s GAMS &amp; Associates LLP, Chartered Accountants</b>	<b>Kantilal Chhanganlal Securities Private Limited</b>
<b>Address:</b> 23, II Floor, North West Avenue, Club Road, West Punjabi Bagh, Delhi-110026	<b>Address:</b> 7 th Floor, Sangita Ellipse, Plot No. 32 Tajpal Scheme, Sahakar Road, Vile Parle (East) Mumbai400057, Maharashtra, India
<b>Tel No.:</b> +91 9811112781	<b>Tel No.:</b> +91 98193 47304
<b>Email Id:</b> singlafca_2006@yahoo.com	<b>Email Id:</b> finance@kcsecurities.com
<b>Contact Person:</b> CA SC Singhal	<b>Contact Person:</b> Mr. Praveen Gupta
<b>Firm Reg No.:</b> N500094	<b>Website:</b> <a href="https://www.kcsecurities.com/">https://www.kcsecurities.com/</a>
<b>Peer Review No.:</b> 015202	

<b>Market Maker</b>	<b>Market Maker</b>
<b>Nikunj Stock Brokers Limited</b>	<b>Share India Securities Limited</b>
<b>Address:</b> A-92, Ground Floor, Left Portion, Kamla Nagar, New Delhi- 110007	<b>Address:</b> 1701-1703, Dalal Street, Commercial Co-operative Society Limited, Road 5E, Block 53, Zone 5, Gift City, Gandhi nagar, Gujarat-382355
<b>Tel No.:</b> +91 9810655378	<b>Tel No.:</b> <b>+91 9971199700</b>
<b>Email Id:</b> <a href="mailto:complianceofficer@nikunjonline.com">complianceofficer@nikunjonline.com</a>	<b>Email Id:</b> <a href="mailto:vikas_cs@shareindia.com">vikas_cs@shareindia.com</a>
<b>Contact Person:</b> Mr. Kishore Shah	<b>Contact Person:</b> Mr. Vikas Aggarwal
<b>SEBI Registration No.:</b> INZ000169335	<b>SEBI Registration No.:</b> INZ000178336

<b>Legal Advisor</b>	<b>Banker to the company</b>
	
<b>ABIZCHANCELLOR Law LLP</b>	ICICI Bank Limited
<b>Address:</b> B4/4D, Keshav Puram, Lawrence Road, Delhi-110035	<b>Address:</b> 33, Community Centre, New Friends Colony, Delhi, 110025
<b>Tel No.:</b> +91-8882017384	<b>Tel No.:</b> +91 989951332
<b>Email Id:</b> adv.Parvindra@gmail.com	<b>Email Id:</b> kushwaha.gaurav@icicibank.com
<b>Contact Person:</b> Adv. Parvindra Nautiyal	<b>Contact Person:</b> Mr Gaurav Kushwaha
<b>Enrollment no.:</b> D/958/2020	

<b>Banker to the Issue &amp; Sponsor bank</b>

<b>YES BANK LIMITED</b>
<b>Address:</b> YES Bank House, Off Western Express Highway, Santacruz (West), Mumbai – 400055
<b>Tel No:</b> + 91 – 22 – 68547260;
<b>Email:</b> dlbtiservices@yesbank.in;
<b>Website:</b> www.yesbank.in
<b>Contact Person:</b> Mr. Sachin Shinde/ Jagdish More
<b>SEBI Reg No.:</b> INBI00000935

## DETAILS OF BOARD OF DIRECTORS OF OUR COMPANY

S.No.	Name	DIN	Category	Designation
1.	Mr. Chirag Sharma	05271919	Executive	Managing Director
2.	Ms. Shashi Bala	01547327	Executive	Director
3.	Mr. Raminder Kumar Verma	10064817	Non-Executive	Non-Independent director
4.	Mr. Satendra Singh	07618098	Non-Executive	Independent director
5.	Mr. Rajiv Ahuja	02297731	Non-Executive	Independent director

*For further details of our Directors, please refer chapter titled “Our Management” beginning on page 153 of this prospectus.*

*Investors may contact our Company Secretary and Compliance Officer and/or the Registrar to the Offer, Maashitla Securities Private Limited and/or the BRLM, i.e., Narnolia Financial Services Limited, 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, unblocking of amount in ASBA, etc.*

*All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSB to whom the Application was submitted (at ASBA Bidding Locations), giving full details such as name, address of the applicant, number of Equity Shares applied for, Application Amount blocked, ASBA Account number and the Designated Branch of the relevant SCSBs where the Application was submitted by the ASBA Applicants.*

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

### **SELF-CERTIFIED SYNDICATE BANKS**

The lists of banks that have been notified by SEBI to act as SCSB for the Applications Supported by Blocked Amount (ASBA) Process are provided on the website of SEBI. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the below mentioned SEBI link.

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>

### **REGISTERED BROKERS**

Bidders can submit Bid cum Application Forms in the Offer using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the SEBI (www.sebi.gov.in) and updated from time to time. For details on Registered Brokers, please refer

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

### **REGISTRAR TO OFFER AND SHARE TRANSFER AGENTS**

The list of the RTAs eligible to accept Bid cum Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of the SEBI on

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, as updated from time to time.

### **COLLECTING DEPOSITORY PARTICIPANTS**

The list of the CDPs eligible to accept Bid cum Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) on

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time.

### **STATEMENT OF RESPONSIBILITY OF THE BOOK RUNNING LEAD MANAGER/STATEMENT OF INTER SE ALLOCATION OF RESPONSIBILITIES**

Since Narnolia Financial Services Limited is the sole Book Running Lead Manager (BRLM) to the Offer and all the responsibilities relating to co-ordination and other activities in relation to the Offer shall be performed by them.

### **CREDIT RATING**

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



## **IPO GRADING**

Since the Issue is being made in terms of Chapter IX of SEBI ICDR Regulations, there is no requirement of appointing an IPO grading agency. However, we have received CRISIL SME 3 ‘Good’ from Crisil Grading.

## **EXPERT OPINION**

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

Our Company has received written consent dated May 15, 2023 from Peer Review Auditor namely, M/s GAMS & Associates LLP, Chartered Accountants (FRN: N500094), and Advocate Parvindra Nautiyal respectively, to include their name as an expert as defined under Section 2(38) of the Companies Act, read with Section 26(5) of the Companies Act 2013.

The Peer Review Auditor M/s GAMS & Associates LLP, Chartered Accountants has given their Audit report as included in this Prospectus, in relation to the Restated Financial Information dated May 15, 2023 and the statement of Special Tax Benefits dated May 15, 2023.

Further, Advocate Parvindra Nautiyal has given his legal due diligence report, as included in this Prospectus, in relation to the Outstanding Litigations and Material Developments dated June 28, 2023.

Aforementioned consents have not been withdrawn as on the date of this Prospectus. However, the term - expert shall not be construed to mean an - expert as defined under the U.S. Securities Act. All the intermediaries including Merchant Banker has relied upon the appropriacy and authenticity of the same.

## **DEBENTURE TRUSTEE**

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

## **APPRAISAL AND MONITORING AGENCY**

As per regulation 262(1) of SEBI ICDR Regulations, the requirement of monitoring agency is not mandatory if the Issue size is up to Rs. 10,000 Lakh. Since the Issue size is below Rs. 10,000 Lakh, our Company has not appointed any monitoring agency for this Issue. However, as per section 177 of the Companies Act, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the issue.

## **BOOK BUILDING PROCESS**

The book building, in the context of the Issue, refers to the process of collection of Bids on the basis of the Draft Red Herring Prospectus/ Red Herring Prospectus/Prospectus within the Price Band, which will be decided by our Company, in consultation with the BRLM, and will be advertised in Business Standard editions of the English national newspaper, Jansatta editions of the Hindi national newspaper, Hindi also being Regional language where our Registered Office is located, each with wide circulation, at least two working days prior to the Bid/ Offer Opening Date. The Offer Price shall be finalized after the Bid/ Issue Closing Date. The principal parties involved in the Book Building Process are:

All Bidders (except Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Pursuant to the UPI Circulars, Retail Individual Bidders may also participate in this Offer through UPI

in the ASBA process. 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. Retail Individual Bidders can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date.

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

Our Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this Issue. In this regard, our Company has appointed the BRLM to manage this Issue and procure Bids for this Issue. The Book Building Process is in accordance with guidelines, rules and regulations prescribed by SEBI and are subject to change from time to time. Bidders are advised to make their own judgement about an investment through this process prior to submitting a Bid.

The process of Book Building is in accordance with the guidelines, rules and regulations prescribed by SEBI under the SEBI ICDR Regulations and the Bidding Processes are subject to change from time to time. Investors are advised to make their own judgment about investment through this process prior to submitting a Bid in this Offer.

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

For further details, please refer to the chapters titled “Issue Structure” and “Issue Procedure” beginning on pages 309 and 270, respectively of this Prospectus.

## **ILLUSTRATION OF BOOK BUILDING PROCESS AND THE PRICE DISCOVERY PROCESS**

For an illustration of the Book Building Process and the price discovery process, please refer to the chapter titled “Offer Procedure” on page 271 of this Prospectus.

## **UNDERWRITING AGREEMENT**

Our Company and BRLM to the issue hereby confirm that the Issue is 100% Underwritten. The Underwriting agreement is dated June 29, 2023. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

<b>Name, Address, Telephone, Fax, and Email of the Underwriter</b>	<b>Indicative No. of Equity Shares to Be Underwritten</b>	<b>Amount Underwritten (Rs. In Lakh)</b>	<b>% of the Total Issue Size Underwritten</b>
<b>Kantilal Chhanganlal Securities Private Limited</b> <b>Address:</b> 7 th Floor, Sangita Ellipse, Plot No. 32 Tajpal Scheme, Sahakar Road, Vile Parle (East) Mumbai 400057, Maharashtra, India	57,80,000	3757.00	85%

<b>Tel No.:</b> +91 98193 47304 <b>Email:</b> finance@kcsecurities.com support@kcsecurities.com <b>Contact Person:</b> Mr. Praveen Gupta <b>SEBI Registration No.:</b> IMZ000216538			
<b>NARNOLIA FINANCIAL SERVICES LIMITED</b> <b>Address:</b> 201, 2nd Floor, Marble Arch, 236 B A.J.C Bose Road, Kolkata, West Bengal- 700020, India <b>Telephone:</b> +91- 8130678743 <b>Email:</b> <a href="mailto:pankaj.passi@narnolia.com">pankaj.passi@narnolia.com</a> <b>Website :</b> <a href="http://www.narnolia.com">www.narnolia.com</a> <b>Contact Person:</b> Mr. Pankaj Pasi <b>SEBI Registration No.</b> INM000010791	10,20,000	663.00	15%

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

#### **FILING OF PROSPECTUS**

A soft copy of the Red Herring Prospectus and Prospectus shall be filed with SEBI through SEBI Intermediary Portalat <https://siportal.sebi.gov>. in as per Regulation 246(1) of SEBI (ICDR) Regulations. Pursuant to Regulation 246(2) of SEBI ICDR Regulations, the SEBI shall not issue any observation on the offer document. A copy of the Red Herring Prospectus and Prospectus along with the documents required to be filed under Section 26 read with Section 32 of the Companies Act will be delivered to the Registrar of Companies, Delhi at 4th Floor, IFCI Tower,61, Nehru Place, New Delhi-110019.

#### **CHANGE IN THE AUDITOR DURING LAST 3 YEAR**

There has been no changes in the appointment of Statutory Auditors during the last three years preceding the date of this Prospectus:

#### **WITHDRAWAL OF THE ISSUE**

Our Company in consultation with the BRLM, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event, our Company would issue a public notice in the newspapers, in which the pre-Issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The BRLM, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one (1) day of receipt of such notification. Our Company shall also promptly inform NSE Emerge on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals from NSE Emerge, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Prospectus.

## **DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS OFFER**

Our Company and the BRLM have entered into a tripartite agreement dated June 29, 2023 with Nikunj Stock Brokers Limited and Share India Securities Limited, the Market Makers for this Issue, duly registered with NSE Emerge to fulfill the obligations of Market Making:

The Market Makers shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the NSE and SEBI regarding this matter from time to time. Following is a summary of the key details pertaining to the Market Making arrangement:

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of NSE Limited and SEBI from time to time.
3. The minimum depth of the quote shall be Rs.1,00,000. However, the investors with holdings of value less than Rs.1,00,000 shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
5. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
6. On the first day of the listing, there will be pre-opening session (call auction) and thereafter 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.
7. The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
8. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.

The Market Maker(s) shall have the right to terminate said arrangement by giving a one month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s). 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, 2018. 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 subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.

9. **Risk containment measures and monitoring for Market Makers:** Emerge Platform of NSE will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value- At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
10. **Punitive Action in case of default by Market Maker:** Emerge Platform of NSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Makers, 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(s) 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 Makers from time to time.

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

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

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

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

*This place has been left blank intentionally.*

## CAPITAL STRUCTURE

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

		<i>Amount (Rs. In Lakhs)</i>	
Sr. No.	Particulars	Aggregate Nominal value	Aggregate value at offer price
<b>A.</b>	<b>Authorised Share Capital</b>		
	2,60,00,000 Equity Shares of Rs.10/- each	2600.00	-
<b>B.</b>	<b>Issued, Subscribed and Paid-Up Share Capital before the Issue</b>		
	1,74,99,998 Equity Shares of Rs.10/- each	1749.99	-
	<b>Present Issue in terms of the Prospectus</b>		
	Issue of 68,00,000 Equity Shares of face value of Rs.10/- each at a premium of Rs. 55/- per share	680.00	4420.00
	<b>Consisting of:</b>		
	Fresh issue of 68,00,000 Equity Shares of face value of Rs.10/- each at a premium of Rs. 55/- per share	680.00	4420.00
	<b>of which:</b>		
<b>(I)</b>	Reservation for Market Maker- 5,00,000 Equity Shares of Rs.10/- each at a price of Rs. 65/- per Equity Share reserved as Market Maker Portion.	50.00	325.00
<b>(II)</b>	Net Issue to the Public – 63,00,000 Equity Shares of Rs.10/- each at a price of Rs. 65/- per Equity Share.	630.00	4095.00
<b>C.</b>	<b>Of the Net Issue to the Public</b>		
<b>(I)</b>	<b>Allocation to Qualified Institutional Buyer – 31,48,000 Equity Shares of Rs.10/- each at a price of Rs. 65/- per Equity Share.</b>	314.80	2046.20
<b>(II)</b>	<b>Allocation to Retail Individual Investors – 22,06,000 Equity Shares of Rs.10/- each at a price of Rs. 65/- per Equity Share shall be available for allocation for Investors applying for a value of up to Rs.2.00 Lakhs.</b>	220.60	1433.00
<b>(III)</b>	<b>Allocation to Other than Retail Individual Investors – 9,46,000 Equity Shares of Rs.10/- each at a price of Rs. 65/- per Equity Share shall be available for allocation for Investors applying for a value of above Rs.2.00 Lakhs.</b>	94.60	614.90
<b>D.</b>	<b>Issued, Subscribed and Paid-up Share Capital after the Issue</b>		
	2,42,99,998 Equity Shares of Rs. 10/- each		2429.99
<b>E.</b>	<b>Securities Premium Account</b>		
	Before the Issue		1001.00
	After the Issue		4741.00

*The present issue has been authorized by our Board of Directors vide a resolution passed at its meeting held on May 12, 2023 and by Special Resolution passed under Section 62(1)(C) of the Companies Act, 2013 at the EGM of our shareholders held on May 15, 2023.*

*Our Company has only one class of share capital i.e. Equity Shares of the face value of Rs. 10/- each only. All Equity Shares are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Prospectus.*

## NOTES TO THE CAPITAL STRUCTURE

### 1. Details of increase 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:

S. N.	Date	No. of shares	Face Value (in Rs.)	Cumulative No. of Shares	Cumulative Authorised Share Capital (in Rs.)	Whether AGM/EGM
1.	On Incorporation*	1,00,000	10	1,00,000	10,00,000	N.A.
2.	July 31, 2019	1,00,000	10	2,00,000	20,00,000	EGM
3.	November 04, 2022	18,00,000	10	20,00,000	2,00,00,000	EGM
4.	January 3, 2023	30,00,000	10	50,00,000	5,00,00,000	EGM
5.	April 29, 2023	2,10,00,000	10	2,60,00,000	26,00,00,000	EGM

\*The date of incorporation of our Company is May 10, 2019.

### 2. History of Paid up Equity Share Capital of our Company

S.N.	Date of Allotment	No. of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of consideration	Nature of Allotment	Cumulative number of Equity Shares	Cumulative Paid-up Capital (Rs.)	Cumulative Securities premium (Rs.)
1	On Incorporation	10,000	10	N.A.	Cash	Subscription to MOA <sup>(1)</sup>	10,000	1,00,000	0
2	September 6, 2019	1,00,000	10	10	Cash	Right Issue <sup>(2)</sup>	1,10,000	11,00,000	0
3	November 12, 2022	4,00,000	10	10	Cash	Right Issue <sup>(3)</sup>	5,10,000	51,00,000	0
4	November 21, 2022	5,00,000	10	10	Cash	Right Issue <sup>(4)</sup>	10,10,000	1,01,00,000	0
5	December 09, 2022	5,00,000	10	10	Cash	Right Issue <sup>(5)</sup>	15,10,000	1,51,00,000	0
6	January 06, 2023,	4,90,000	10	10	Cash	Right Issue <sup>(6)</sup>	20,00,000	2,00,00,000	0
7	February 22, 2023,	10,00,000	10	10	Cash	Right Issue <sup>(7)</sup>	30,00,000	3,00,00,000	0
8	February 27, 2023,	10,00,000	10	10	Cash	Right Issue <sup>(8)</sup>	40,00,000	4,00,00,000	0
9	February 28, 2023	2,50,000	10	10	Cash	Right Issue <sup>(9)</sup>	42,50,000	4,25,00,000	0

10	March 20, 2023	1,90,000	10	80	Cash	Private Placement <sup>(10)</sup>	44,40,000	4,44,00,000	1,33,00,000
11	March 31, 2023	5,60,000	10	165	Cash	Private Placement <sup>(11)</sup>	50,00,000	5,00,00,000	10,01,00,000
12	May 15, 2023	1,24,99,998	10	Nil	Other than Cash	Bonus Issue <sup>(12)</sup>	1,74,99,998	17,49,99,980	Nil

**Note:**

1. Initial Subscribers to Memorandum of Association hold 10,000 Equity Shares each of face value of Rs. 10/- fully paid up as per the details given below:

S.NO.	Name	No. of Shares issued
1.	Alok Sharma	3,000
2.	Shashi Bala	3,000
3.	Chirag Sharma	3,000
4.	Kapil Rana	1,000
	<b>Total</b>	<b>10,000</b>

2. The Company thereafter issued 1,00,000 Equity shares on September 6, 2019, for cash consideration by way of Right Issue, mentioned in detail below:

S.NO	Name	No. of Shares issued
1.	Shashi Bala	1,00,000
	<b>Total</b>	<b>1,00,000</b>

3. The Company thereafter issued 4,00,000 Equity shares on November 12, 2022, for cash consideration by way of Right Issue, mentioned in detail below:

S.NO	Name	No. of Shares issued
1.	Shashi Bala	4,00,000
	<b>Total</b>	<b>4,00,000</b>

4. The Company thereafter issued 5,00,000 Equity shares on November 21, 2022, for cash consideration by way of Right Issue, mentioned in detail below:

S.NO	Name	No. of Shares issued
1.	Shashi Bala	5,00,000
	<b>Total</b>	<b>5,00,000</b>

5. The Company thereafter issued 5,00,000 Equity shares on December 9, 2022, for cash consideration by way of rights issue, mentioned in detail below:



S.NO	Name	No. of Shares issued
1.	Shashi Bala	5,00,000
	<b>Total</b>	<b>5,00,000</b>

6. The Company thereafter issued 4,90,000 Equity shares on January 06, 2023, for cash consideration by way of right issue, mentioned in detail below:

S.NO	Name	No. of Shares issued
1.	Chirag Sharma	4,00,000
2.	Shashi Bala	90,000
	<b>Total</b>	<b>4,90,000</b>

7. The company thereafter issued 10,00,000 Equity Shares on February 22, 2023 for cash consideration by way of Right Issue, mentioned in detail below:

S.NO	Name	No. of Shares issued
1.	Shashi Bala	10,00,000
	<b>Total</b>	<b>10,00,000</b>

8. The company thereafter issued 10,00,000 Equity Shares on February 27, 2023 for cash consideration by way of Right Issue, mentioned in detail below:

S.NO	Name	No. of Shares issued
1.	Shashi Bala	10,00,000
	<b>Total</b>	<b>10,00,000</b>

9. The company thereafter issued 2,50,000 Equity Shares on February 28, 2023 for cash consideration by way of Right Issue, mentioned in detail below:

S.NO	Name	No. of Shares issued
1.	Shashi Bala	2,15,000
	Chirag Sharma	35,000
	<b>Total</b>	<b>2,50,000</b>

- 10 The company thereafter issued 1,90,000 Equity Shares on March 20, 2023 for cash consideration by way of Private Placement, mentioned in detail below:

S.NO.	Name	No. of shares issued
1.	Rajesh Kumar Guglani	95,000
2.	Tasha Zafar	28,000
3.	Vanshita Jain	28,000
4.	Sanjay Vaidh	5,000
5.	Anurag Shukla	3,000

6.	Vikash Kumar	3,000
7.	Raminder Kumar Verma	3,000
8.	Renu Bassi	3,000
9.	D&M Finvisors Private Limited	2,800
10.	Surinder Kaur	2,500
11.	Arun Kumar	2,000
12.	Rajeev Naithani	2,000
13.	Vivek Sharma	2,000
14.	Virender Kumar Yadav	2,000
15.	Nidhi Sharma	2,000
16.	Tarun Tiwari	2,000
17.	Varinda	1,250
18.	Srishti Tarwani	1,250
19.	Sudhakar Kanaujia	1,200
20.	Vivek Jangir	1,000
<b>Total</b>		<b>1,90,000</b>

11. The company thereafter issued 5,60,000 Equity Shares on March 31, 2023 for cash consideration by way of Private Placement, mentioned in detail below:

S.NO.	Name	No. of shares issued
1.	Vinita Guglani	1,65,600
2.	Rajesh Kumar Guglani	42,400
3.	Anil Agarwal	25,000
4.	Pradyumna Singhanian	25,000
5.	Vivek Gaur	20,000
6.	D & M Finvisors Private Limited	15,000
7.	Naval Kishor and Sons HUF	15,000
8.	Anila Jain	15,000
9.	Manish Kumar	12,000
10.	Malavika Gaur	10,000
11.	Naresh Thawani	10,000
12.	Ankush Kishor Deshpande	10,000
13.	Punam Choudhury	10,000
14.	Gaurav Jain	10,000
15.	Parmod Jain	10,000
16.	Neha Jain	10,000
17.	Saloni Bansal	10,000
18.	Bhawana Datta	8,000
19.	Rissa Datta	8,000
20.	Rajat Goyal	7,500
21.	Sandeep Mittal	7,500
22.	Kinchit Sunilkumar Mehta	7,000
23.	Shazia Shujaul	6,000
24.	Madan Gopal Aggarwal	6,000
25.	Sourabh Agrawal	6,000
26.	Sunil Nayyar	6,000

27	Santosh Chib	6,000
28	Surinder Kumar Kohli	6,000
29	Rahul Gupta	6,000
30	Harshit Bansal	6,000
31	Vijay Garg & SONS (HUF)	6,000
32	Utsav Pramodkumar Shrivastav	5,000
33	Pragneshkumar Manikantbhai Joshi	5,000
34	Sandeep Jain	5,000
35	Ripudaman datta	5,000
36	Subhash Gupta	5,000
37	Vineet Jain	5,000
38	Drishiti Jain	5,000
39	Anurag Shukla	4,000
40	Meenakshi Arora	3,000
41	Arjun Sarin	3,000
42	Rajesh Singh	2,000
43	Lovish Gupta	2,000
44	Kishan Singhanian	1,000
45	Ashok Kumar	1,000
46	Dhiraj Bhushan	1,000
47	Astha Gupta	1,000
<b>Total</b>		<b>5,60,000</b>

12. The company thereafter issued 1,24,99,998 Equity Shares on May 15, 2023 for Consideration other than Cash by issue of Bonus Shares, mentioned in detail below:

S.No.	Name	No. of Shares Issued
1	Shashi Bala	9285000
2	Chirag Sharma	1337500
3	Vinita Guglani	366772
4	Rajesh Kumar Guglani	343500
5	Tasha Zafar	70000
6	Vanshita Jain	70000
7	Anil Agarwal	62500
8	Pradyumna Ashish Singhanian	62500
9	Vivek Gaur	50000
10	D M Finvisors Private Limited	44500
11	Naval Kishor And Sons HUF	37500
12	Anila Jain	37500
13	Ankush Kishor Deshpande	25000
14	Gaurav Jain	25000
15	Neha Jain	25000
16	Parmod Jain	25000
17	Malavika Gaur	25000
18	Naresh Thawani	25000
19	Punam Choudhury	25000
20	Saloni Bansal	25000
21	Arpita S Brahmhatt	21445

22	Bhawana Datta	20000
23	Rissa Datta	20000
24	Rajat Goyal	18750
25	Sandeep Mittal	18750
26	Anurag Shukla	17500
27	Vijay Garg Sons HUF	15000
28	Shazia Shujaul	15000
29	Sunil G Nayyar	15000
30	Surinder Kumar Kohli	15000
31	Santosh Chib	15000
32	Harshit Bansal	15000
33	Rahul Gupta	15000
34	Madan Gopal Aggarwal	12500
35	Sanjay Vaidh	12500
36	Subhash Gupta	12500
37	Pragnesh Manikantbhai Joshi	12500
38	Sandeep Jain	12500
39	Utsav Pramodkumar Shrivastav .	12500
40	Drishti Jain	12500
41	Ripudaman Datta	12500
42	Vineet Jain	12500
43	Prosperity Catalyst OPC Private Limited	10000
44	Manish Kumar	10000
45	Sourabh Agrawal	10000
46	Jagdish Prashad Sharma	10000
47	Arjun Sarin	7500
48	Vikash Kumar	7500
49	Meenakshi Arora	7500
50	Raminder Kumar Verma	7500
51	Renu Bassi	7500
52	Shashi Aggarwal	7500
53	Surinder Kaur	6250
54	Sulekha G	5750
55	Devendra Kumar Gupta	5717
56	Lovish Gupta .	5000
57	Rajesh Singh	5000
58	Shrutika Parth Kotecha	5000
59	Arun Kumar	5000
60	Nidhi Sharma	5000
61	Rajeev Naithani	5000
62	Tarun Tiwari	5000
63	Virendra Kumar Yadav	5000
64	Vivek Sharma	5000
65	Kinchit Sunilkumar Mehta	3125
66	Srishti Tarwani	3125
67	Varinda	3125
68	Sudhakar Kanaujia	3000

69	Anupkumar Ashokrao Gindodiya	2875
70	Hemant Chandrakant Darda	2875
71	Thakor Anupsinh Maheshkumar	2875
72	Sarthak Gupta	2505
73	Pranaya Deep Srivastava	2505
74	Ashok Kumar	2500
75	Dhiraj Bhushan	2500
76	Kishan Singhania	2500
77	Samaksh Gupta	2500
78	Astha Jain	2500
79	Kapil Rana	2500
80	Vivek Jangir	2500
81	Adj Engineering Private Limited	2137
82	Praveen Kumar	2137
83	Mehul Mittal	1780
84	Aashish Sharma	1500
	<b>Total</b>	<b>1,24,99,998</b>

*This space has been left blank intentionally.*

### 3. Shareholding of the Promoters of our Company

As on the date of this Prospectus, our Promoter – Mr. Chirag Sharma, & Ms. Shashi Bala holds total 1,48,71,500 Equity Shares representing 84.98% of the pre-issue paid up share capital of our Company.

#### *Details of build-up of shareholding of the Promoters*

Date of Allotment / acquisition / transaction and when made fully paid up	Nature (Allotment/ transfer)	Number of Equity Shares	Face Value per Equity Share (in Rs.)	Issue/ Transfer price per Equity Share (in Rs.)	Consideration (cash/ other than cash)	Name of Transferor / Transferee	% of pre issue capital of Cumulative Shares
<b>Mr. Chirag Sharma</b>							
<b>Incorporation</b>	Subscriber to MOA	3,000	10	10	Cash	N. A	0.02%
<b>August 10, 2020</b>	Transfer	1,06,000	10	10	Cash	Shashi Bala	0.61%
<b>October 01, 2022</b>	Transfer	(9,000)	10	10	Cash	Shashi Bala	-0.05%
<b>January 06, 2023</b>	Right Issue	4,00,000	10	10	Cash	N.A.	2.29%
<b>February 28, 2023</b>	Right Issue	35,000	10	10	Cash	N.A.	0.20%
<b>May 15, 2023</b>	Bonus Issue	13,37,500	10	Nil	Other than Cash	N.A.	7.64%
<b>Total</b>		<b>18,72,500</b>					<b>10.70%</b>
<b>Mrs. Shashi Bala</b>							
<b>Incorporation</b>	Subscriber to MOA	3,000	10	10	Cash	N. A	0.02%
<b>June 28, 2019</b>	Transfer	3,000	10	10	Cash	Alok Sharma	0.02%
<b>September 06, 2019</b>	Right Issue	1,00,000	10	10	Cash	N.A.	0.57%
<b>August 10, 2020</b>	Transfer	(1,06,000)	10	10	Cash	Chirag Sharma	-0.61%
<b>October 01, 2022</b>	Transfer	9,000	10	10	Cash	Chirag Sharma	0.05%
<b>November 12, 2022</b>	Right Issue	4,00,000	10	10	Cash	N.A.	2.29%
<b>November 21, 2022</b>	Right Issue	5,00,000	10	10	Cash	N.A.	2.86%
<b>December 09, 2022</b>	Right Issue	5,00,000	10	10	Cash	N.A.	2.86%
<b>January 06, 2023</b>	Right Issue	90,000	10	10	Cash	N.A.	0.51%
<b>February 22, 2023</b>	Right Issue	10,00,000	10	10	Cash	N.A.	5.71%
<b>February 27, 2023</b>	Right Issue	10,00,000	10	10	Cash	N.A.	5.71%
<b>February 28, 2023</b>	Right Issue	2,15,000	10	10	Cash	N.A.	1.23%
<b>May 15, 2023</b>	Bonus Issue	92,85,000	10	Nil	Other than Cash	N.A.	53.06%
<b>July 10, 2023</b>	Transfer	(3,000)	10	65	Cash	Shilpa Raj	-0.02%
<b>Total</b>		<b>1,29,96,000</b>					<b>74.26%</b>

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares. None of the Equity Shares held by our Promoters are under pledged.

#### 4. Our shareholding pattern

i. The table below represents the shareholding pattern of our Company as per Regulation 31 of the SEBI (LODR) Regulations, 2015, as on the date of this Prospectus:

Category Code	Category of shareholder	No. of share holder	No. of fully paid-up equity shares held	No. of Partly paid-up equity shares held	No. of underlying Depository Receipts	Total no. of shares held	Shareholding as a % of total no. of shares (calculated as per SCRA, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*				No. of shares underlying Outstanding Convertible Securities (including warrants)	Shareholding as a % assuming full conversion of convertible securities (as a % of diluted share capital) As a % of (A+B+C2)	No. of locked-in shares		No. of shares held or otherwise encumbered		Number of shares held in dematerialized form
								No. of Voting Rights						No.	As a % of shares held (a)	No. (a)	As a % of shares held (b)	
								Class X	Class Y	Total	Total as a % of (A+B+C)							
<i>I</i>	<i>II</i>	<i>III</i>	<i>IV</i>	<i>V</i>	<i>VI</i>	<i>VII=IV+V+VI</i>	<i>VIII</i>	<i>IX</i>				<i>X</i>	<i>XI=VII+X</i>	<i>XII</i>	<i>XIII</i>		<i>XIV</i>	
(A)	Promoters and Promoter Group	6	1,48,68,500	-	-	1,48,68,500	85.12	1,48,68,500	-	1,48,68,500	85.12	-	85.12	-	-	-	1,48,68,500	
(B)	Public	90	26,03,498	-	-	26,03,498	14.88	26,03,498	-	26,03,498	14.88	-	14.88	-	-	-	26,03,498	
<b>I</b>	Non-Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	<b>Total</b>	<b>96</b>	<b>1,74,99,998</b>	-	-	<b>1,74,99,998</b>	<b>100.00</b>	<b>1,74,99,998</b>	-	<b>1,74,99,998</b>	<b>100.00</b>	-	<b>100.00</b>	-	-	-	<b>1,74,99,998</b>	

\*As on the date of this Prospectus 1 Equity Shares holds 1 vote.

#### I. Shareholding Pattern of Promoters and Promoter Group

(I)	Category & name of shareholder (I)	PAN (II)	No. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid up equity shares held (V)	No. of share undeposited (VI)	Total nos. shares held (VII)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities			No. 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) As a % of (A+B+C2) (XI)	Number of locked in Shares		Number of Shares pledged or otherwise encumbered		Number of shares held in dematerialized form (XI V)	
									No. of Voting Rights					Total as a % of (A+B+C) (XII)	No. of shares held (B) (XIII)	As a % of total shares held (B) (XIV)			
									Class : X	Class : Y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)			(X)	(XI)=(VII)+(XI)	(XII)	(XIII)	(XIV)	(XV)			
(1)	<b>Indian</b>																		
(a)	Individual/HUF		6																
1	Chirag Sharma	CDKPS1666M	1	1872500	-	-	1872500	10.70	1872500	-	1872500	10.70	-	10.70	-	-	-	-	1872500
2	Shashi Bala	AJBP5493N	1	12996000	-	-	12996000	74.26	12996000	-	12996000	74.26	-	74.26	-	-	-	-	12996000
3	Kapil Rana	BUSPR9056C	1	3500	-	-	3500	0.02	3500	-	3500	0.02	-	0.02	-	-	-	-	3500
4	Renu Bassi	APHPB0076K	1	10500	-	-	10500	0.06	10500	-	10500	0.06	-	0.06	-	-	-	-	10500
5	Nidhi Sharma	BFFPB1088G	1	7000	-	-	7000	0.04	7000	-	7000	0.04	-	0.04	-	-	-	-	7000
6	Vivek Sharma	BAYPS8173F	1	7000	-	-	7000	0.04	7000	-	7000	0.04	-	0.04	-	-	-	-	7000
(b)	Cen. Govt./ State Government(s)																		
(c)	Financial Institutions/Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Any other (Body Corporate)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	<b>Foreign</b>																		
(a)	Individual (NRI/ Foreign Individual)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Government	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-



<b>I</b>	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>(d)</b>	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>(f)</b>	Any Other(specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Sub- Total(A) (2)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total Shareholding of Promoters and Promoter Group (A)=(A)(1) +(A)(2)</b>	<b>6</b>	<b>14896500</b>	-	-	<b>14896500</b>	<b>85.12</b>	<b>14896500</b>	-	<b>14896500</b>	<b>85.12</b>	-	<b>85.12</b>	-	-	-	-	<b>14896500</b>

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## II. Shareholding Pattern of the Public shareholder

S.No	Category & Name of shareholder	PAN	No. of shares held	No. of fully paid up equity shares held	No. of Partly paid up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held (VII)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share Capital) As a % of (A+B+C2)	Number of locked in Shares		Number of Shares pledged or otherwise encumbered		Number of shares held in dematerialized form	
									No. of Rights	Voting				Total as a % of (A+B+C)	No.	As a % of total shares held (b)	No.		As a % of total shares held (b)
										Class X	Class Y								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(IV)+(V)+(VI)	(VIII)	(IX)			(X)	(XI)=(V+II)+(X)	(XII)		(XIII)		(XIV)	
(1)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(a)	Mutual Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b)	Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
I	Alternate Investment Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
I	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(f)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(g)	Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(h)	Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(i)	Any other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	<b>Sub-Total (B)(1)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(2)	Central Government/State Government (s)/ President of India	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	<b>Sub-Total (B) (2)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(3)	Non- Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Individuals-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(a)	i. Individual shareholders holding nominal share capital up to Rs. 2 lakh.		53	4,18,027	-	-	4,18,027	2.39	4,18,027	-	4,18,027	2.39	-	2.39	-	-	-	-	4,18,027
	ii. Individual shareholders holding nominal share capital in excess of Rs.2lakh		33	21,58,479	-	-	21,58,479	12.33	21,58,479	-	21,58,479	2.39	-	2.39	-	-	-	-	21,58,479
(b)	NBFCs registered with RBI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
I	Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

(d)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
I	Any Other (specify)	-	4	26,992	-	-	26,992	0.15	26,992	-	26,992	0.15	-	0.15	-	-	-	-	26,992
	<b>Sub-Total (B)(3)</b>	-	<b>90</b>	<b>2603498</b>	-	-	<b>2603498</b>	<b>14.88</b>	<b>2603498</b>	-	<b>2603498</b>	<b>14.88</b>	-	<b>14.88</b>	-	-	-	-	<b>2603498</b>
	<b>Total Public Shareholding (B)-(B)(1)+(B)(2)+(B)(3)</b>		<b>90</b>	<b>2603498</b>	-	-	<b>2603498</b>	<b>14.88</b>	<b>2603498</b>	-	<b>2603498</b>	<b>14.88</b>	-	<b>14.88</b>	-	-	-	-	<b>2603498</b>

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### III. Shareholding pattern of the Non Promoter- Non Public shareholder

#	Category & name of shareholder	PAN	No. of shareholders	No. of fully paid up equity shares held	No. of Partly paid up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculate as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share Capital) As a % of (A+B+C2)	Number of Shares locked in Shares		Number of Shares pledged or otherwise encumbered		Number of shares held in dematerialized form
									No. of Voting Rights			Total as a % of Total Voting rights			No. of total shares held (Not Applicable)	As a % of total shares held (Not Applicable)			
				Class	Class	Total					No. of total shares held (A)		As a % of total shares held (B)						
				X	Y														
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)=(IV)+(V)+(VI)	(VIII)	(IX)				(X)	(XI)=(VII)+(X)	(XII)		(XIII)	(XIV)		
(1)	Custodian /DR Holder	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(a)	Name of DR Holder (if applicable)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(2)	Employee Benefit Trust(Under SEBI (Share based Employee Benefit) Regulations, 2014)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	<b>Total Non-Promoter – Non Public Shareholding I=I(1)+I(2)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

**Note:**

- In terms of SEBI circular bearing No. CIR/ISD/3/2011 dated June 17, 2011 and SEBI circular bearing No. SEBI/CIR/ISD/05/2011, dated September 30, 2011, the Equity Shares held by the Promoters/Promoters Group Entities and 50% of the Equity Shares held by the public shareholders, shall be dematerialized. Presently, all the existing equity shares of the Company are in dematerialized form.
- PAN of the Shareholders will be provided by our Company prior to Listing of Equity Share on the Stock Exchange.
- Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI (LODR) Regulations, 2015, one day prior to the listing of the equity shares. The shareholding pattern will be uploaded on the website of NSE Emerge before commencement of trading of such Equity Shares.

5. As on the date of this Prospectus, there are no partly paid-up shares/outstanding convertible securities/warrants in our Company.
6. Following are the details of the holding of securities of persons belonging to the category “Promoter and Promoter Group” and “public” before and after the Issue:

Sr. No.	Name of shareholder	Pre issue		Post issue	
		No. of equity shares	As a % of Issued Capital	No. of equity shares	As a % of Issued Capital
<b>Promoters</b>					
1	Chirag Sharma	18,72,500	10.70%	18,72,500	7.71%
2	Shashi Bala	1,29,96,000	74.26%	1,29,96,000	53.48%
	Total – A	<b>1,48,68,500</b>	<b>84.96%</b>	<b>1,48,68,500</b>	<b>61.19%</b>
<b>Promoter Group</b>					
3	Kapil Rana	3,500	0.02%	3,500	0.01%
4	Renu Bassi	10,500	0.06%	10,500	0.04%
5	Nidhi Sharma	7,000	0.04%	7,000	0.03%
6	Vivek Sharma	7,000	0.04%	7,000	0.03%
	Total – B	<b>28,000</b>	<b>0.16%</b>	<b>28,000</b>	<b>0.12%</b>
<b>Public</b>					
6.	Public	26,03,498	<b>14.88%</b>	26,03,498	<b>10.71%</b>
7.	IPO	Nil	<b>Nil</b>	<b>68,00,000</b>	<b>27.98%</b>
	Total	<b>26,00,498</b>	<b>14.88%</b>	<b>94,00,498</b>	<b>38.69%</b>
	Grand Total	<b>1,74,99,998</b>	<b>100.00%</b>	<b>2,42,99,998</b>	<b>100.00%</b>

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

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
Chirag Sharma	18,72,500	2.94
Shashi Bala	1,29,99,000	2.95

8. Details of Major Shareholders:

(A) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date of this Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held*	% of Paid up Capital**
1.	Shashi Bala	12996000	74.26%
2.	Chirag Sharma	1872500	10.70%
3.	Vinita Guglani	513481	2.93%
4.	Rajesh Kumar Guglani	480900	2.75%
	<b>Total</b>	<b>15865881</b>	<b>90.64%</b>

(B) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date ten days prior to the date of the Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held*	% of Paid up Capital**
1.	Shashi Bala	3714000	74.28%
2.	Chirag Sharma	535000	10.70%
3.	Vinita Guglani	146709	2.93%
4.	Rajesh Kumar Guglani	137400	2.75%
	<b>Total</b>	<b>4533109</b>	<b>90.66%</b>

(C) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date one year prior to the date of this Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held*	% of Paid up Capital**
1.	Chirag Sharma	109000	99.09%
2.	Kapil Rana	1000	0.01%
	<b>Total</b>	<b>110000</b>	<b>100.00</b>

(D) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date two years prior to the date of this Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held*	% of Paid up Capital**
1.	Chirag Sharma	109000	99.09%
2.	Kapil Rana	1000	0.01%
	<b>Total</b>	<b>110000</b>	<b>100.00</b>

\*The Company has not issued any convertible instruments like warrants, debentures etc. since its incorporation and there are no outstanding convertible instruments as on date of this Prospectus.

\*\* the % has been calculated based on existing (pre-issue) Paid up Capital of the Company.

9. Our Company has not issued any Equity Shares out of revaluation reserve or reserves without accrual of cash resources.
10. Except as disclosed in this Prospectus, our Company presently does not have any intention or proposal to alter its capital structure for a period of six (6) months from the date of opening of the Issue, by way of split/consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise. However, during such period or a later date, it may issue Equity Shares or securities linked to Equity Shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.
11. We have 86 shareholders as on the June 23, 2023.

12. As on the date of this Prospectus, our Promoters and Promoters' Group holds total 1,48,96,500 Equity Shares representing 85.12% of the pre-issue paid up share capital of our Company.
13. None of our Promoters, their relatives and associates, persons in Promoter Group or the directors of the Company which is a promoter of the Company and/or the Directors of the Company have purchased or sold any securities of our Company during the past six months immediately preceding the date of filing this Prospectus.
14. The members of the Promoters Group, our Directors and the relatives of our Directors have not financed the purchase by any other person of securities of our Company, other than in the normal course of the business of the financing entity, during the six months immediately preceding the date of filing this Prospectus.

#### 15. Details of Promoter's Contribution locked in for 3 years:

As per Sub-Regulation (1) of Regulation 236 of the SEBI (ICDR) Regulations, 2018, an aggregate of 20% of the post-Issue Capital shall be considered as Promoter's Contribution.

Our Promoters have granted consent to include such number of Equity Shares held by them as may constitute 20.00% of the post-issue Equity Share Capital of our Company as Promoters Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters Contribution from the date of filing of this Prospectus until the completion of the lock-in period specified above.

In terms of clause (a) of Regulation 238 of the SEBI (ICDR) Regulations, 2018, *Minimum Promoters Contribution as mentioned above shall be locked-in for a period of 3 years from the date of commencement of commercial production or date of allotment in the Initial Public Offer, whichever is later.*

*Explanation: The expression "date of commencement of commercial production" means the last date of the month in which commercial production of the project in respect of which the funds raised are proposed to be utilized as stated in the offer document, is expected to commence.*

We further confirm that Minimum Promoters Contribution of 20.00% of the post issue paid-up Equity Shares Capital does not include any contribution from Alternative Investment Fund.

The Minimum Promoters Contribution has been brought into to the extent of not less than the specified minimum lot and has been contributed by the persons defined as Promoters under the SEBI (ICDR) Regulations, 2018.

The lock-in of the Minimum Promoters Contribution will be created as per applicable regulations and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

The details of the Equity Shares held by our Promoters, which are locked in for a period of 3 years from the date of Allotment in the Offer are given below:

Name of Promoter	Date of Transaction and when made fully paid-up	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Issue/ Acquisition Price per Equity Share (Rs.)	Percentage of post-Offer paid-up capital (%)	Lock in Period
Chirag Sharma	August 10, 2020	Transfer	1,06,000	10	10	0.44%	3 years
	January 06, 2023	Right Issue	4,00,000	10	10	1.65%	3 years

	May 15, 2023	Bonus Issue	5,54,000	10	Nil	2.28%	3 years
<b>Shashi Bala</b>	November 21, 2022	Right Issue	5,00,000	10	10	November 21, 2022	2.06%
	December 09, 2022	Right Issue	5,00,000	10	10	December 09, 2022	2.06%
	February 22, 2023	Right Issue	10,00,000	10	10	February 22, 2023	4.12%
	February 27, 2023	Right Issue	10,00,000	10	10	February 27, 2023	4.12%
	May 15, 2023	Bonus Issue	8,00,000	10	Nil	May 15, 2023	3.29%

The Equity Shares that are being locked in are not ineligible for computation of Promoters contribution in terms of Regulation 237 of the SEBI ICDR Regulations. Equity Shares offered by the Promoters for the minimum Promoters contribution are not subject to pledge. Lock-in period shall commence from the date of allotment of Equity Shares in the Public Issue.

We confirm that the minimum Promoters contribution of 20.00% which is subject to lock-in for 3 years does not consist of:

- Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalization of intangible assets;
- Equity Shares acquired during the preceding three years resulting from a bonus issue by utilization of revaluation reserves or Unrealised profits of the issuer or from bonus issue against equity shares which are ineligible for minimum Promoters contribution;
- Equity Shares acquired by Promoters during the preceding one year at a price lower than the Issue Price;
- The Equity Shares held by the Promoters and offered for minimum 20% Promoters Contribution are not subject to any pledge.
- Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoters Contribution subject to lock-in.

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

#### ***Equity Shares locked-in for one year***

In addition to above Equity Shares that are locked-in for three years as the minimum Promoters’ contribution, the promoters and public pre-issue shareholding of Equity Share capital of our Company, *i.e.* 1,94,39,998 Equity Shares shall be locked in for a period of one year from the date of Allotment in the Public Issue. Further, such lock-in of the Equity Shares would be created as per the bye laws of the Depositories.

#### ***Pledge of Locked in Equity Shares***

In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018, the locked-in Equity Shares held by our Promoters can be pledged only with any scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or financial institutions, subject to the following:

- In case of Minimum Promoters’ Contribution, the loan has been granted to the issuer company or its subsidiary (ies) for the purpose of financing one or more of the Objects of the Issue and pledge of equity shares is one of the terms of sanction of the loan.



- In case of Equity Shares held by Promoters in excess of Minimum Promoters' contribution, the pledge of equity shares is one of the terms of sanction of the loan.

However, lock in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the equity shares till the lock in period stipulated has expired.

### **Transferability of Locked in Equity Shares:**

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

- The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoters' Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.
  - The equity shares held by persons other than promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter and Promoters' Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock- in period stipulated has expired.
16. Our Company, our Promoters, our Directors and the BRLM to this Offer have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares from any person.
  17. Our Company has not issued shares for consideration other than cash or out of revaluation of reserves, including Bonus Shares, at any point of time since Incorporation.
  18. Our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 230 to 234 of the Companies Act, 2013.
  19. Our Company has not re-valued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
  20. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees, and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
  21. There are no safety net arrangements for this public Offer.
  22. As on the date of filing of this Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.
  23. As per Regulation 268(2) of SEBI (ICDR) Regulations, 2018, an over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment lot. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock-in shall be suitably increased to ensure that 20% of the post issue paid-up capital is locked-in.
  24. All the Equity Shares of our Company are fully paid up as on the date of this Prospectus. Further, since the

entire money in respect of the Offer is being called on application, all the successful applicants will be allotted fully paid-up equity shares.

25. As per RBI regulations, OCBs are not allowed to participate in this Issue.
26. There is no Buyback, stand by, or similar arrangement by our Company/Promoters/Directors/BRLM for purchase of Equity Shares issued / offered through this Prospectus.
27. As on the date of this Prospectus, none of the shares held by our Promoters/ Promoter Group are pledged with any financial institutions or banks or any third party as security for repayment of loans.
28. Investors may note that in case of over-subscription, the allocation in the Issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, as amended from time to time.
29. Under subscription, if any, in any category, shall be met with spill-over from any other category or combination of categories at the discretion of our Company, in consultation with the BRLM and NSE.
30. The Issue is being made through Book Building Method.
31. BRLM to the Issue viz. Narnolia Financial Services Limited and its associates do not hold any Equity Shares of our Company.
32. Our Company has not raised any bridge loan against the proceeds of this Issue.
33. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
34. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
35. An Applicant cannot make an application for more than the number of Equity Shares being Issued/Offered through this Prospectus, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
36. No payment, direct or indirect in the nature of discount, commission, and allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Offer.
37. Our Promoters and the members of our Promoter Group will not participate in this Issue.
38. Our Company has not made any public issue since its incorporation.
39. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing the Prospectus and the Offer Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.
40. For the details of transactions by our Company with our Promoter Group, Group Companies during last three years ended on March 31, 2023, March 31, 2022 & March 31 2021 Fiscals, please refer to paragraph titled —*Related Party Transaction* in the chapter titled “*Financial Information*” beginning on page number 193 of this Prospectus.

None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled “*Our Management*” beginning on page number 153 of this Prospectus.

*This space has been left blank intentionally.*

## OBJECTS OF THE ISSUE

Our Company proposes to utilize the funds which are being raised towards funding the following objects and achieve the benefits of listing on the Emerge Platform of NSE.

### The objects of the issue are:-

1. To meet out the expenses for purchase of new drones.
2. To meet out the expenses for purchase of vehicle.
3. To meet out the Capital Expenditure Requirement.
4. To meet out the Working Capital requirements.
5. To meet out the General Corporate Purposes; and
6. To meet out the Issue Expenses.

Our Company believes that listing will enhance our Company's corporate image, brand name and create a public market for its Equity Shares in India. The main objects clause of our Memorandum enables our Company to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum. The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution.

### Fund Requirements

Our funding requirements are dependent on a number of factors which may not be in the control of our management, changes in our financial condition and current commercial conditions. Such factors may entail rescheduling and / or revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure.

We intend to utilize the proceeds of the Fresh Issue, in the manner set forth below:

S. N.	Particulars	Amount (Rs. Thousands)	% of Gross Proceeds	% of Net Proceeds
1.	Purchase of new drones	1,04,730.00	23.69%	27.88%
2.	Purchase of vehicle	55,000.00	12.44%	14.64%
3.	Capital Expenditure	20,470.00	4.63%	5.45%
4.	Working Capital Requirement	85,000.00	19.23%	22.62%
5.	General Corporate Purposes**	1,10,500.00	25.00%	29.41%
6.	Issue Expenses*	66,300.00	15.00%	-
	<b>Total</b>	<b>4,42,000.00</b>	<b>100.00%</b>	<b>100.00%</b>

\*As certified by GAMS & Associates LLP, as on June 29, 2023, the Company has incurred a sum of Rs. 10,000.00 thousand towards issue expenses.

\*\* The amount utilized for general corporate purposes shall not exceed 25% of the gross proceeds of the Issue.

**The requirements of the objects detailed above are intended to be funded from the proceeds of the Issue. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the proposed Issue.**

**The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in external circumstances or costs, other financial conditions, business or strategy, as discussed further below.**

In case of variations in the actual utilization of funds allocated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be through our internal accruals and/or debt.

We may have to revise our fund requirements and deployment as a result of changes in commercial and other external factors, which may not be within the control of our management. This may entail rescheduling, revising or cancelling the fund requirements and increasing or decreasing the fund requirements for a particular purpose from its fund requirements mentioned below, at the discretion of our management. In case of any shortfall or cost overruns, we intend to meet our estimated expenditure from internal accruals and/or debt. In case of any such re-scheduling, it shall be made by compliance of the relevant provisions of the Companies Act, 2013.

### **Details of Utilization of Issue Proceeds**

#### **1. To meet out the expenses for purchase of new drones & accessories.**

Our company intends to deploy Net Proceeds aggregating to Rs. 1,04,730.00 thousands for purchase of new drones. With the aim of providing quality services across multiple domains viz. training, Survey & Mapping, Surveillance & monitoring, large scale mapping, agriculture. We intend to purchase following drones for the business expansion. For more details about usage and necessity of drones, please refer the chapter “Our Business” beginning on page no. 114.

<i>S. No.</i>	<i>Particulars</i>	<i>Quantity</i>	<i>Amount (In thousands)</i>
<b>01.</b>	Mapping, Surveillance and Inspection Drones	140	<b>1,04,730.00</b>

#### Quotations:

<i>S. No.</i>	<i>Particulars</i>	<i>Qty</i>	<i>Amount (Rs. Thousands)</i>	<i>Supplier</i>	<i>Date</i>	<i>Validity</i>
<b>01.</b>	Multi application Mapping Drone*	17	13,440.00	Megatronix Vision LLP	May 11, 2023	30 Days from Date of Issuance of Quotation
<b>02.</b>	Surveillance Drone	6	4,945.50	Asteria Aerospace Pvt Ltd	May 12, 2023	Valid as on date of DRHP
<b>03.</b>	Inspection & Surveillance Drone	6	17,640.00	Asteria Aerospace Pvt Ltd	May 12, 2023	Valid as on date of DRHP
<b>04.</b>	Precision Agriculture Drone, type certified UAS with UIN	7	9,992.50	CBAI Technologies Pvt Ltd	May 11, 2023	Valid as on date of DRHP
<b>05.</b>	Training Drone	35	16,107.00	Dronetech Solutions Private Limited	May 02, 2023	Valid as on date of DRHP
<b>06.</b>	Mapping Drone, Ext Range	17	28,050.00	Megatronic Vision LLP	May 13, 2023	Valid as on date of DRHP
<b>07.</b>	Mapping Drone	17	21,200.00	Megatronic Vision LLP	May 13, 2023	Valid as on date of DRHP

08.	Training Drones	35	13,125.00	Hubblefly Technologies Private Limited	May 10, 2023	Valid as on date of DRHP
09.	Mapping Drones	12	8,100.00	Hubblefly Technologies Private Limited	May 10, 2023	Valid as on date of DRHP
10.	Large scale mapping Drones	5	3,750.00	Hubblefly Technologies Private Limited	May 10, 2023	Valid as on date of DRHP
11.	Lidar Drones	3	5,700.00	Hubblefly Technologies Private Limited	May 10, 2023	Valid as on date of DRHP
12.	Inspection Drones	5	3,750.00	Hubblefly Technologies Private Limited	May 10, 2023	Valid as on date of DRHP
13.	Agriculture Drone	50	27,500.00	Hubblefly Technologies Private Limited	May 10, 2023	Valid as on date of DRHP
14.	Precision Agriculture Drones	5	8,000.00	Hubblefly Technologies Private Limited	May 10, 2023	Valid as on date of DRHP
15.	VTOL Mapping Drones	20	22,000.00	Hubblefly Technologies Private Limited	May 10, 2023	Valid as on date of DRHP
16.	VTOL Surveillance Drones	5	6,500.00	Hubblefly Technologies Private Limited	May 10, 2023	Valid as on date of DRHP

\*The quotation includes GST

**NOTE 1: In case of increase in amount of quotations at the time of purchase of products, the excess amount will be funded by the company from internal accruals.**

**NOTE 2: Hubblefly Technologies Private Limited, our group company is engaged in the business of manufacturing of drones. All the transaction related to purchase of drones with them is on arm length basis and in accordance with compliance of the provisions of the Companies Act 2013.**

## 2. Purchase of 100 Maruti EECO (5 Seater).

Our company intends to deploy Net Proceeds aggregating to Rs. 55,000 thousands for purchase of vehicles. As on date of DRHP, Our Company owned 21 Maruti EECO for the purpose of travelling of teams for survey & mapping, these vehicles are majorly used for SVAMITVA Scheme where our SVAMITVA Scheme teams used it for travelling across India.

Further, to carry out our existing & future work of survey & mapping our Company estimated to buy 100 more Maruti EECO from issue proceeds, details are as follows:

<i>Particulars</i>	<i>Quantity</i>	<i>Total Amount (In thousands)</i>
<b>Maruti EECO (5 Seater) 1.2 Litres*</b>	100	55,000.00

\*Quotations received from SSS Marketing dated May 15, 2023 for Maruti EECO (5 Seater) including accessories amounting to Rs. 660.43 thousands (including GST) for single Maruti EECO. This quotation is valid for as on the date of the Prospectus.

**Note:** We have received quotations for single Maruti EECO from the supplier. Since we require 100 Maruti EECO in financial year 2023-24, the demand of will be fulfilled as and when required. SSS Marketing will arrange 100 Maruti EECO from different dealers across NCR.

### 3. Capital Expenditure

Our company intends to deploy Net Proceeds aggregating to Rs. 20470.50 thousands for Capital expenditure, which includes Drone base stations, laptops and printers. As a Drone company, we need to deploy Drone Base Stations for central connection point for drones. Accordingly, we need to purchase 100 Drone Base Stations. Also, laptops and printers are an integral part of our eco-system.

**Drone Base Station:** The Drone base stations are the central communication point for wireless devices to communicate. Base stations receive signals from GPS satellites and create a correction factor that eliminates errors in the GPS and then sends it to the rover. Rovers calculate grade, find exact locations and elevations, measure ground, saw cut, surface tie-in points, and as-built points. In laymen terms, a base station helps in achieving high accuracy data needed for drone survey as per Survey of India requirements.

We intends to buy following:

Sr. No.	Particulars	Quantity	Amount (In thousands)
01.	Drone Base Station*	100	17,523.00
02.	Laptops- Dell Inspiron**	25	1,087.50
03.	Laptops- HP**	25	1,097.50
04.	Printers**	10	762.50
	<b>Total</b>		<b>20,470.50</b>

\*Quotations received from K.K. Sales dated May 15, 2023 for 01 Drone Base Station amounting to Rs. 17,523.00 thousands (including GST). This quotation is valid as on date of this Prospectus.

\*\*Quotations received from M2E Comcare dated May 13, 2023 for Laptops and Printers amounting to Rs. 2,947.50 thousands (including GST). This quotation is valid as on date of this Prospectus.

### 4. Working Capital Requirements

Our Company proposes to utilize Rs. 85,000.00 thousand towards funding its working capital requirements in the ordinary course of business. We have significant working capital requirements, and in the ordinary course of business, we fund our working capital needs through internal accruals. Our Company, in order to support its incremental business requirements, funding growth opportunities and for other strategic, business, and corporate purposes requires additional working capital and such funding is expected to lead to a consequent increase in our revenues and profitability.

#### Basis of Estimation, assumptions and justification of working capital requirements

The estimates of the working capital requirements for the financial years ending on March 31, 2024, and March 31, 2025, have been prepared based on the management estimates of future financial performance. The projection has been prepared using a set of assumptions that include assumptions about future events and management's actions that are not necessarily expected to occur. On the basis of existing and estimated working capital requirement of our Company on standalone basis, and assumptions for such working capital requirements. The proposed funding of such working capital requirements as set forth below:

(Amount in thousands)

Particulars	March 31, 2021 (Audited)	March 31, 2022 (Audited)	March 31, 2023 (Audited)	March 31, 2024 (Projected)
Current Assets				

<b>Inventories</b>	2,298.38	3,085.10	2,893.96	2,000.00
<b>Trade receivables</b>	555.45	2,555.41	66,689.23	2,20,600.00
<b>Short-term loans and advances</b>	2,719.94	9,336.58	6,364.10	1,16,240.00
<b>Other Current Assets</b>	62.41	979.49	3,333.52	96,470.00
<b>Cash &amp; Cash Equivalent</b>	928.27	4,090.74	1,02,892.34	53,810.00
<b>Total</b>	6,564.46	20,047.32	1,82,173.15	4,89,120.00
<b>Current Liabilities</b>				
<b>Short Term Borrowings</b>	185.30	241.32	5,584.81	7,380.00
<b>Trade Payables</b>	3,306.32	5,319.49	14,837.70	27,580.00
<b>Other Current Liabilities</b>	603.64	4,251.74	20,146.53	10,710.00
<b>Short Term Provisions</b>	-	742.43	8,723.88	82,780.00
<b>Total</b>	4,095.25	10,554.99	49,292.92	1,28,450.00
<b>WC Requirement</b>	2,469.20	9,492.33	1,32,880.23	3,60,670.00
<b>Internal Accruals/Equity Infusion/Loan from Bank</b>	2,469.20	9,492.33	1,32,880.23	2,75,670.00
<b>IPO Proceeds</b>	-	-	-	85,000.00*

\*Tentative figure

**Key Assumptions for working capital projections made by Company:**

Particulars	March 31, 2021	March 31, 2022	March 31, 2023	March 31, 2024
<b>No. of Days for Trade Payables</b>	288	85	62	21
<b>No. of Days for Trade Receivables</b>	52	36	202	94
<b>No. of Days for Inventory</b>	200	49	12	1

**Justification for increase in working capital requirement:**

In year 2020-21, the total working capital requirement is Rs. 2469.20 thousand which increased to Rs. 9492.33 thousand because of increase in turnover during that period from 3932.85 thousands to 25,715.79 thousands respectively, by which cash & cash equivalent & short term loan & advances has been increased & in current liability, other current liabilities has been increased.

Furthermore, in year 2021-22, the total working capital requirement is Rs. 9492.33 thousand which increased to Rs. 132,880.23 thousand because of increase in turnover during that period from 25,715.79 thousands to 120,773.22 thousands respectively by which cash & cash equivalent & short term loan & advances has been increased & in current liability, other current liabilities has been increased.

**Justification for increase in working capital requirement for estimated period:**

The working capital requirements are based on estimation of the future requirements in financial year 2023-24. We have estimated future working capital requirements based on the following:

The IPO proceeds will be deployed at the various objects as mentioned in the chapter “Object of the Issue”. Our object includes purchase of new drones and related capital and working capital expenditures. With the deployment of Drones at training centres and survey and mapping services, more employee strength will be required to be deployed as trainers at training centres and pilots for survey and mapping services. This will in turn increase our working capital requirement.

Further, in 2023-24 our Company will enter into new verticals and start agricultural services, and Rent a Drone service. Due to entering into new business verticals, our working capital and capital expenditures will increase for these verticals.

We have estimated the working capital requirement for the projected years financial year 2023-24 at Rs. 3,60,670.00 Thousands which will be met through mix of Internal Sources, IPO Proceeds and Working Capital Loan from Banks. For FY 2023-24, 85,000 Thousands shall be used from Net Proceeds and balance shall be met through internal accruals and working capital loan from bank i.e. Rs. 2,75,670.00 Thousands.

As it could be seen, that we could meet our regular working capital requirements over the years and would similarly be able to meet the same over the coming years. We require to raise funds to meet the incremental working capital requirement that will assist our organic growth on a broader level.

**Key Assumptions and Justification for holding levels:**

Particulars	Assumptions & Justifications
Trade Payable	Reduced. The trade payables days have been reduced as we settled the debts owed to trade payables more effectively to place bigger orders with our creditors.
Trade Receivable	The trade receivables days have been reduced to 36 in FY 2022 as compared to FY 2021. However, it has been increased to 202 days at FY 2023. It is due to increase in sales due to government svamitva scheme which is majorly carried out in second half of the financial year with receivables of 120-180 days or more. However, it was reduced to 94 days after considering an efficient balance between training income and services income (Including svamitva scheme)
Inventories	Reduced. It should be noted that the Inventory herein defines Stores and Spares that is required by the company in connection with drones and its maintenance. In FY 2021, company had bought spares with drones with an understanding that repairs and maintenance in initial stage of drones life was high. But with time and experience gained by operational management, company moved towards resource efficiency and thus the reduction in days have happened over the years. In FY 2024, the days are standing at 1 considering the more number of drones will require continuous requirement of stores and spares and ready movements.

**5. General Corporate Purpose**

Our Company intends to deploy the balance Net Proceeds aggregating Rs. 1,10,500.00 thousand for General Corporate Purposes subject to such utilization not exceeding 25% of the Net Proceeds, in compliance with the SEBI Regulations, including but not limited or restricted to, strategic initiatives, strengthening our marketing network & capability, meeting exigencies, brand building exercises in order to strengthen our operations. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for General Corporate Purposes.

**6. Issue Related Expenses**

The expenses for this Issue include issue management fees, underwriting fees, registrar fees, legal advisor fees, printing and distribution expenses, advertisement expenses, depository charges and listing fees to the Stock Exchange, among others. The total expenses for this Issue are estimated not to exceed Rs. 66,300.00 thousands.

S.N.	Particulars	Amount (In thousands)	% age of Total Expenses
1	Lead manager(s) fees including underwriting commission.	6,000.00	9.05
2	Brokerage, Selling Commission & Upload Fees	2,340.00	3.53
3	Registrars to the Issue	100.00	0.15



<b>4</b>	Legal Advisors to the Issue	100.00	0.15
<b>5</b>	Roadshows, Printing, advertising and marketing expenses	9,575.00	14.44
<b>6</b>	Others, if any (Advisors to the company, Peer Review Auditors, and other misc. expenses like printing & stationery etc.)	48,185.00	72.68
	<b>Total</b>	<b>66,300.00</b>	<b>100%</b>

## MEANS OF FINANCE

*(Amount in Thousand)*

Particulars	Estimated Amount
<b>IPO Proceeds</b>	4,42,000.00

## APPRAISAL BY APPRAISING AGENCY

The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution.

## SCHEDULE OF IMPLEMENTATION

We propose to deploy the Net Proceeds for the previously mentioned purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below.

*(Amount in thousands)*

S. No.	Particulars	Amount to be funded from Net Proceeds	Expenses incurred till June 29, 2023	Estimated Utilisation of Net Proceeds (F.Y. 2023-24)
<b>1</b>	Purchase of Drones	1,04,730.00	-	1,04,730.00
<b>2</b>	Purchase of Vehicle	55,000.00	-	55,000.00
<b>3</b>	Capital Expenditure	20,470.00	-	20,470.00
<b>4</b>	Working Capital Requirement	85,000.00	-	85,000.00
<b>5</b>	General Corporate Purposes	1,10,500.00	-	1,10,500.00
<b>6</b>	Issue Expenses*	66,300.00	10,000.00	56,300.00
	<b>Total</b>	<b>4,42,000.00</b>	<b>10,000.00</b>	<b>4,32,000.00</b>

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

## DEPLOYMENT OF FUNDS

The Company has received the Sources and Deployment Funds Certificate dated June 29, 2023 from M/s GAMS & Associates LLP, Chartered Accountants. The certificate states that the Company has deployed amounts aggregating Rs. 10,000.00 thousand as on June 29, 2023.

## INTERIM USE OF FUNDS

Pending utilization for the purposes described above, our Company intends to invest the funds in with scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934. Our management, in accordance with the policies established by our Board of Directors from time to time, will deploy the Net

Proceeds. Further, our Board of Directors hereby undertake that full recovery of the said interim investments shall be made without any sort of delay as and when need arises for utilization of process for the objects of the issue.

#### **BRIDGE FINANCING FACILITIES**

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Prospectus, which are proposed to be repaid from the Net Proceeds. However, depending on business exigencies, our Company may consider raising bridge financing for the Net Proceeds for Object of the Issue.

#### **MONITORING UTILIZATION OF FUNDS**

As the Net Proceeds of the Issue will be less than Rs. 10,000 Lakh, under the SEBI (ICDR) Regulations it is not mandatory for us to appoint a monitoring agency. Our Board and the management will monitor the utilization of the Net Proceeds through its audit committee. Pursuant to Regulation 32 of the SEBI (Listing Obligation and Disclosures Requirements) Regulations 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement will be certified by the Statutory Auditors of our Company. No part of the Issue Proceeds will be paid by our Company as consideration to our Promoter, our Directors, Key Management Personnel or companies promoted by the Promoter, except as may be required in the usual course of business.

#### **VARIATION IN OBJECTS**

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

#### **OTHER CONFIRMATIONS**

No part of the issue proceeds will be paid as consideration to promoters, directors, key managerial personnel, associates or group companies except in the normal course of business and as disclosed in the sections titled Our Promoters, Our Promoters Group and Our Management as mentioned on page nos. 171, 176 and 153 of this Prospectus.

*This space has been left blank intentionally.*

## BASIS FOR ISSUE 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 of the Company" beginning on page 26, 114 and 193 respectively of the Prospectus. The trading price of the Equity Shares of our Company could decline due to these risks and the investor may lose all or part of his investment.

The Price Band/ Issue 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 and on the basis of qualitative and quantitative factors. The face value of the Equity Shares is ₹ 10/- each and the Issue Price is ₹ 65/- each.

### QUALITATIVE FACTORS

Some of the qualitative factors, which form the basis for computing the price, are:

- *Integrated Business Model*
- *Cordial relations with our customers*
- *Quality Deliverables*
- *Favourable Government policies*
- *B2G Business Relations*

For further details, refer heading chapter titled -Our Business beginning on page 114 of this Prospectus.

### QUANTITATIVE FACTORS

Information presented below relating to the Company is based on the Restated Financial Statements. Some of the quantitative factors which form the basis or computing the price are as follows:

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

Financial Year	EPS (Basic & Diluted)	Weight
2022-23	25.80	3
2021-22	18.85	2
2020-21	(4.14)	1
<b>Weighted Average EPS</b>		<b>18.49</b>

#### Note:

- a) EPS Calculations have been done in accordance with Accounting Standard 20 - Earning per share issued by the Institute of Chartered Accountants of India.
- b) Basic earnings per share are calculated by dividing the net profit after tax by the weighted average number of Equity Shares outstanding during the period.

- c) Weighted Average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year/period adjusted by the number of Equity Shares issued during year/period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.
- d) For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares except where the results are anti-dilutive.

**2. Price to Earnings (P/E) ratio in relation to Issue Price of Rs. 65/- per Equity Share of face value Rs. 10/- each fully paid up.**

Particulars	P/E Ratio
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2022-2023	2.52
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2021-2022	3.45
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2020-2021	(15.68)
P/E ratio based on the Weighted Average EPS, as restated	3.52

*\*Not Annualized*

**Industry P/E as on March 31, 2023**

Highest	69.27
Lowest	69.27
**Average	69.27

*\*Sourced from BSE*

*\*Since there is only one listed company, the average is taken for only.*

**3. Return on Net Worth (RONW)**

Financial Year	Return on Net Worth (%)	Weight
2022-23	13.90%	3
2021-22	89.55%	2
2020-21	-188.49%	1
<b>Weighted Average</b>		<b>5.38%</b>

**Note:**

- a) Return on Net Worth (%) = Net Profit after tax attributable to owners of the Company, as restated /Net worth as restated as at year end.
- 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
- c) Net worth is aggregate value of the paid-up share capital of the Company and reserves and surplus, excluding revaluation reserves and attributable to equity holders.

**4. Net Asset Value per Equity Share**

Particulars	Net Asset Value (NAV) in Rs.
NAV as on March 31, 2023	35.15
NAV as on March 31, 2022	21.04
NAV as on March 31, 2021	2.20
NAV after the Offer- at Cap Price	33.36

<b>NAV after the Offer- at Floor Price</b>	32.52
<b>Issue Price</b>	32.52

*Note: Net Asset Value has been calculated as per the following formula:*

*NAV = Net worth excluding preference share capital and revaluation reserve/Outstanding number of Equity shares outstanding during the year or period*

## 5. Comparison with industry peers

#	Name of the company	Face Value (Per Share)	CMP	EPS	TTM P/E Ratio	RON W(%)	NAV (Rs. Per share)	PAT (Rs. Thousands)
1	Drone Destination Limited	10	[●]	25.8	2.52	13.90%	35.15	24,419.00
<b>Peer Group*</b>								
2	Droneacharya Aerial Innovations Limited	10	149.05	1.77	84.21	5.16%	27.63	34,197.00

\*Sourced from Annual Reports, Audited Financials, BSE.

*Note: Industry Peer may be modified for finalization of Issue Price before filing Prospectus with ROC.*

Notes:

- Considering the nature and turnover of business of the Company the peer are not strictly comparable. However, the same have been included for broader comparison.
- The figures for Drone Destination Limited are based on the restated results for the year ended March 31, 2023.
- The figures (except TTM PE) for the peer group are based on standalone audited results for the respective year ended March 31, 2022.
- TTM PE is based on Twelve Trailing Months.
- Current Market Price (CMP) is the closing price of respective scrip as on May 13, 2023.

For further details see section titled Risk Factors beginning on page 26 and the financials of the Company including profitability and return ratios, as set out in the section titled Auditors Report and Financial Information of Our Company beginning on page 193 of this Prospectus for a more informed view.

### **Key financial and operational performance indicators (“KPIs”)**

Our company considers that KPIs included herein below have a bearing for arriving at the basis for Offer Price. The KPIs disclosed below have been approved by a resolution of our Audit Committee dated May 15, 2023. Further, the KPIs herein have been certified by GAMS & Associates, Chartered Accountants, by their certificate dated May 17, 2023 vide UDIN 23088157BGUQYM5410. Additionally, the Audit Committee on its meeting dated May 15, 2023 have confirmed that other than verified and audited KPIs set out below, our company has not disclosed to earlier investors at any point of time during the three years period prior to the date of the Prospectus.

For further details of our key performance indicators, see “Risk Factors, “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 26,113 and 151 respectively. We have described and defined them, where applicable, in “Definitions and Abbreviations” section on page 2. Our Company confirms that it shall continue to disclose all the KPIs included in this section

“Basis for Offer Price”, on a periodic basis, at least once in a year (or for any lesser period as determined by the Board of our Company), for a duration that is at least the later of (i) one year after the listing date or period specified by SEBI; or (ii) till the utilization of the Net Proceeds. Any change in these KPIs, during the aforementioned period, will be explained by our Company as required under the SEBI ICDR Regulations.

**1. Key metrics like revenue growth, EBIDTA Margin, PAT Margin and few balance sheet ratio are monitored on a periodic basic for evaluating the overall performance of our Company**

**KPI indicators**

*(Amount in ₹ thousands, except EPS, % and ratios)*

Particulars	Financial Year ended March 31st, 2023	Financial Year ended March 31st, 2022	Financial Year ended March 31st, 2021
<b>Revenue from operations</b> <sup>(1)</sup>	1,20,722.41	25,646.24	3,917.78
<b>Growth in Revenue from Operations</b> <sup>(2)</sup>	370.72%	554.61%	100.00%^
<b>EBITDA</b> <sup>(3)</sup>	47,025.46	3,995.99	(239.40)
<b>EBITDA (%) Margin</b> <sup>(4)</sup>	38.94%	15.54%	(6.09)%
<b>EBITDA Growth Period on Period</b> <sup>(5)</sup>	1076.82%	N.A.	-
<b>ROCE (%)</b> <sup>(6)</sup>	18.65%	17.09%	(10.86)%
<b>Current Ratio</b> <sup>(7)</sup>	3.70	1.90	1.60
<b>Operating Cash flow</b> <sup>(8)</sup>	8,303.87	(754.88)	(1301.79)
<b>PAT</b> <sup>(9)</sup>	24,419.00	2,073.21	(455.95)
<b>ROE/ RoNW</b> <sup>(10)</sup>	13.90%	89.55%	(188.49)%
<b>EPS</b> <sup>(11)</sup>	25.80	18.85	(4.14)

**Notes:**

<sup>(1)</sup> Revenue from operations is the total revenue generated by our Company.

<sup>(2)</sup> Growth in Revenue in percentage, Year on Year

<sup>(3)</sup> EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

<sup>(4)</sup> EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations

<sup>(5)</sup> EBITDA Growth Rate Year on Year in Percentage

<sup>(6)</sup> ROCE: Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus long term debt

<sup>(7)</sup> Current Ratio: Current Asset over Current Liabilities

<sup>(8)</sup> Operating Cash Flow: Net cash inflow from operating activities.

<sup>(9)</sup> PAT is mentioned as PAT for the period

<sup>(10)</sup> ROE/RoNW is calculated PAT divided by shareholders' equity

<sup>(11)</sup> EPS is mentioned as EPS for the period

KPI	Explanation
<b>Revenue from operation</b>	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business.
<b>Revenue Growth Rate %</b>	Revenue Growth rate informs the management of annual growth rate in revenue of the company in consideration to previous period
<b>EBITDA</b>	EBITDA provides information regarding the operational efficiency of the business
<b>EBITDA Margin (%)</b>	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
<b>EBITDA Growth Rate %</b>	EBITDA Growth Rate informs the management of annual growth rate in EBITDA of company in consideration to previous period
<b>ROCE %</b>	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.

<b>Current Ratio</b>	Current ratio indicate the company's ability to bear its short term obligations
<b>Operating Cash Flow</b>	Operating cash flow shows whether the company is able to generate cash from day to day business
<b>PAT</b>	Profit after Tax is an indicator which determine the actual earning available to equity shareholders
<b>ROE/RoNW</b>	It is an indicator which shows how much company is generating from its available shareholders' funds
<b>EPS</b>	Earning per shares is the company's earnings available of one share of the Company for the period

## 2. GAAP Financial Measures

GAAP Financial measures are numerical measures which are disclosed by the issuer company in accordance with the Generally Accepted Accounting Principles (GAAP) applicable for the issuer company i.e., measures disclosed in accordance with Indian Accounting Standards ("Ind AS") or Accounting Standards ("AS") notified in accordance with Section 133 of the Companies Act, 2013, as amended (the "Act"). These measures are generally disclosed in the financial statements of the issuer company.

(₹ Thousands)

Particulars	Financial Year ended March 31st, 2023	Financial Year ended March 31st, 2022	Financial Year ended March 31st, 2021
<b>Revenue from operations</b>	1,20,722.41	25,646.24	3,917.78
<b>Profit after tax</b>	24,419.00	2,073.21	(455.95)
<b>Cash flow from operating activities</b>	8,303.87	(754.88)	(1,301.79)
<b>Cash Flow from investing activities</b>	(58,427.55)	(5,585.81)	(2,590.17)
<b>Cash Flow from financing activities</b>	1,48,925.28	9,503.16	3,970.04
<b>Net Change in Cash and cash equivalents</b>	98,801.59	3,162.47	78.09

## 3. Non- GAAP Financial measures

Non-GAAP Financial measures are numerical measures of the Technical Guide on Disclosure and Reporting of KPIs issuer company's historical financial performance, financial position, or cash flows that:

- Exclude amounts, or are subject to adjustments that have the effect of excluding amounts, that are included in the most directly comparable measures calculated and presented in accordance with GAAP in the financial statements of the issuer company; or
- Include amounts or are subject to adjustments that have the effect of including amounts, that are excluded from the most directly comparable measures so calculated and presented. Such adjustment items should be based on the audited line items only, which are included in the financial statements. These Non-GAAP Financial measures are items which are not defined under Ind AS or AS, as applicable. Generally, if the issuer company takes a commonly understood or defined GAAP amount and removes or adds a component of that amount that is also presented in the financial statements, the resulting amount is considered a Non-GAAP Financial measure. As a simplified example, if the issuer company discloses net income less restructuring charges and loss on debt extinguishment (having determined all amounts in accordance with GAAP), the resulting performance amount, which may be labelled "Adjusted Net Income," is a Non-GAAP Financial measure.

(in ₹ thousands, except %)

Particulars	Financial Year ended March 31st, 2023	Financial Year ended March 31st, 2021	Financial Year ended March 31st, 2020
<b>EBITDA</b>	47,025.46	3,995.99	(239.40)
<b>Adjusted revenues</b>	1,20,773.22	25,715.79	3,932.85
<b>Adjusted PAT</b>	24,419.00	2,073.21	(455.95)

<b>Gross margin</b>	75.51%	74.94%	77.93%
<b>EBITDA margin</b>	38.94%	15.54%	(6.09)%
<b>Working capital</b>	1,32,880.23	9,492.34	2,469.19
<b>PAT Margin</b>	20.22%	8.06%	(11.59)%
<b>Net worth</b>	1,75,734.10	2,315.10	241.90

Apart from the above, Ministry of Corporate Affairs (MCA), vide its notification dated March 24, 2021 has issued certain amendments to the Schedule III to the Act. Pursuant to these amendments, the below ratios are also required to be presented in the financial statements of the companies:

<b>Particulars</b>	<b>Financial Year ended March 31st, 2023</b>	<b>Financial Year ended March 31st, 2022</b>	<b>Financial Year ended March 31st, 2021</b>
<b>Current ratio</b>	3.70	1.90	1.60
<b>Debt-equity ratio</b>	0.06	6.42	21.85
<b>Debt service coverage ratio</b>	2.67	0.26	-0.04
<b>Inventory turnover ratio</b>	NA	NA	NA
<b>Trade receivables turnover ratio</b>	1.81	10.04	7.05
<b>Trade payables turnover ratio</b>	4.97	4.08	1.26
<b>Net capital turnover ratio</b>	0.91	2.70	1.59
<b>Net profit ratio</b>	20.23%	8.08%	(11.64)%
<b>Return on equity ratio</b>	13.90%	89.55%	(188.49)%
<b>Return on capital employed</b>	18.65%	17.09%	(10.86)%

<b>Ratio</b>	<b>Explanation</b>
<b>Current Ratio</b>	Current Assets divided by Current Liabilities
<b>Debt-equity ratio</b>	Long Term Debt divided by Net Worth
<b>Debt service coverage ratio</b>	EBIT divided by Total Debt + Finance Cost
<b>Inventory turnover ratio</b>	Company only has consumables and spares in inventory
<b>Trade receivables turnover ratio</b>	Revenue from Operations divided by Closing Debtors
<b>Trade payables turnover ratio</b>	Total Operating Expenses divided by Closing Creditors
<b>Net capital turnover ratio</b>	Revenue from Operations divided by Working Capital
<b>Net profit ratio</b>	Profit after Tax divided by Revenue from Operations
<b>Return on equity ratio</b>	Profit after Tax divided by Net Worth
<b>Return on capital employed</b>	EBIT divided by Networth Plus Long Term Debt



#### 4. Comparison of KPI with listed industry peers

(Amount in ₹ Thousands, except %)

Particulars	Drone Destination Ltd.		Droneacharya Aerial Innovations Pvt. Ltd.		ideaForge Technology Ltd.	
	FY 22-23	FY 21-22	FY 22-23	FY 21-22	First Half Year FY 2023**	FY 21-22
Revenue from operations <sup>(1)</sup>	1,20,722.41	25,646.24	1,85,695.00	35,873.00	13,95,480.00	15,94,390.00
Growth in Revenue from Operations <sup>(2)</sup>	370.72%	554.61%	417.65%	35773.00%	75.05%	359.24%
EBITDA <sup>(3)</sup>	47,025.46	3,995.99	55,792.00	5,751.00	6,59,520.00	7,51,310.00
EBITDA (%) Margin <sup>(4)</sup>	38.94%	15.54%	29.16%	16.03%	45.98%	46.54%
EBITDA Growth Period on Period <sup>(5)</sup>	1176.82%	NA*	870.13%	NA*	75.57%	NA*
ROCE (%) <sup>(6)</sup>	18.65%	17.09%	8.42%	3.85%	19.94%	49.63%
Current Ratio <sup>(7)</sup>	3.70	1.90	8.13	30.26	4.70	3.74
PAT <sup>(8)</sup>	24,419.00	2,073.21	34,197.00	4,065.00	4,52,120.00	4,40,060.00
ROE/ RoNW <sup>(9)</sup>	13.90%	89.55%	5.16%	2.81%	18.77%	39.46%
EPS <sup>(10)</sup>	25.80	18.85	1.77	0.35	12.49	13.84

\*\*All the information for listed industry peers mentioned above are on a standalone basis and is sourced from their respective audited/ unaudited financial results and/or annual report

#### Notes:

- (1) Total Income includes Revenue from Operations and Other Income as appearing in the Restated Financial Statements/ Annual Reports of the respected companies
- (2) Growth in Total Income (%) is calculated as Total Income of the relevant period minus Total Income of the preceding period, divided by Total Income of the preceding period
- (3) EBITDA is calculated as Profit before tax + Depreciation + Finance Cost
- (4) EBITDA Margin' is calculated as EBITDA divided by Total Income
- (5) EBITDA Growth Rate is calculated period on period
- (6) ROCE: Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus long term debt
- (7) Current Ratio: Current Asset over Current Liabilities
- (8) PAT is mentioned as PAT for the period
- (9) ROE/RoNW is calculated PAT divided by shareholders' equity
- (10) EPS is mentioned as EPS for the period

#### 5. Weighted average cost of acquisition

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

The details of the Equity Shares excluding shares issued under ESOP/ESOS and issuance of bonus shares during the 18 months preceding the date of this Prospectus where such issuance is equal to or more than 5 per cent of the fully diluted paid-up share capital of the Issuer Company (calculated based on the pre-issue capital before such transaction), in a single transaction or multiple transactions combined together over a span of rolling 30 days; and

Date of allotment	No of equity shares allotted	Face value	Issue price	Issue price (Adjusted For Bonus Shares)	Nature of allotment	Nature of consideration	Total consideration (in Rs.)
10-05-2019	10,000	10.00	10.00	2.86	Subscription to MOA	Cash	1,00,000
06-09-2019	1,00,000	10.00	10.00	2.86	Right Issue	Cash	10,00,000
12-11-2022	4,00,000	10.00	10.00	2.86	Right Issue	Cash	40,00,000
21-11-2022	5,00,000	10.00	10.00	2.86	Right Issue	Cash	50,00,000
09-12-2022	5,00,000	10.00	10.00	2.86	Right Issue	Cash	50,00,000
06-01-2023	4,90,000	10.00	10.00	2.86	Right Issue	Cash	49,00,000
22-02-2023	10,00,000	10.00	10.00	2.86	Right Issue	Cash	1,00,00,000
27-02-2023	10,00,000	10.00	10.00	2.86	Right Issue	Cash	1,00,00,000
28-02-2023	2,50,000	10.00	10.00	2.86	Right Issue	Cash	25,00,000
20-03-2023	1,90,000	10.00	80.00	22.86	Private Placement	Cash	1,52,00,000
31-03-2023	5,60,000	10.00	165.00	47.14	Private Placement	Cash	9,24,00,000
							<b>15,01,00,000</b>

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

There have been no secondary sale / acquisitions of Equity Shares, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-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:

Type of transaction	Weighted average cost of acquisition (₹ per equity shares)	Weighted average cost of acquisition after Bonus shares adjustment (₹ per equity shares)	Floor Price @ 62/- Per Share	Cap Price @ 65/- Per Share
Weighted average cost of primary / new issue acquisition	30.47*	8.71*	2.03	2.13
Weighted average cost of secondary acquisition	10.00**	NA	NA	NA

\*Calculated for last 18 months

\*\*Calculated for Transfer of Equity Shares.

6. Explanation for Offer Price / Cap Price being 6.2 times and 6.5 times price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in (d) above) in view of the external factors which may have influenced the pricing of the Offer.

Not Applicable.

## STATEMENT OF TAX BENEFITS

### Independent Auditor's Report on Statement of Special Tax Benefits

To

The Board of Directors

**DRONE DESTINATION LIMITED (formerly known as Drone Destination Private Limited)**

C-13, Ground Floor, Panchsheel Enclave,

Delhi 110017

Dear Sir,

**Sub: Statement of possible Special tax benefit ('the Statement') available to Drone Destination Limited and its shareholders prepared in accordance with the requirements under Schedule VI-Clause 9L of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the 'Regulations')**

We hereby confirm that the enclosed annexure, prepared by "**Drone Destination Limited**" ("**the Company**") states the possible special tax benefits available to the Company and the shareholders of the Company under the Income – tax Act, 1961 ('Act') as amended time to time, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the State Goods and Services Tax Act as passed by respective State Governments from where the Company operates and applicable to the Company, the Customs Act, 1962 and the Foreign Trade Policy 2015-2020, as amended by the Finance Act, 2021, i.e., applicable for the Financial Year 2021-22 relevant to the assessment year 2023-24, presently in force in India for inclusion in the Draft Red Herring Prospectus ("DRHP") / Red Herring Prospectus ("RHP") / Prospectus for the proposed public offer of equity shares, as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations").

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 the business imperatives, the company may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and its Shareholders and do not cover any general tax benefits. Further, these benefits are neither exhaustive nor conclusive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

Our views are based on the existing provisions of the Act and its interpretations, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could also be retroactive, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein.

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

- the Company or its Shareholders will continue to obtain these benefits in future;
- the conditions prescribed for availing the benefits, where applicable have been/would be met;
- The revenue authorities/courts will concur with the views expressed herein.

We hereby give our consent to include enclosed statement regarding the tax benefits available to the Company and to its shareholders in the DRHP for the proposed public offer of equity shares which the Company intends to submit to the Securities and Exchange Board of India provided that the below statement of limitation is included in the offer document.

**Limitations**

*Our views expressed in the statement enclosed are based on the facts and assumptions indicated above. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the interpretation of the existing tax laws in force in India and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. Reliance on the statement is on the express understanding that we do not assume responsibility towards the investors who may or may not invest in the proposed issue relying on the statement.*

The enclosed Annexure is intended solely for your information and for inclusion in the Draft Red Herring Prospectus / Red Herring Prospectus/ Prospectus or any other issue related material in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

**Signed in terms of our separate report of even date.**

**For GAMS & Associates  
Chartered Accountants  
Firm Registration No-N500094**

**S.C. Singhal  
Partner  
Membership No-088157**

**Place: Delhi**

**Date: May 15, 2023  
UDIN:- 23088157BGUQYL5181**

*This space has been left blank intentionally*

## **ANNEXURE TO THE STATEMENT OF TAX BENEFITS:**

Outlined below are the possible Special tax benefits available to the Company and its shareholders under the Income Tax Act, 1961 presently forced in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have different interpretation on the benefits, which an investor can avail.

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

### **1. Special Tax Benefits available to the Company under the Act:**

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

### **2. Special Tax Benefits available to the shareholders of the Company**

The Shareholders of the company are not entitled to any Special tax benefits under the Act.

#### **Notes:**

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

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

**Signed in terms of our separate report of even date.**

**For GAMS & Associates  
Chartered Accountants  
Firm Registration No-N500094**

**S.C. Singhal  
Partner  
Membership No-088157**

**Place: Delhi**

**Date: May 15, 2023  
UDIN:- 23088157BGUQYL5181**

## SECTION V – ABOUT THE COMPANY

### INDUSTRY OVERVIEW

*The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. None of the Company and any other person connected with the Issue have independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from believed to be reliable, but 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, projection forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on information.*

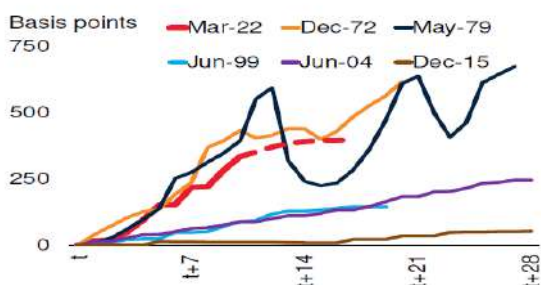
### GLOBAL OUTLOOK

Global growth is expected to decelerate sharply to **1.7 per cent in 2023**—the third weakest pace of growth in nearly three decades, overshadowed only by the global recessions caused by the pandemic and the global financial crisis. This is **1.3 percentage points below previous forecasts**, reflecting synchronous policy tightening aimed at containing very high inflation, worsening financial conditions. The United States, the euro area, and China are all undergoing a period of pronounced weakness, and the *resulting spillovers are exacerbating other headwinds faced by emerging market and developing economies (EMDEs)*. In the near term, urgent global efforts are needed to mitigate the risks of global recession and debt distress in EMDEs.

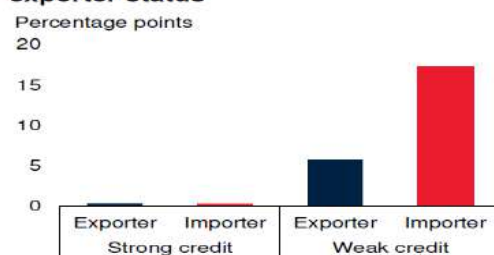
Global growth has slowed to the extent that the global economy is perilously close to falling into recession—defined as a contraction in annual global per capita income—only three years after emerging from the pandemic-induced recession of 2020. *Very high inflation has triggered unexpectedly rapid and synchronous monetary policy tightening around the world to contain it, including across major advanced economies (figure 1.1.A).* Although this tightening has been *necessary for price stability*, it has contributed to a significant worsening of global financial conditions, which is exerting a substantial drag on activity. **Asset prices** have been in broad, *synchronous decline, investment growth has weakened substantially, and housing markets in many countries are worsening rapidly.*

Although **inflation** is likely to *gradually moderate* over the course of the year, there are signs that underlying inflation pressures could be becoming more persistent. Monetary policy tightening in advanced economies, a strong U.S. dollar, geopolitical tensions, and high inflation have dampened risk appetite and led to widespread capital outflows and slowing bond issuance across EMDEs. Shockwaves continue to emanate from the *Russian Federation’s invasion of Ukraine*, especially in energy and other commodity markets. Financial conditions have particularly worsened for less creditworthy EMDEs, especially if they are also energy importers (*figure 1.1.B*)

**A. G7 policy rates**



**B. EMDE sovereign spread changes in 2022, by credit rating and energy exporter status**

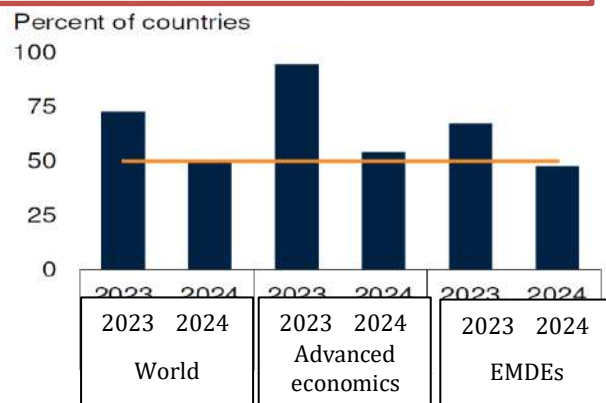


**Fiscal space** has narrowed considerably, and *concerns over debt sustainability in many countries have risen as global financial conditions have made it more difficult to service debt loads that have accumulated rapidly in recent years, particularly during the pandemic.* Most **commodity prices** have eased, to varying degrees, largely due to the slowdown in global growth and concerns about the possibility of a global recession. **Crude oil prices** have steadily declined from their mid- 2022 peak; meanwhile, **natural gas prices** in Europe soared to an all-time high in August but have since fallen back toward pre-invasion levels. **Non-energy prices**, particularly metal prices, have declined alongside weak demand. While **food prices** have eased from earlier peaks, food price inflation remains very high in some EMDEs. Against this backdrop, global growth is forecast to slow to **1.7 percent in 2023** (figure 1.1.C). This pace of **growth** would be the *third weakest in nearly three decades*, overshadowed only by the global recessions caused by the *pandemic in 2020* and the *global financial crisis in 2009*. This forecast is 1.3 percentage points lower than in June, largely reflecting more aggressive monetary policy tightening, deteriorating financial conditions, and declining confidence. **Growth projections** have been downgraded for almost all advanced economies and about two-thirds of EMDEs in 2023, and for about half of all countries in 2024 (figure 1.1.D).

Figure 1.1.C - Global growth



Figure 1.1.D - Share of countries with downgrades in growth forecasts



**Global trade** is also expected to *slow sharply alongside global growth*, despite support from a continued recovery in services trade. Downgrades to growth projections mean that global activity is now expected to fall even further below its pre-pandemic trend over the forecast horizon, with EMDEs accounting for most of the shortfall from trend (figure 1.1.E).

**In advanced economies**, conditions have deteriorated sharply, *owing to declining confidence alongside high inflation and rapid monetary policy tightening.* In the **United States**, one of the most aggressive monetary policy tightening cycles in recent history is expected to slow growth sharply. The **euro area** is also contending with severe energy supply disruptions and price hikes associated with the Russian Federation’s invasion of Ukraine. In all, *growth in advanced economies* is forecast to slow from **2.5 percent in 2022** to **0.5 percent in 2023**.

**In EMDEs**, growth prospects have worsened materially, with the *forecast for 2023* downgraded **0.8 percentage point to a subdued 3.4 percent**. The downward revision results in large part from weaker external demand and tighter financing conditions. *Excluding China, EMDE growth* is forecast to *decelerate from 3.8 percent in 2022 to 2.7 percent in 2023* as significantly weaker external demand is compounded by *high inflation, tighter financial conditions, and other domestic headwinds*. Low-income countries (**LICs**) are expected to *grow 5.1 percent in 2023*, with forecasts downgraded in about 65 percent of countries. As a result of the sharp slowdown in global growth, **per capita income** is *not expected to surpass 2019 levels until at least 2024* in about one-third of EMDEs. **Per capita income growth** is expected to be *slowest where poverty is highest* (figure 1.1.F).

Figure 1.1.E - Deviation of output from pre-pandemic trends

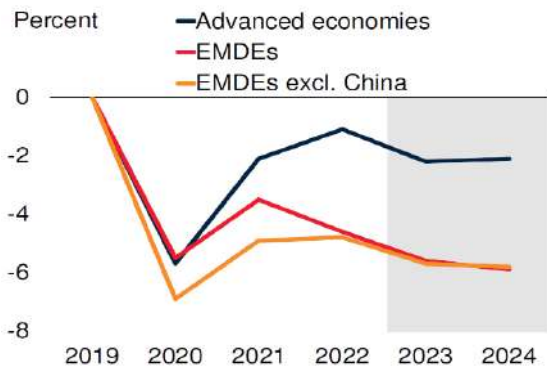
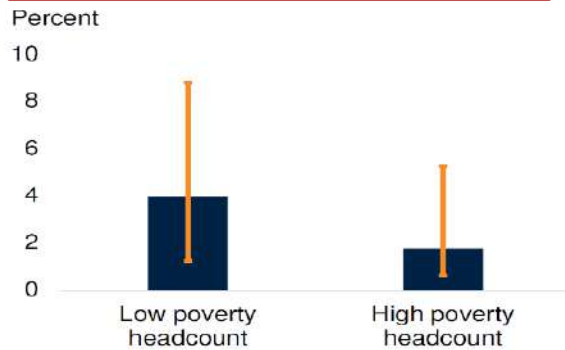


Figure 1.1.F - EMDE per capita GDP Growth, by bottom and top quartile poverty headcount ratio



Source: World bank (world economic prospects - Jan 2023)

## GLOBAL TRADE

**Global trade growth** decelerated in the second half of 2022, in tandem with deteriorating activity in major economies. Weakening trade mirrored the *slowdown in global industrial production*, as demand shifted toward its pre-pandemic composition and away from goods. Despite this moderation, *goods trade surpassed pre-pandemic levels last year*; meanwhile, *services trade continued to recover*, supported by the gradual shift in demand toward services. **Tourism flows** rebounded as *many countries eased travel restrictions but remained well below pre-pandemic levels* and uneven across regions (WTO 2022). Although **global supply chain pressures** are still above pre-pandemic levels, they have eased since mid-2022, as reflected in lower transportation costs and normalization of inventories (figures 1.2.A and 1.2.B). **Weakening demand** for goods is expected to *reduce these pressures further in 2023*.

After softening to 4 percent in 2022, **global trade growth** is expected to *decelerate further to 1.6 percent in 2023*, largely reflecting *weakening global demand* (figure 1.2.C). Trade is envisaged to be particularly subdued in EMDEs with strong trade linkages to major economies where demand is expected to slow sharply. *In all*, the current post-recession rebound in global trade is on course to be among the **weakest on record** (figure 1.2.D). **Travel and tourism** are expected to *pick up further* but will be *constrained by slower global activity and high input costs*. **Goods trade** is expected to *moderate owing to subdued demand and a gradual shift in consumption toward services*.

Figure 1.2.A - Global supply chain pressures

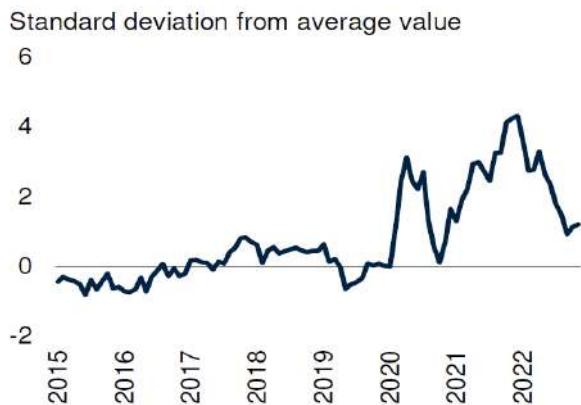
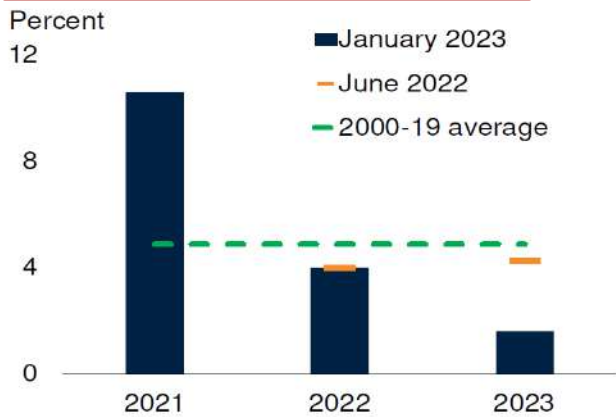


Figure 1.2.B - Manufacturing PMIs

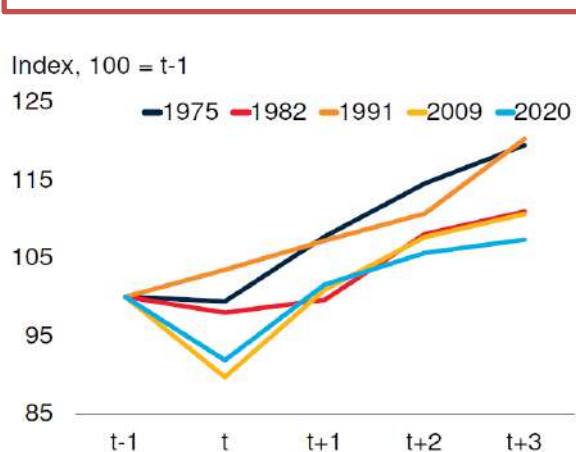




**Figure 1.2.C - Global trade growth**



**Figure 1.2.D - Global trade growth after global recessions**



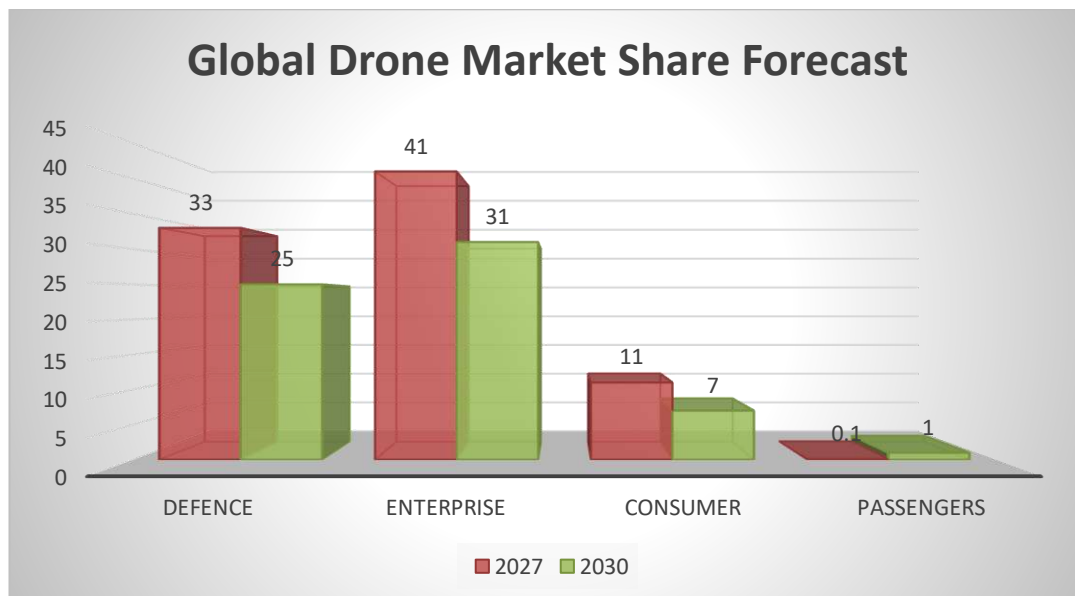
Source: World bank (world economic prospects - Jan 2023)

**Global Drone Industry Overview**

According to the latest research study, the demand of global [Drone Market size](#) & share in terms of revenue was valued at USD 30.21 billion in 2022 and it is expected to surpass around USD 260.5 billion mark by 2030, growing at a compound annual growth rate (CAGR) of approximately 38.75% during the forecast period 2023 to 2030.”

(Source: <https://www.globenewswire.com/news-release/2023/03/23/2633367/0/en/Drone-Market-is-Anticipated-to-Surpass-USD-260-5-Billion-by-2030-at-a-CAGR-of-38-75-from-2023-2030-Increasing-Drone-Use-in-Transport-Activities-to-Propel-Market-Growth.html>)

With the increased commercialisation, the global drone market forecast is estimated to be around 33% in Defence Industry and 41 % in Enterprise Industry for the year 2027. However, the enterprise drones segment is expected to be on a steady rise and is expected to account for about 31% in Enterprise Industry and 25% in Defence Industry, of the global drone market share by the year 2030 (please refer the graph below).



(Source: 1 Lattice, Drone Industry Report, 2023)

## Global Drone Defence Market

Drones have found an increased use by defence and security forces across the globe, in surveillance, combat support and electronic warfare. Factors of incorporation of LiDAR, global navigation satellite systems, thermal cameras & infrared imaging systems, and increased abilities to carry heavy payloads are expected to provide a consistent growth in the defence drone market.

### LEADING GEOGRAPHICAL MARKET

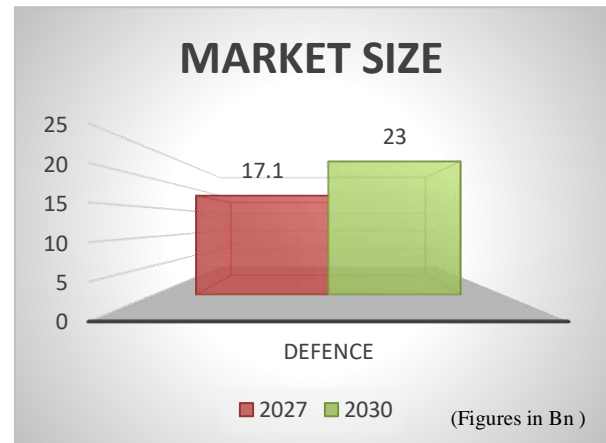
The Northern American region accounted for the largest market share in 2021's global defence drone market. In the race to gain air superiority, countries in the Asia-Pacific region are heavily investing in drone R&D, and are expected to fuel demand.

(Source: <https://www.fortunebusinessinsights.com/military-drone-market-102181>)

### MARKET SIZE

The global defence drone market is estimated at around USD 17.1 billion in 2027, and is expected to grow to USD 23 billion at a CAGR of ~11% by 2030.

(Source: 1 Lattice, Drone Industry Report, 2023)



## Global Drone Enterprise Market

Currently, the enterprise drone market is in its nascent stages with regulatory complications such as the Line-of Sight requirement, among others. Drones are expected to be employed on a massive scale in various industries, with construction and real estate and agriculture being the most significant segments of the enterprise drone market due to them being early adopters of the technology. Research and development into advanced drone technology and industry-specific software are expected to drive adoption and improved operational efficiencies. With increasing drone autonomy and an uptick in drone licenses and registrations, the cost of drone adoption will lower, further encouraging more use cases across various industries. With market friendly regulations and widespread adoption by multiple industries, including land surveying & progress monitoring for real estate & construction, crop and animal monitoring for agriculture, and monitoring & inspection for oil & gas, the enterprise drone market is set to record multi-fold growth.

It includes:

1. Counter Drone
2. Agriculture
3. Public Safety
4. Utilities
5. Construction and Real Estate
6. Mining
7. Oil and Gas

**MARKET SIZE**

The global enterprise drone market was estimated at USD ~20.8 Billion in 2027 and at USD ~28.0 Billion in 2030.

**LEADING END-USE APPLICATION**

The global agriculture drone market is projected to reach US\$ 2.5B by CY27, growing at a CAGR of 32%

**LEADING GEOGRAPHICAL MARKET**

The Northern American region accounted for the largest market share of ~40% in 2021, and is expected to grow significantly due to developments in drone technology, favourable government efforts, and growing demand from enterprises across numerous industries.

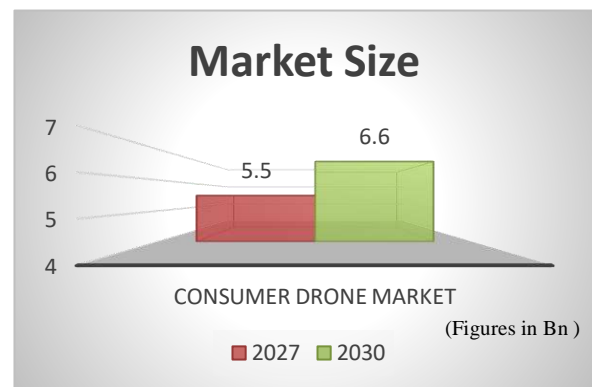
*(Source: <https://www.globenewswire.com/en/news-release/2022/12/30/2581124/0/en/Commercial-Drone-Market-Report-on-47-38-Billion-Industry-Opportunity-Increasing-Usage-of-Small-Drones-in-Commercial-Applications-Remote-Sensing-Technologies-to-propel-the-industry-.html>.)*

**CONSUMER DRONE MARKET**

**MARKET SIZE**

The global consumer drone market is expected to grow at a CAGR of 9% from 2023 to 2030 to a USD 5.5 Billion market segment by 2027 and USD 6.6 Billion by 2030.

*(Source: I Lattice, Drone Industry Report, 2023)*



**LEADING END-USE APPLICATION**

Drone usage for recreational purposes relates to the use of drones by hobbyists for videography or simply for the fun of flying a drone. The drone market for recreational use is expected to grow due to growth in the "experience economy" as social media takes center stage.

**LEADING GEOGRAPHICAL MARKET**

The Northern American region accounted for the largest market share of over 36% in 2022 due to increased adoption by users. Countries in the Asia-Pacific region forecast a CAGR of ~15% between 2023 and 2030 owing to China’s thriving drone industry, an established consumer market in Japan, and increased demand from countries like India.

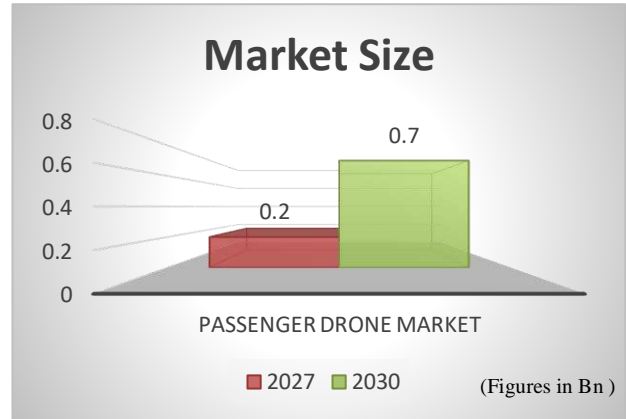
*(Source: <https://www.grandviewresearch.com/industry-analysis/consumer-drone-market> )*

**PASSENGER DRONE MARKET**

The passenger drone market is witnessing an increased demand for intra-city and inter-city transportation, though it is currently at a nascent stage due to technological limitations.

**MARKET SIZE:** The global passenger drone market is estimated at USD 0.2 Billion by 2027 and USD 0.7 Billion by 2030.

(Source: *1 Lattice, Drone Industry Report, 2023*)



**DRONE-AS-A-SERVICE**

With the newfound use of drones by enterprises, a drone-as-a-service (“DaaS”) provides enterprises with the ability to avail the technology without investment into the hardware, software, pilot training, and maintenance.

(Source: [https://www.business-standard.com/podcast/technology/everything-you-need-to-know-about-the-drone-as-a-service-model-122033000072\\_1.html](https://www.business-standard.com/podcast/technology/everything-you-need-to-know-about-the-drone-as-a-service-model-122033000072_1.html) )

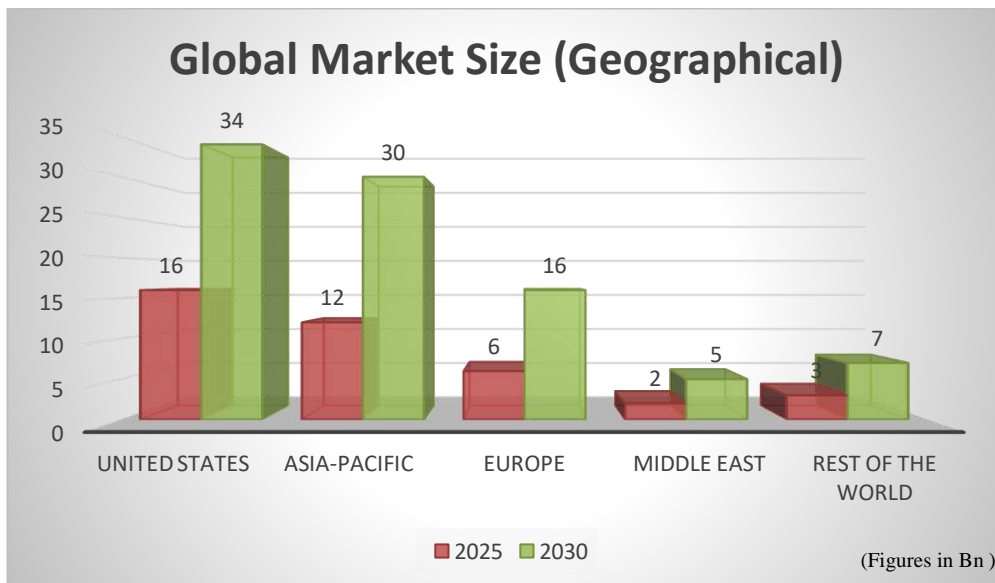
The Drone Service Market is estimated to grow from USD 18.6 Billion in 2023 to USD 40.7 Billion in 2026 at a CAGR of 23.8%. North America is estimated to account for the largest share of drone services market in 2021.

(Source: <https://www.marketsandmarkets.com/Market-Reports/drone-services-market-80726041.html>)

**GLOBAL MARKET BY GEOGRAPHY**

The US is expected to be the largest market for drones in the world, and at USD 16 billion, accounted for the largest global market share in 2025. It is expected to grow to USD 34 billion by 2030. The US’s growth is set to be complemented by an accelerated growth in the Asia-Pacific region, which was estimated at USD 12 billion in 2025 and is expected to grow to a USD 30 billion market by 2030

(Source: <https://www.statista.com/statistics/1234550/worldwide-drone-market-by-region/>)



(Source: *Statista, Drone economy worldwide 2020-2030, by region*)

## **INDIAN MACROECONOMIC**

India's growth continues to be resilient despite some signs of moderation in growth, says the World Bank in its latest **India Development Update**, the World Bank India's biannual flagship publication.

**The Update notes that although significant challenges remain in the global environment, India was one of the fastest growing economies in the world.** The overall growth remains robust and is estimated to be 6.9 percent for the full year with real GDP growing 7.7 percent year-on-year during the first three quarters of fiscal year 2022/23. There were some signs of moderation in the second half of FY 22/23. Growth was underpinned by strong investment activity bolstered by the government's capex push and buoyant private consumption, particularly among higher income earners. Inflation remained high, averaging around 6.7 percent in FY22/23 but the current-account deficit narrowed in Q3 on the back of strong growth in service exports and easing global commodity prices.

**The World Bank has revised its FY23/24 GDP forecast to 6.3 percent** from 6.6 percent (December 2022). Growth is expected to be constrained by slower consumption growth and challenging external conditions. Rising borrowing costs and slower income growth will weigh on private consumption growth, and government consumption is projected to grow at a slower pace due to the withdrawal of pandemic-related fiscal support measures.

**Although headline inflation is elevated, it is projected to decline** to an average of 5.2 percent in FY23/24, amid easing global commodity prices and some moderation in domestic demand. The Reserve Bank of India's has withdrawn accommodative measures to rein in inflation by hiking the policy interest rate. India's financial sector also remains strong, buoyed by improvements in asset quality and robust private-sector credit growth.

**The central government is likely to meet its fiscal deficit target of 5.9 percent of GDP** in FY23/24 and combined with consolidation in state government deficits, the general government deficit is also projected to decline. As a result, the debt-to-GDP ratio is projected to stabilize. On the external front, the current account deficit is projected to narrow to 2.1 percent of GDP from an estimated 3 percent in FY22/23 on the back of robust service exports and a narrowing merchandise trade deficit.

*(Source: <https://www.worldbank.org/>)*

### **The labor market has recovered unevenly**

On the labor market front, improvements have been uneven. Enrolments to the employment provident fund—a proxy for formal employment—moderated in Q3 FY22/23 (following an increase in Q2), driven by firms in the services sector. The number of new subscribers to the employee provident fund remained below one million through October-December 2022. However, the unemployment rate dipped from the year's peak of 8.1 percent in August 2022 to 7.5 percent in February 2023, driven by a sustained fall in urban unemployment. Unemployment in rural areas fell below 7 percent in January but increased slightly in February. Demand for work under the Mahatma Gandhi National Rural Employment Guarantee Act (MGNREGA) also moderated from December to January and remains around pre-pandemic levels.

### **Headline inflation averaged 6.3 percent over Oct 2022 – Feb 2023**

Headline CPI inflation averaged 6.3 percent in October 2022-February 2023, a percentage lower than that in the first half of FY 22/23 (Figure 1). Inflation settled within the Reserve Bank of India's (RBI) target range (2 – 6 percent) for the first time in 2022 in November and again in December. The moderation in prices was driven by

a decline in food inflation, which accounts for almost 40 percent of the national CPI basket. Food prices softened the most for vegetables and fruits, while prices edged up for cereals, spices and protein-based food items (Figure 2). The upward pressure on cereals and spices contributed to headline inflation once again rising to above the RBI's tolerance band in January and February 2023. Fuel inflation remained moderate over this period, with kerosene prices registering a decline in response to softening international prices. Over the past year, the government implemented several supply-side measures to control inflation – prohibiting wheat exports, imposing export duty on rice and continuing increased entitlements under the food subsidy program to protect vulnerable sections of the population from rising food inflation.

Figure 1: Headline inflation is elevated but easing as food and fuel prices moderate

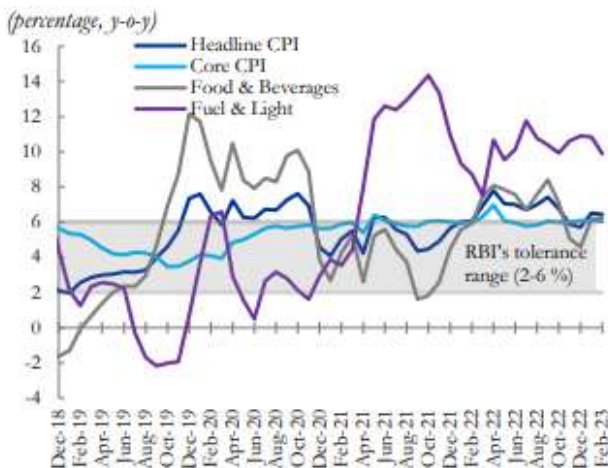
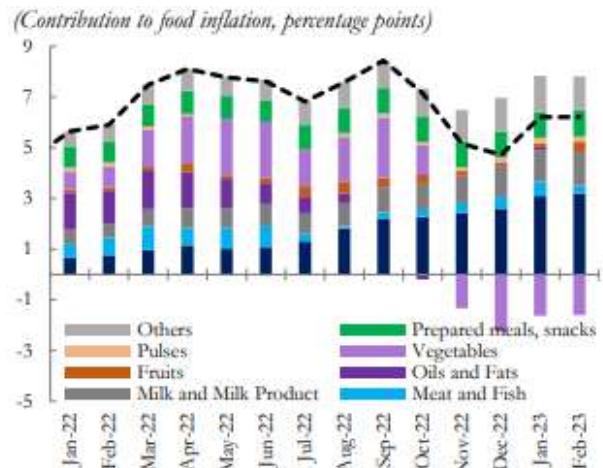


Figure 2: Food inflation has moderated driven by lower inflation in vegetables



### The RBI has continued to hike interest rates in response to inflationary pressure

As inflation remained around the upper threshold of the RBI's inflation target through the second half of FY22/23, exceeding the 6-percent mark in January, the central bank's Monetary Policy Committee (MPC) continued to hike the policy interest rate (repo rate). Since May 2022, the MPC has hiked the repo rate by 250 basis points in six successive meetings from 4 percent to 6.5 percent. However, as price pressures eased on some fronts and global growth slowed, the pace of tightening also slowed, with the RBI only increasing the repo rate by 25 basis points in February, compared with four successive hikes of 40-50 basis points in the first half of 2022. The Standing Deposit Facility (SDF), for overnight deposits of commercial banks with the RBI, has effectively replaced the fixed rate reverse repo rate as the floor of the liquidity adjustment facility and remains 25 basis points below the repo rate. The RBI has continuously highlighted the need to bring inflation back to its threshold range to prevent inflation expectations from getting unanchored. Inflation expectations increased after the pandemic and peaked at over 12 percent in November 2021 but have moderated since then and remain well below their average level in 2010-14.

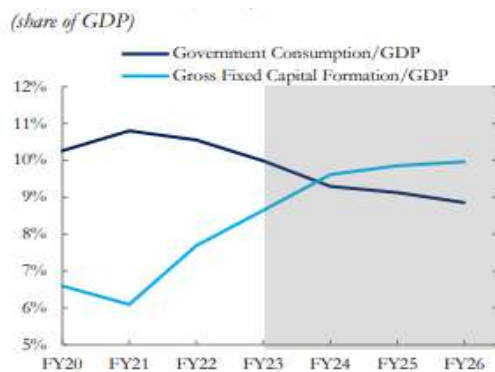
### OUTLOOK

#### Real GDP growth is expected to moderate in FY23/24 due to global spillovers, monetary policy tightening and slower consumption growth

Real GDP growth is expected to moderate from 6.9 percent in FY22/23 to 6.3 percent in FY23/24, because of continued global growth spillovers, the lagged impact of the monetary policy tightening and slower consumption

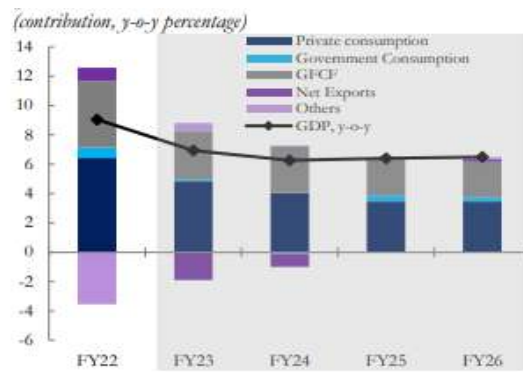
growth (Figure 4). Global growth is expected to slow down significantly in 2023 to 1.8 percent (compared to 2.8 percent in 2022), with the pace of growth likely to be the third weakest in nearly three decades and overshadowed only by the global recessions caused by the pandemic in 2020 and the global financial crisis in 2009 (Global Economic Prospects, January 2023). Economic activity has softened amid deteriorating financial conditions on the back of synchronized global monetary policy tightening. While inflation is expected to ease this year following subsiding global supply disruptions, softer demand, and moderating prices of critical commodities like metals and oil, it is likely that inflationary pressures will be persistent for a longer period (Global Economic Prospects, January 2023). In India, while the central bank hiked its policy rate multiple times since May 2022 to keep elevated household inflation expectations anchored, headline inflation remains elevated. The lagged impact of monetary policy tightening, heightened growth uncertainty, and reduced current spending of the government are expected to constrain domestic demand in India in FY23/24. Merchandise export growth will slow down as global demand softens and import growth will also be muted due to moderating domestic demand. The trade deficit is expected to narrow which would lower the drag net exports places on growth compared to FY22/23.

Figure 3: GDP share of government consumption is on a downward trajectory



Source: CEIC and World Bank Staff calculations  
 Note: The shaded reaction reflects the World Bank revision

Figure 4: ...contributing to a moderating GDP growth in FY23/24



**Domestic demand will be tempered by higher borrowing costs, lower share of current spending by the government and heightened growth uncertainty**

Although private consumption growth was robust in FY22/23, growth momentum is expected to be modest in FY23/24. Weaker global growth prospects and rising borrowing costs are likely to weigh on discretionary spending. Consumer spending by lower-income groups is expected to be hit, weaker than the tepid FY22/23 outcomes, due to slower growth in their incomes. This is consistent with labor market data indicating that over the past two years jobs and earnings losses were higher among informal workers like those in casual-wage work, those with below-tertiary level education, and those in low-paying sectors most affected by the pandemic, such as retail and hospitality services, and construction. While some of these workers and sectors have bounced back to or even surpassed pre-pandemic levels, the weak points of the recovery have shifted as migrants moved back to rural areas and the share of agricultural workers, who are also in vulnerable employment and are among the lowest earners, increased. Domestic demand is also likely to be curtailed by a slower increase in government consumption as the Union Budget reaffirmed the government’s commitment to reducing the share of current spending to 11.6 percent of GDP from 15.6 percent in FY20/21. Overall, government consumption as share of GDP is projected to decline from 10 percent in FY22/23 to 9.3 percent in FY23/24 (Figure 3)

**There are some downside risks to India’s growth in FY23/24**

Despite the overall resilience of the economy, there are significant headwinds to growth in FY23/24. The recent turmoil in the financial sector in the US and Europe may have adverse spill overs for the global financial markets

through increased volatility and reduced risk appetite for emerging market assets. This could lead to another round of portfolio capital outflows, which in turn could contribute to depreciation pressures on the Indian rupee. External pressures notwithstanding, Indian banks are well capitalized, and the pace of interest rate hikes has been modest compared with advanced economies so the impact of policy tightening on bank balance sheets has been less severe. There are upside risks to food prices due to potentially extreme weather events during the summer and monsoon months. As a result, higher headline inflation could dampen domestic demand. Rural household incomes could also be affected by lower-than-expected agricultural output from the winter harvest due to unseasonal rainfall. Lastly, the expected fiscal consolidation and stabilization of the public debt ratio at around 83 percent are predicated on nominal GDP growth remaining in double digits through the forecast period. Given the high nominal effective rate of interest on public debt (at over 7 percent) a faster than expected moderation in economic growth would cause the public debt-to-GDP ratio to increase further instead of stabilizing at current levels.

### **Indian Drone Industry Overview**

The Indian drone industry has witnessed a rapid growth in recent years, driven by the increasing demand for drones across a range of sectors, including agriculture, infrastructure, public safety, and defence.

The GoI is actively promoting the growth of this industry by introducing policies and initiatives to encourage innovation and entrepreneurship in this field. The Civil Aviation Ministry estimates that the Indian drone market shall reach an estimated turnover of INR 120 to 150 billion by 2026.

(Source: <https://www.moneycontrol.com/news/business/stocks/rs-80-crore-fledgling-drone-industry-in-india-spreads-wings-for-rs-15000-crore-long-haul-8746731.html> )

In the Union Budget for FY 2022-23, the GoI announced its focus towards promoting the “Kisan Drone” – envisaged as high-tech chemical-free natural alternative to farming to be built on a public-private partnership basis. This Budget also witnessed launch of the “Drone Shakti” mission which will promote drone start-ups as DaaS providers.

(Source: <https://timesofindia.indiatimes.com/education/news/focus-on-drone-shakti-at-itis-could-be-a-game-changer/articleshow/89458890.cms> )

The following year’s Union Budget (2023-24) saw the GoI introduce the “Pradhan Mantri Kaushal Vikas Yojana 4.0” to provide industry focused courses like drones, robotics, and mechatronics.

(Source: <https://www.moneycontrol.com/news/business/budget/union-budget-2023-govt-to-train-lakhs-of-youth-in-ai-drones-coding-in-the-next-3-years-9979221.html> )

The Indian drone industry has seen the emergence of several start-ups and companies offering a range of drone-based services, including aerial mapping, surveying, inspection, and delivery. Some of the key players in the industry include TechEagle, IdeaForge, Aarav Unmanned Systems, and Quidich Innovation Labs

### **POTENTIAL OF INDIAN DRONE MARKET**

The drone manufacturing industry in India is still in its nascent stages, with a relatively small number of companies currently involved in the production of drones. However, the industry is growing rapidly in recent years, driven by the increasing demand for drone across various sectors such as agriculture, energy & utilities, construction, public safety, and defence.

The Indian drone market potential is expected to grow to USD 23 billion by 2030.

(Source: 1 Lattice, Drone Industry Report, 2023 and “Making India the drone hub of the world- August 2022” Report by EY & FICCI )



## ATMANIRBHAR BHARAT AND THE SIGNIFICANCE OF DRONE MANUFACTURING IN INDIA

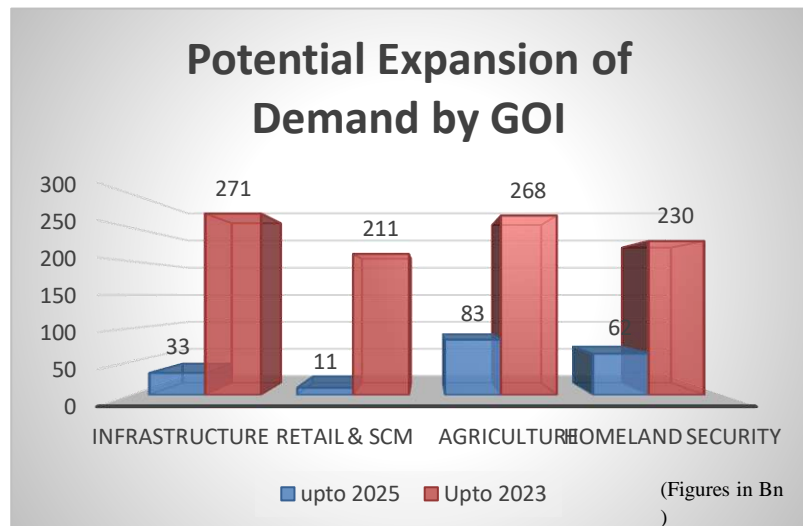
Atmanirbhar Bharat, which means self-reliant India, is the vision of the Honorable Prime Minister of India, with a mission of making India “a greater and more significant aspect of the worldwide economy”. It is possible to accomplish this vision by seeking after arrangements that are effective, serious, and strong, and acting naturally, supporting and self-creating. The Honorable Prime Minister envisages quantum jumps in the economy, instead of merely incremental, and such quantum jumps are to be driven by ‘new-age technologies ‘.

Given the parameters of the Atmanirbhar Bharat Abhiyan, drone manufacturing meets the requirements to a compelling degree. There is a **huge potential of the manufacturing of drone components in the country**. The latent availability of components within multiple elements of Indian Industry makes it feasible for the concerned industry expertise to be re-oriented towards manufacturing of drones.

(Source: <https://aatmanirbharbharat.mygov.in/>)

### DEMAND CREATION BY GOI

The government would play a critical role in creation of a viable market for drones, so that the country can realize its own manufacturing potential. The government’s fillip through its role as market maker has a potential to expand demand to approximately INR 75,000 Cr in the Commercial sector, and INR 23,000 Cr in the Homeland Security sector. As much as **60% of the commercial manufacturing potential will arise from Government dominated sectors**.



### DEMAND THROUGH MINISTRIES

- *Ministry of Defence.* It is recommended that between 5 to 10% of defense capital budget be allocated for procurement of new drones as well as upgradation of the existing fleet (excluding MRO).
- *Ministry of Home Affairs.* MHA could allocate budget for drones in central schemes like the “Nirbhaya scheme”. Specific allocation for drone procurement under the Police Modernization budget will act as a force multiplier to the law enforcement agencies.
- *Ministry of Urban Development.* The Ministry should recommend drone enabled solutions within the illustrative smart city solutions under the AMRUT mission.

### THE THREE PS: PROCUREMENT PROCESSES, PERMISSIONS AND PSUS

#### Simplifying procurement processes

- A strong case exists to simplify the tendering process of drones by establishing use-case wise standard specs across government departments.
- Considering that drones are an emerging technology and all companies working on the same are startups, procurements process should not have a heavy Pre-Q criterion (most drone companies do not have

significant revenue at this stage) — the process should be QCBS based i.e., Quality cum Cost-Based Selection.

- Adoption would be dramatically accelerated if there were to be procurement commitment of at least 25% or 50% of quantities, in the case of nearest specifications or single-vendor scenarios, respectively.

### **Permissions**

There is a need to provide expedited permissions for a specific project/duration if the area is falling in a Red/Yellow zone.

### **PSUs**

In the past, various ministries have directed their respective PSUs to actively explore / adopt drones in their operations. However, regulatory challenges have stymied implementation efforts. Respective ministries could re-issue such directives to encourage faster adoption of drones while delivering additional benefits.

### **COLLATERAL-FREE AND PERSONAL-GUARANTEE FREE LOANS**

Many **drone startups** are **unable to access bank credit** from traditional channels, mainly due to high credit risk. VC (often foreign) funding remains the only option for such companies.

Financial institutions should provide collateral-free and personal-guarantee free project finance loans at low interest rates to Start-up or MSME companies that have received confirmed government or private sector orders. This will enable them to use the funds toward their working capital needs to fulfill orders. This will also prevent local companies from seeking FDI just to fulfill working capital requirements.

Further, financial institutions may consider giving collateral-free, and personal guarantee free loans up to 100% for companies seeking to invest in testing and manufacturing infrastructure in this sector, as this would also help in reducing the capital-intensive requirements in drone manufacturing.

*(Source: “Making India the drone hub of the world- August 2022” Report by EY & FICCI )*

### **REGULATORY ENVIRONMENT**

In order to liberalize regulations for drones in the country and encourage investments in the Indian drone market, the GoI notified the Drones Rules, 2021 (“Rules”) in supersession of the Unmanned Aircraft System Rules, 2021, as the erstwhile regulations implemented were highly restrictive and were disregarded by the stakeholders.

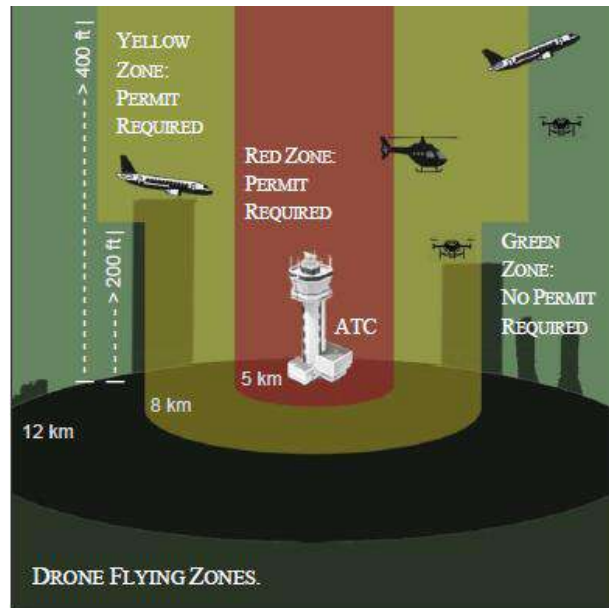
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## FLYING ZONES

**Green Zone:** Green zone is the airspace from the ground up to a vertical distance of 400 ft (120 meters). You can fly your drone in a green zone without the need for permission from the DGCA through Digital Sky.

**Yellow Zone:** A yellow zone is a controlled airspace. To fly in the yellow zone you would require permission from the air traffic control authority. A yellow zone is applicable for a vertical distance of 200 ft for up to 12 km from the perimeter of an operational airport. The provisions of a yellow zone are also applied above 400 ft.

**Red Zone:** Red zone is the restricted airspace where drone operations are not permitted unless 'exceptional circumstances' follow. Commercial or leisure drone operations in red zones are generally prohibited.



## PRODUCT LINKED INCENTIVE

As part of the Atma Nirbhar Bharat Abhiyan, the GoI notified a PLI scheme with the objective to incentivise manufacturing of drones and drone components in India to make them self-sustaining and globally competitive.

- Tenure of the scheme: 3 years (starting from FY 2021-22).
- Total amount allocated: INR 1.20 billion.
- Cap on incentive by claimant: 20% of the value addition made.
- The PLI scheme covers a **wide variety** of drone components such as Airframe, propulsion systems (engine and electric), power systems, Communications systems, Cameras, sensors, spraying systems etc.
- list of eligible components may be **expanded** by the Government from time to time.
- the eligibility norm for **MSME and startups** in terms of annual sales turnover at a **nominal level** - INR 2 cr (for drones) and INR 50 lakhs (for drone components)
- Eligibility norm for non-MSME companies in terms of annual sales turnover has been kept at INR 4 crore (for drones) and INR 1 crore (for drone components).

The PLI scheme will attract foreign manufacturers to set up facilities in India.

(Source: <https://pib.gov.in/PressReleaseIframePage.aspx?PRID=1755157> )

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## SCHMES INTRODUCED BY GOI

1. SMAM
2. SVAMITVA
3. Drone Shakti

### SMAM

Considering the unique advantages of drone technologies in agriculture, the Department of Agriculture & Farmer Welfare has released the standard operating procedures (SOPs) for use of drones in pesticides and nutrient application.

In order to make this technology affordable to the farmers and other stakeholder of this sector, financial assistance of 100% of cost of drones together with the contingent expenditure is extended under sub-mission on Agricultural Mechanisation (SMAM) to the farm machinery training and testing institutes Indian Council of Agricultural Research, Krishi Vigyan Kendra (KVK) and state agricultural universities (SAUs) for its demonstration on the farmer's fields.

In order to provide agricultural services through drone application, financial assistance of 40% of the basic cost of drone and its attachments or Rs 4 lakh, whichever is less, is also provided for drone purchase by existing and new **custom hiring centers (CHCs) under cooperative society of farmers, FPOs and rural entrepreneurs.**

The agriculture graduates establishing CHCs are eligible to receive financial assistance of 50% of the cost of drone up to a maximum Rs. 5 lakh. Funds are released for drone technology promotion based on the proposals received from various eligible entities under the scheme and during the current year, so far an amount of Rs 2.25 crore has been released towards this.

(Source: <https://government.economictimes.indiatimes.com/news/governance/drones-in-agriculture-govt-providing-drone-cost-and-contingent-expenditure-under-smam-minister/90269335#:~:text=In%20order%20to%20make%20this,training%20%26%20testing%20institutes%2C%20institutions%20of>)

### SVAMITVA (Survey of villages and mapping with improvised technology in village areas)

SVAMITVA, a Central Sector Scheme of Ministry of Panchayati Raj was nation-wide launched by the Hon'ble Prime Minister on National Panchayati Raj Day, 24th April 2021 after successful completion of pilot phase of scheme (2020-2021) in 9 states. Scheme is a reformative step towards establishment of clear ownership of property in rural inhabited (Abadi) areas, by mapping of land parcels using drone technology and providing 'Record of Rights' to village household owners with issuance of legal ownership cards (Property cards/Title deeds) to the property owners. The Scheme is implemented with the collaborative efforts of the Ministry of Panchayati Raj, State Revenue Department, State Panchayati Raj Department and Survey of India. The scheme covers multifarious aspects viz. facilitating monetisation of properties and enabling bank loan; reducing property related disputes; comprehensive village level planning, would be the stepping-stone towards achieving Gram Swaraj in true sense and making rural India **Atmanirbhar**.

The Government of India has decided to implement a scheme for surveying the land parcels in rural inhabited area using Drone technology. The survey shall be done across the country in a phase wise manner over the period of five years (2020 - 2025).

(Source: <https://svamitva.nic.in/svamitva/index.html>)

## **DRONE SHAKTI SCHEME**

The union government is significantly strengthening the drone industry by liberalising the Drone Rules in 2021 and announcing **Drone Shakti** in the Budget 2022. The government aims to *facilitate and promote drones as a service through startups*. Drone makers and service providers have already been ramping up their product offerings and hiring to meet a spurt in demand that is envisioned to accelerate in line with the government's Production Linked Incentive (PLI) scheme, planned to further bring down drone prices. The **Drone Shakti scheme** and the *INR 120 crore PLI scheme for drone and drone components will help increase domestic manufacturing and create employment*. The fundamental aim of the industry is to *generate a supplier ecosystem for the industry in India*. The Covid-19 pandemic has proven to be a stimulus for India's large-scale adoption of drones by government agencies. The drone technology has been welcomed with liberalised standards, transcending the use of drones formerly limited to government agencies, alone. As the government is propelling and opening the drone industry in India, *more companies and startups will gear up their investments in this sector*. With India's focus on Aatamnirbhar Bharat, the launch of new drone corridors and incentivising local manufacturers, the drone industry will transform the scenario across different sectors in the country.

(Source: <https://www.investindia.gov.in/team-india-blogs/budget-2022-drone-shakti>)

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## 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. Before deciding to invest in the Equity Shares, Shareholders should read this entire Prospectus. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with investment in the Equity Shares, you should read “Risk Factors” on page 26 for a discussion of the risks and uncertainties related to those statements, as well as “Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 193, 227 respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Unless otherwise stated, the financial information used in this section is derived from our Restated Financial Statements.*

### OVERVIEW

Our Company was originally incorporated as a private limited company under the Companies Act, 2013 in the name and style of “**Drone Destination Private Limited**”, on *May 10, 2019*. Subsequently, the company was converted into public limited company and the name of our Company was changed to “**Drone Destination Limited**” pursuant to a *shareholders’ resolution* passed at an Extra-Ordinary General Meeting held on April 29, 2023 and a **fresh Certificate of Incorporation** dated May 04, 2023 was issued by Registrar of Companies, Delhi.

As on date of Prospectus, the *Corporate Identification Number of our Company is U60200DL2019PLC349951*.

Our Company was co-founded by **Mr. Chirag Sharma** in the year 2019 and co-promoted along with **Ms. Shashi Bala**, with a mission of *skilling upcoming generation about drones in civil space & to develop new economic centres and generate large scale employment opportunities in Drone as a Service (DaaS) Industry*.

### ABOUT THE BUSINESS

- As per Drone Rules 2021 released by Ministry of Civil Aviation, an individual must have a valid Remote Pilot Certificate from a DGCA-authorized Remote Pilot Training Organisation (RPTO) to fly drones legally in the country.
- Our Company is a DGCA-authorized Remote Pilot Training Organisation (RPTO) offering Certified training programs at multiple locations pan-India. After due completion of the course, the RPTO generates a Remote Pilot Certificate (RPC) from DGCA’s Digital Sky Platform for a particular Class & Category of Drone\*. The RPC is valid for a maximum period of 10 years under the Drone Rules, 2021. As on May 03, 2023, our company has trained 362 drone pilots in India (source: [https://digitalsky.dgca.gov.in/remote\\_pilots](https://digitalsky.dgca.gov.in/remote_pilots)) for which Remote Pilot Certificate has been issued by Drone Destination Limited.

*\*Class & Category of Drones/ Our Fleet of Drones are given on page no. 128.*

Further, in Oct 2020, Indira Gandhi Rashtriya Uran Akademi (IGRUA) entered into an agreement with Drone Destination for providing DGCA-certified Drone Training. IGRUA & Drone Destination are currently imparting training at seven of its DGCA-Authorised Drone Training Bases in Gurugram, Bangalore, Gwalior, Kangra, Coimbatore, Madurai and Bhopal. As on May 03, 2023 our company along with IGRUA has trained 932 drone pilots in India (Source: [https://digitalsky.dgca.gov.in/remote\\_pilots](https://digitalsky.dgca.gov.in/remote_pilots)) for which Remote Pilot

Certificate is issued by Indira Gandhi Rashtriya Uran Akademi. (Source: <https://igrua.gov.in/Drone%20Trg.htm>)

- Our company is headquartered in New Delhi and comprises of a well-experienced team of Aviation & Drone Experts.
- We became the **first Drone Training Partner** of *National Skill Development Corporation* (“NSDC”) in Oct 2022 and offer joint certification on various drone-related application courses through NSDC’s Skill India Portal. As part of the agreement, we also offer skill loans with assistance of NSDC’s affiliate NBFCs to make training affordable and easily accessible for aspiring drone pilots.
- Recently, our company has started our drone services for “Prime Minister Svamitva Yojna” in a MOU-led understanding with several GIS companies. This programme is Government of India’s initiative towards establishment of clear ownership of property in rural inhabited (Abadi) areas, by mapping of land parcels using drone technology and providing ‘Record of Rights’ to village household owners with issuance of legal ownership cards (Digital Property cards/Title deeds) to the property owners. The Scheme is implemented with the collaborative efforts of the Ministry of Panchayati Raj, State Revenue Department, State Panchayati Raj Department and Survey of India.
- In this, our Company has already deployed 34 drone pilots & co-pilots for conducting village and large-scale mapping across Uttar Pradesh, Gujarat and Karnataka. In the ongoing project, our drones have already flown 4481 villages as on April 30, 2023.

***Our Business Verticals are divided into the following categories:***

### Business verticals

1. ***Training and Education***
  - a. DGCA-Certified Drone Pilot Training
  - b. DGCA-Certified Drone Instructor Training
  - c. Application-Based Training Programs
2. ***Drone as a Service***
  - a. Survey & Mapping
  - b. Surveillance & Monitoring

### 1. Training and Education

#### ○ Drone Pilot Training Programs by DGCA-authorized Drone Training Organisation

As per Drone Rules 2021, it is mandatory for a Drone Pilot to obtain Remote Pilot Certificate (RPC) from DGCA-authorized Remote Pilot Training Organisation (RPTO), in order to fly drones legally in India. As a DGCA-authorized RPTO, we offer three types of Certified Training Programs on our own and with our training partners:

S. No.	Course Name	Duration
1.	DGCA-Certified drone pilot training – Small, <b>Rotorcraft Training</b> (“ <i>Course-1</i> ”)	<b>5 Days</b>

	<i>(Conducted by Drone Destination, IGRUA – Drone Destination and Sanskardham-Drone Destination)</i>	
2.	DGCA-Certified drone pilot training – Small, <b>Rotorcraft and Hybrid Training</b> (“ <a href="#">Course-2</a> ”) <i>(Conducted by IGRUA – Drone Destination)</i>	<b>7 Days</b>
3.	DGCA-authorized Train the Trainer Course – Small, <b>Rotorcraft</b> (“Course-3”) <i>(Conducted by Drone Destination, IGRUA – Drone Destination)</i>	<b>9 Days</b>

**Eligibility Criteria for the above Training Programs:**

- Age Limit: 18 – 65 years of age
- Education Qualification: Min. Class Xth from a recognized Board
- Must possess a valid Indian Passport & Aadhar Card

**Validity:** RPC for a particular Category & Class of Drone is **valid for a period of 10 years.**

**Course – 1 DGCA-Certified drone pilot training – Rotorcraft Training**

**Course Structure:**

The 5-Day Training Program is divided into three parts: 02 days of Theory, 01 Day of Drone Simulator & Drone Assembly session, and 02 Days on On-field Flight Training. Upon successful completion of the training, the candidates are issued a Remote Pilot Certificate through DGCA’s Digital Sky Platform\*

**Course Description:**

The Training Program comprises of Theory classes on Drone Rules & Regulations, Principles of Flight, Rotorcraft Drones & Aerodynamics, Fixed Wing Drones & its Aerodynamics, ATC Procedures, Weather & Meteorology, Risk Assessment & Emergency Handling, Payloads & Drone Data Analysis.

The On-field Training consists of a Theory Exam, Drone Simulator Sessions & Sim Assessment, Drone Assembly, Digital Sky Familiarization, multiple Air Exercises in Dual & Solo Mode as per the published DGCA-syllabus, and a final Flight Skill Test.



*(Photos are actuals)*

\* Digital Sky is a ministry of civil aviation initiative which supports technology frameworks for enabling flight permission digitally and managing Unmanned Aircraft operations and traffic efficiently.

**Course – 2 DGCA-Certified drone pilot training – Rotorcraft and Hybrid Training**



This course its structure and other processes are similar to the DGCA-certified Small and rotorcraft training (**Course 1**), however following are the key differentiator:

- The duration of this is of total of seven (7) days.
- All the sessions conducted in Course 1 are included in this course.
- Hybrid Operations & Aerodynamics
- Dual and solo flying on Rotorcraft \*
- Dual & solo flying on Hybrid VTOL\*\*

*\*Rotorcraft is that kind of UAV that has **more than two lift generating rotors**. These drones with three or more rotors are ideal for racing, product delivery, filming, photography, and monitoring among other things. The more rotors a multirotor drone has, the more thrust it can generate and thus the greater a payload it can lift.*

*Hybrid \*\*Vertical Take-Off and Landing (“VTOL”) Plane is a UAV that combines multirotor and fixed-wing configurations. It has a good cruise range compared to Rotorcrafts and can be operated from only a very small footprint.*



(Photos are actuals)

### Course – 3 DGCA-authorized Drone Instructor Course – Rotorcraft

To rapidly increase the establishment of Drone Training Schools, we have been conducting several “Train the Trainer” courses, that develop Drone Instructors who are authorised by DGCA to further train Drone Pilots in India.

The Course Structure is similar to that of a DGCA-Certified Small, Rotorcraft Training but with a few more additions listed below, including a DGCA Oral/ Viva Examination by DGCA officials:



(Photos are actuals)

- The duration of the course is 09 days.
- Classes on Principles of Learning, Instructional Methods & Learning Resources, Assessing Learner Performances & Remedial Measures, RPTO Training Workflow
- RPTO Documentation Maintenance & Logging
- Training & Procedure Manual Familiarisation
- Drone Instructor Role Play
- Additional Air Exercises such as flying in Triangle, Reverse figure of 8 etc.
- Final Instructor Skill Test

The prospective Instructors qualify for DGCA-Oral Examination only after successfully completing their Drone Instructor Training through approved RPTOs and shall be deemed DGCA-authorized Drone Instructors after successfully passing the DGCA-viva exam.

○ **Application-Based Training Programs**

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In addition to Certified Training Programs, we have also started a suite of **Application-based Drone Training Programs** to develop Industry-ready Drone Pilots. All our Application-Based Training Programs are **jointly certified with NSDC** as part of our Training Partner agreement.

S. No.	Course Name	Duration
1.	Drone Survey Operator (“ <a href="#">Course-1</a> ”)	7 (5 + 2) Days
2.	Agri Spray - Drone Operator (“ <a href="#">Course-2</a> ”)	7 (5 + 2) Days
3.	Asset Inspection - Drone Operator (“ <a href="#">Course-3</a> ”)	7 (5 + 2) Days

**Course – 1 Drone Survey Operator**

**Course Structure:**

The 7-Day Survey Training Module consists of 5 days of DGCA-Certified Training on Small, Rotorcraft Drones and 2 Days of specialized Survey & Mapping module.

**Drone Survey Operator Course Highlights:**

We offer hands-on training on Principles of Data Collection and Mapping, DGPS Training including GNSS instrument setup, centring and levelling of GNSS Instrument, Payload settings (ISO, aperture, shutter speed etc), Survey-based Mission Planning, Autonomous Flying & Data Acquisition, Data Downloading, Quality Check & Sorting, Base Line Processing of GNSS data, Flight Log Data Processing, and introduction to Photogrammetry.

**Course – 2 Agri Spray Drone Operator**

**Course Structure:**

The 7-Day Agri Spray Course consists of 5 days of DGCA-Certified Training on Small, Rotorcraft Drones and 2 Days of specialized Agriculture Spray Drone training.

**Agri Spray Drone Operator Course Highlights:**

Key highlights of this course include theory classes on Introduction to different types of Agricultural Drones and overview of the SOPs released for Agri Drone Spray Training by Ministry of Agriculture and Farmer Welfare. The on-field training comprises of Agricultural Drone Familiarisation, Different Nozzles & their uses, Principles of pesticide application, Critical Parameter Settings for Spray, Mission Planning & Agri drone flying, Effects of Drift, Work-side safety, Maintenance of Agri Drone etc.

In addition to Agri Spray courses, we are starting other diversified Agriculture Drone Training Programs such as Precision-Agriculture and Crop Survey.

**Course – 3 Asset Inspection Operator: Powerline Inspection**

**Course Structure:**

The 7-Day Asset Inspection Operator Course consists of 5 days of DGCA-Certified Training on Small, Rotorcraft Drones and 2 Days of specialized Powerline Inspection Drone training.

**Asset Inspection Course Highlights:**

Our Drone-based Powerline Inspection course introduces trainees to different Types of Towers and its Components, Types of Inspection and Mapping, Checklist and SOP for Drone Data Capture, Drone Familiarisation, Drone fail-safes & On-field SOPs, Data Acquisition and Analysis of Raw RGB images for Component Inspection (rusting, loose components, foreign object detection etc) and Thermal images for Hotspot inspection, and Drone Data processing for generating Maps for ROW Analysis etc.



**2. Drone as a Services**

The Company’s currently DAAS offerings include:

**a. Survey and Mapping**

Drone Destination offers scalable and cost-effective, geo-spatial data solutions. Our drones and survey teams are already deployed for usage in *Abadi-area* mapping under the SVAMITVA scheme (a flagship project under the Ministry of Panchayati Raj for mapping 6,50,000 villages and creating Digital Property Cards for landowners) as well as large-scale mapping projects with our Industry partners pan India.

*Our Survey & Mapping services include:*

- Capturing precise georeferenced imagery and highly accurate orthophotos.
- Creating customized 2-D Maps and digital elevation models.

- GCP Installation and Base-line Processing.
- Providing scheduled and on-demand aerial data collection to assist in processes such as ground mapping, site planning, & more.
- Automating the survey process with pre-defined missions and flight plans.
- Photogrammetry & Feature Extraction services.



*Photos are actuals.*

### **b. Surveillance & Monitoring**

Our drones are equipped with advanced zoom cameras and IR sensors which are capable of producing high-definition day and night-vision video footage. The company is assisting Excise Department of Government of Bihar to carry out surveillance of illegal liquor manufacturing along the Ganges within the state. We have a specialized team of pilots who can assist users in following monitoring purpose:

<p><b>Periodic patrolling of assets/ Remote areas/POIs</b></p>	<p>Patrolling/ inspection of buildings and other facilities such as oil and gas assets through drone have far better results than manual inspection because they are less costly, saves time and does not require intensive labour use which also enables to have periodical patrolling to monitor the condition of buildings, assets etc.</p>
<p><b>Aerial Surveillance</b></p>	<p>Aerial Surveillance through drone are far cheaper than traditional methods. Surveillance drones can be equipped with sophisticated imaging technology that provides the ability to obtain detailed photographs of terrain, people, homes, and even small objects. Having high-resolution infrared camera, heat sensors, motion detect sensors would make it possible to remotely carry out surveillance.</p>

<b>Homeland Security</b>	Drone come with several costs and benefits and one of the potential benefit of drones is that they could fill the gap in current border surveillance by improving coverage along remote sections of the borders. Moreover, the range of drone is a significant asset when compared to border agents on patrol or surveillance equipment. To address national and cross-border threats, the Indian army and local law enforcement agencies rely on drone intelligence improving securities.
<b>Encroachment Detection</b>	Drone can also help to monitor illegal constructions and encroachments by conducting surveys, analyse the data gathered by survey to map and make assessment about the extent of illegal construction and encroachments. This can also accurately identify the actual territory which were just before the encroachment. Further data captured through drone is more reliable than any manual inspection conducted to identify encroachment.
<b>Search and Rescue Operations</b>	Search and Rescue (SAR) is a subset of public safety operations and involves activities revolving around finding missing people. Major issue in rescue mission is that such operation is complicated, challenging and unpredictable. No one can predict the result however, drones are becoming a potential life-saving tool in SAR operation, providing critical support to SAR teams to reduce risk to humans, enable quicker aerial support during adverse whether conditions.
<b>Disaster Management</b>	Often in emergency circumstances such as natural disasters, terrorist attacks where roads, bridges, communication cables, gas and water line are compromised, safety of residents in that area is also compromised. To handle and mitigate suffering and further damage, rescue teams can utilize drones to support infrastructures, deliver supplies and establish communication. Areas where it seems impossible to reach, drones can deliver supplies to those in need.
<b>Incident /Accident Response</b>	In the recent years, use of drones in accident emergencies has increased. Among their main benefits are avoiding endangering rescuers, travelling long distances in a short time, or contacting victims in risky situations. Drones cover a significantly larger area than traditional tracking methods and were useful for performing preliminary triage, determining needs, and knowing the scene prior to the arrival rescuers. In addition, drone reduce the time required to locate the victim. Drones are considerable options when attending such emergencies as they significantly improve the distance travelled to locate accident victim, have the possibility of performing triage prior to the arrival of the health care units, and improve the time and quality of care provided.
<b>Traffic Monitoring</b>	Population explosion has dramatically increased the number of vehicles leading Intense traffic congestion specially during peak office hours. Road with heavy traffic movement can be routinely inspected to identify potholes or waterlogged areas which is primary factor for <i>long hour Jams</i> and may lead to accidents. Drones can monitor and provide quarterly reports on congestion as well as road conditions. This data can be used for initiating various plans/appropriate diversions to decongest areas.
<b>Crowd Management</b>	India has become the most populated country in the world, and therefore are more drawn towards crowd management solution in public places. Various public institutions are started using drones for crowd control. Drone equipped with speaker can communicate and give early warnings.

## OUR STRENGTHS

### 1. Largest Drone Training Network in India along with our Training Partner IGRUA, and the highest market share in DGCA-certified Drone Pilot Training.

As per the Drone (Amendment Rules), 2022, notified on 11<sup>th</sup> Feb 2022, a Remote Pilot Certificate by a DGCA-authorized Remote Pilot Training Organisation (RPTO), is required for all pilots to legally fly drones in the country.

Drone Destination conducts Certified Drone Pilot Training through its own Training Bases as well as with its Training Partners, Indira Gandhi Rashtriya Uran Akademi (IGRUA) and Sanskardham.

As on May 12, 2023, there are 53 RPTO bases in the country, out of which **11 bases belong to Drone Destination and its Training Partners (IGRUA, Sanskardham)**. These locations are situated at Manesar (Haryana), Bangalore (Karnataka), Dharamshala (Himachal Pradesh), Mohali (Punjab), Gwalior (Madhya Pradesh), Phulpur (Uttar Pradesh), Ahmedabad (Gujarat), Coimbatore (Tamil Nadu), Madurai (Tamil Nadu) and Bhopal (Madhya Pradesh). We also have the **highest (over 30%) market share** in terms of Certified Drone Pilots in the country. (Source: Digital Sky Platform, DGCA)

### 2. Key Partnerships in the Training & Drone Service Space

Since inception, we have entered into several key MOUs with large Government entities and Private Players to develop an integrated Drone training, education and service eco-system.

Some of our **Collaborations** include:

- **MOU with Indira Gandhi Rashtriya Uran Akademi (“IGRUA”)**: IGRUA, an autonomous body and only Flight Training Organisation under the aegis of Ministry of Civil Aviation, is one of the largest Flight Training Organisation in the country which has developed world-class Commercial Pilots over the last 36 years. IGRUA and Drone Destination started India’s first and Drone Flying Site in Manesar, Gurugram in Feb 2021, and is now jointly present in 07 cities imparting Certified Drone Pilot Training.
- **MOU with Sanskardham**: Sanskardham, a global Center of Excellence and Education group, with its own school and university offering holistic development to students, in collaboration with Drone Destination opened Gujarat’s first Drone Training Organisation (RPTO). The two organisations conduct DGCA-Certified and application-based courses at the Sanskardham campus near Ahmedabad, Gujarat.
- **MOU with Chandigarh University**: Drone Destination in association with Chandigarh University opened Punjab’s first DGCA-authorized RPTO in Mohali in March 2022.
- **Collaboration with NSDC**: National Skill Development Corporation (NSDC) is a not-for-profit public limited company incorporated on *July 31, 2008* under section 25 of the Companies Act, 1956 (corresponding to section 8 of the Companies Act, 2013). NSDC was set up by Ministry of Finance as Public Private Partnership (“**PPP**”) model. The Government of India through Ministry of Skill Development & Entrepreneurship (“**MSDE**”) holds **49%** of the share capital of NSDC, while the private sector has the balance **51%** of the share capital.

NSDC aims to promote **skill development** by catalysing creation of large, quality, and for-profit vocational institutions. Further, the organisation *provides funding to build scalable and profitable vocational training initiatives.*

Drone Destination and NSDC have joined hands to **open 10 drone hubs in India** that shall impart hands-on drone skilling and training programs. The initiative is aimed at fulfilling the vision of making India the drone hub for the world and NSDC's focus is to **promote skill development** in the sector as it has *huge potential to propel India's economic growth if supported by a strong collaborative approach*.

Further, *under the partnership*, NSDC will also **provide loans** through its associated NBFCs for the **aspiring pilots** to undergo training with the Company and receive high-quality skills, augmenting the *"Aatmanirbhar Bharat initiative"*.

- **MOU with GIS companies MatrixGeo, NeoGeo, GeoKno for Drone Services:** We have signed MOUs with leading geospatial & engineering consultancy companies and supporting them for various GIS projects. These companies are also participating in key Government schemes such as SVAMITVA and Large-scale Mapping (LSM) for digitization of land records of over 6,50,000 villages in India.

**SVAMITVA**, a Central Sector Scheme of Ministry of Panchayati Raj launched by the Hon'ble Prime Minister, is a reformative step towards establishment of clear ownership of property in rural inhabited (Abadi) areas, by **mapping of land parcels using drone technology** and providing 'Record of Rights' to village household owners with issuance of legal ownership cards (**Digital Property cards/Title deeds**) to the property owners.

- **MOU with India's largest Fertilizer Manufacturing organisation, Indian Farmers Fertiliser Cooperative Limited (IFFCO):** IFFCO and Drone Destination have signed an MOU to train and develop drone entrepreneurs in all states on the usage of Agricultural Drones and get them Remote Pilot Certificates through our DGCA-authorized Training Programs. We have also established a DGCA-authorized RPTO at IFFCO's Phulpur Manufacturing Unit to propel Kisan Drone Training.

In the near future, Drone Destination and IFFCO are exploring facilitation of Agriculture Drone Spray Services from key IFFCO centers, to promote and spray Nano Urea and Nano DAP products manufactured by IFFCO, pan-India.

- **MOU with Indian Institute of Technology, Patna (IIT Patna):** Drone Destination is establishing a DGCA-authorized Drone Pilot Training in association with IIT Patna at its IIT Patna campus in Bihar. The RPTO shall be Bihar's first Drone Training Organisation.

The two organisations have a plan to establish a Drone Center of Excellence at IIT Patna in the near future, and offer short-term electives in the field of UAV design and development, as well as provide application-based training in the field of Survey & Mapping, Precision Agriculture, Asset Inspection etc.

- **MOU with Gramudyogik, Aurangabad:** Gramudyogik Shikshan Mandal, a trust established in Aurangabad, Maharashtra has entered into an agreement with us for imparting DGCA-authorized Drone Pilot Training by setting up a Remote Pilot Training Organisation at jointly identified training site(s) in Maharashtra.
- **MOU with Satya Microcapital Limited:** Satya Microcapital, a company registered under the Companies Act 2013 and a Non-Banking Financial Company, has entered into an agreement with us to provide loan facilities to the students undergoing training at our RPTO .



### **3. A fleet of Owned Drones and vehicles deployed for Drone Services & Training**

We have a fleet of Owned assets including drones and its parts, base stations, and service delivery vehicles along with certified drone pilots on our Company payroll.

Unlike other service players with several third-party dependencies and high down time in instances of failure of drones, non-availability of pilots or other operational gaps, we have maximum level of control over our supply chain and hence have been able to achieve one of the fastest turn-around times in the market for drone service and training operations.

### **4. Backed by Hubblefly Technologies with extensive Drone manufacturing capabilities**

Drone Destination is supported exclusively by Hubblefly Technologies, a DGCA-authorized Drone Manufacturing company with a current capacity to manufacture 3000+ drones annually. Hubblefly's OEM support ensures availability of drones for all verticals with pro-active after sales support, giving our Service vertical a unique advantage in terms of maintenance and uptime of drones. The drones are available to Drone Destination at most competitive prices.

### **5. Experienced management team, backed by a strong board and marquee shareholders, along with strong culture of compliance**

Our company's founder and promoter have a vast prior experience in the aviation industry, and have in-depth insights and knowledge about the drone eco-system in the country. We have a strong management team with more than 350 years of combined work experience, that has demonstrated its ability to develop and execute a focused strategy to grow our business and optimize costs through technology initiatives. Such extensive experience has enabled us to strengthen our market position and deliver consistent financial performance, meeting long-term objective of sustainable growth of our business.



## COLLABORATIONS

We have entered into MoU(s) and agreements with various entities, the details of which are given on page 124, under the head “Our Strengths” sub-head “*Key Partnerships in the Training & Drone Service Space*”.

## COMPANY’S STRATEGY

### 1. **Build the largest network of Drone Hubs pan-India, offering multitude of drones, services, training and after-sales services.**

In our vision to become a customer-centric, DaaS company, and offer fastest turn-around service timelines at most affordable costs, we wish to develop close proximity with the end-users and thus develop a large network of Drone Hubs. These hubs would consist of drones on rent as per local demand, have commensurate skilled manpower of pilots and technicians for operations and after-sales service, and offer customized training programs. The multi-base operations shall be controlled via a Master App consisting of features like Drone Fleet & Field Force management, Demand aggregation and scheduling, Service/ Job-work allocation, and Performance Reporting modules etc. We shall continue to develop a pipeline of skilled workforce to execute our plans while building solid incentive programs to encourage employee retention.

### 2. **Grow the existing Service Portfolio and introduce new, high-value Drone Services:**

We shall continue to target an incremental share of pie for various drone survey projects. Further, the Company plans to target more sophisticated Drone-powered Services using drones equipped with advanced LIDAR, Multi-spectral and Hyper-spectral sensors.

### 3. **Create major awareness campaigns amongst youth and conduct demos and trials amongst users to educate them about the benefits of the new drone technology and explore employment and entrepreneurship opportunities within the growing UAV space.**

Since the drone industry is at a very nascent stage, we intend to increase its awareness to the maximum extent to the youth, by organizing campaigns, conducting demos and trials for various stakeholders, elucidating the diverse benefits and usage of drones, and addressing concerns around safety and security, so adopters of this new technology can make informed decisions about effective utilization of the drone technology. Increased adoption will push high-growth in the industry and subsequently create many large-scale employment and entrepreneurship opportunities.

### 4. **Future Business Verticals**

#### **a. Rent a Drone**

In a fast-evolving technology, where redundancy will be a norm, the ownership of drones can be riskier and expensive, therefore we recognise that there will be an ever-growing demand for drones on rent and have decided to offer “Rent a Drone” services along with certified drone pilots, similar to the wet-lease model within the manned Aviation space.

Our company aims to develop the largest Network of Drone Hubs (150+ locations over the next 05 years) and deliver drone-powered services on rent along with its certified drone force, ensuring fastest turn-around time, high operational efficiency at affordable costs. To optimize and efficiently utilize its assets, the company is developing an integrated app consisting of features such as Drone Fleet & field force management, Demand aggregation and scheduling, Job/ service mapping, and Service Delivery Reporting modules etc.

## b. Agricultural Services

The potential uses of drones in the agricultural industry are vast and largely untapped. We are committed to deploy a large fleet of agriculture drones to provide specialized agriculture drone services including drone spray, crop health assessment, soil analysis, yield management and crop insurance survey. We plan to offer such precision-agriculture solutions pan-India via an extensive network of Drone Hubs and Stores. These hubs will be both Company-Owned, Company-Operated (CoCo) as well as stores belonging to our Partner Fertilizer & Agro-chemical companies, Farmer Producer Organisations (FPOs) etc.

Our company is gearing up to offer a multitude of Precision Agriculture services such as:



(Photos are actuals)

### 1. Agricultural Spray using Drones

Our team of DGCA-certified Drone Pilots shall offer professional, drone spray services conducted as per the SOPs released by the Ministry of Agriculture & Farmer Welfare. Our company is curating customized spray solutions and working closely with Agrochemical, Pesticide & Fertilizer companies. We are jointly developing bespoke formulations as well as Crop-specific SOPs to create the most efficient solution for your farms.

*Company's services will enable:*

<b>Efficiency</b>	Can spray 20-25 acres per day per drone.
<b>Safety</b>	Protect farmers form harmful pesticide poisoning and heatstroke.
<b>Pesticide &amp; Agro-chemical savings</b>	High degree of atomisation, chemical fog can save 30% of pesticide.
<b>Water Table Optimization</b>	Can adopt ultra-low volume spray technology, water consumption is only 10%.
<b>Low cost</b>	The cost is only 1/3 of traditional spraying method.
<b>Applications</b>	Wide range of applications, crops, flowers, trees, fruits.
<b>Environment</b>	Reducing pollution to water & soil.

### 2. Data-Driven Precision Farming

Our company is developing an expert team of Agronomists, Agri-scientists and precision-agri drone pilots to drive its Digital Agriculture initiatives. The data captured using drones equipped with multispectral/hyperspectral sensors and subsequent analytics by the team of Agriculture experts shall assist farmers in providing data-driven insights on ways to mitigate crop damage, improve crop health, increase yield per acre and double farmer income.

*Our company plans to offer several drone-powered precision agriculture solutions such as:*

<b>Soil and field analysis</b>	Precise maps for early soil analysis, which can be useful in planning seed planting patterns. After planting, our drone-driven soil analysis shall provide data for irrigation and nitrogen-level management.
<b>Crop Monitoring</b>	Vast fields and low efficiency in crop monitoring together create farming's largest obstacle. With the help of our drone, you will be able to create timeseries animations to show the precise development of a crop and reveal production inefficiencies, enabling better crop management.
<b>Irrigation</b>	Our advanced UAV systems equipped with hyperspectral, multispectral, or thermal sensors (with the ability to switch payloads) will identify which parts of a field are dry or need improvements and calculate the vegetation index.
<b>Health assessment</b>	We will help in assessing crop health and spot bacterial or fungal infections with the help of multispectral images captured by our drone. Farmers can subsequently devise remedy plans and monitor its outcome with frequent UAV flights.
<b>Livestock Farming</b>	Livestock Farmers can use drones to obtain an aerial overview of the area in which they keep their livestock. Our thermal imaging and high-definition cameras allow farmers to track and monitor their livestock remotely, identifying any issues in real time, thus enabling them to resolve issues quickly and efficiently.

### 3. Crop Insurance Survey

Our company plans to offer Crop Survey services to Insurance & Insurance brokerage firms and assist such firms to validate and verify crop damage/ wastage claims made by the farmers. Our drones, capable of capturing highly accurate, precise, geo-tagged data, shall offer fast, efficient and transparent means for Insurance companies to verify claims and fast-track the claim settlement process for farmers and land owners.

*The drone-powered crop-insurance support includes:*

<b>Accelerated Imaging Process and Analysis</b>	With our intelligent drone platforms integrated with multispectral sensors, insurers can use our data acquisition services to gather data and check the legitimacy of claims made by the farmers/ and growers can now capture highly detailed imaging on time. The insurers can also confirm any claims through drone imaging, which can present necessary data for assessments.
<b>Supports Cost-effective Procedures</b>	Using crop insurance drone for crop inspection and insurance also saves costs. Traditionally surveying the field requiring extensive labour and time; Drone Destination can assist crop insurers with our data capturing and processing services, comprehend the crop situation, and distinguish the damaged or infected area.
<b>Enhanced Assessment for Crop Loss Claim</b>	We can help with efficient claim adjudication needed in formulating estimation and resolution for crop damage. Our drones can produce well-detailed footage, while its multifunctional sensors help prove claims better and faster.

### c. Asset Inspection

Presently, majority Industrial Inspections have involved the use of ladders, hydraulics, cranes, and large-scale machinery to oversee industrial infrastructure and locate bottlenecks. It also poses risk to the human inspectors

along with financial implications due to machinery shutdown. However, in recent times drones’ usage are widely considered as inspection tool for collecting visual data which may not be possible in certain circumstances by asset inspection through conventional ways.

*The company intends to offer several Asset inspection solutions such as:*

- UAVs that can perform both day and night inspection, as well as cover larger areas in more efficient ways and at lower costs.
- Faster problem recognition capabilities to carry diverse tasks such as corrosion identification, detection and analysis of cracks, dilapidation assessments, spillage, and leak detection etc.
- Drones equipped with transmitters that share real-time feed, allowing inspectors/ assessors to see exactly what is going on at a particular instance.
- Non-disruptive technology that doesn’t require ceasing operations.
- Our drone inspections services provide you with a more efficient, cost-effective, and safe inspection process that gives better, closer monitoring and control, while you continue your business operations as usual. Our inspection services cater to large-scale industries such as Power, Telecom, Oil & Gas, Wind Turbine, Solar and Infrastructure.

## COMPETITION

In today's dynamic business environment which is filled with rapid change of technology, government policies, mounting competitive threats and constant new entrants into the market, makes it challenging to sustain and handle the intricacies and provide competitive solutions to its clients. We face competition from domestic and international companies. We foresee this competition to continue to grow as the demand for software development solutions increases. Apart from that, clients may reduce their dependence on vendors in India and outsource work to other offshore destination.

Further we believe that our competition also depends on several factors which include currency fluctuations, changing business framework, information technology policies, difficult to retain skilled staff.

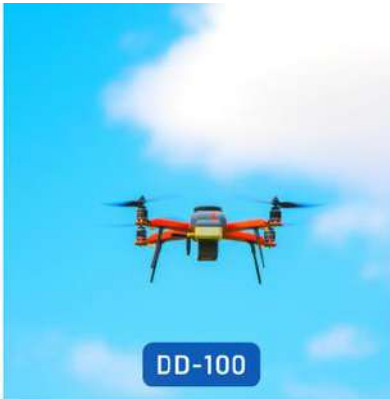
Our Listed Competitors are:

1. Droneacharya Aerial Innovations Limited
2. Ideaforge Technology Limited (In the process of listing)

## OUR FLEET OF DRONES

Drone	Purpose	Payload	Endurance	Range	Category	Class	Qty
<b>Starguru</b>	Training	None	45 min	2 km	Rotorcraft	Small	21
<b>Staredge</b>	Survey Mapping, Precision Agriculture	RGB, Multispectral	40 min	5 km	Rotorcraft	Small	20
<b>DD-Master</b>	Multi-application	Multi-Payload	40 min	5 km	Rotorcraft	Small	2
<b>DD-100</b>	Training	None	25 min	2 km	Rotorcraft	Micro	2

<b>DD-200</b>	Multi-application	Multi-Payload	40 min	5 km	Rotorcraft	Small	2
<b>DD-400</b>	Multi-application	Multi-Payload	60 min	5 km	Hybrid	Small	2
<b>DD-500</b>	Multi-application	Multi-Payload	75 min	10 km	Hybrid	Small	2
<b>Skystar</b>	Multi-application	Multi-Payload	65 min	8 km	Hybrid	Small	1
<b>Agristar</b>	Agri Spray	Spray Tank	22 min	2 km	Rotorcraft	Small	1



*This space is left blank intentionally.*

**OUR TRAINING HUBS**

Currently, the company has set up training hubs on its own (DD) and in partnerships in

**North India at**

- Manesar (Gurugram) – 2 Nos, one own (Drone Destination) and one with IGRUA (IGRUA-DD)
- Dharamshala (IGRUA-DD)
- Chandigarh (DD with Chandigarh University)
- Gwalior (IGRUA-DD)
- Phulpur (DD with IFFCO)
- Bhopal (IGRUA-DD)

**West India at**

1. Ahmedabad (Sanskardham - DD)
2. Aurangabad\* (DD with MIT)

**South India at**

- Bangalore (IGRUA – DD)
- Coimbatore (IGRUA – DD)
- Madurai (IGRUA – DD)

**East India at**

1. Patna\* (DD with IIT Patna)



**Manesar, Gurugram**



**Dharamshala, HP**



**Chandigarh**



**Bangalore, Karnataka**



**Gwalior, MP**



**Phulpur, UP**

*(Photos are actuals)*

**\*MOUs have been signed to start new training hubs at**

1. IIT Patna (DD)
2. Aurangabad (DD)

## CURRENT OFFICES

Since inception, the company's top management has been operating from its **Registered Office** at **C-13, Ground Floor, Panchsheel Enclave, New Delhi 110017**.

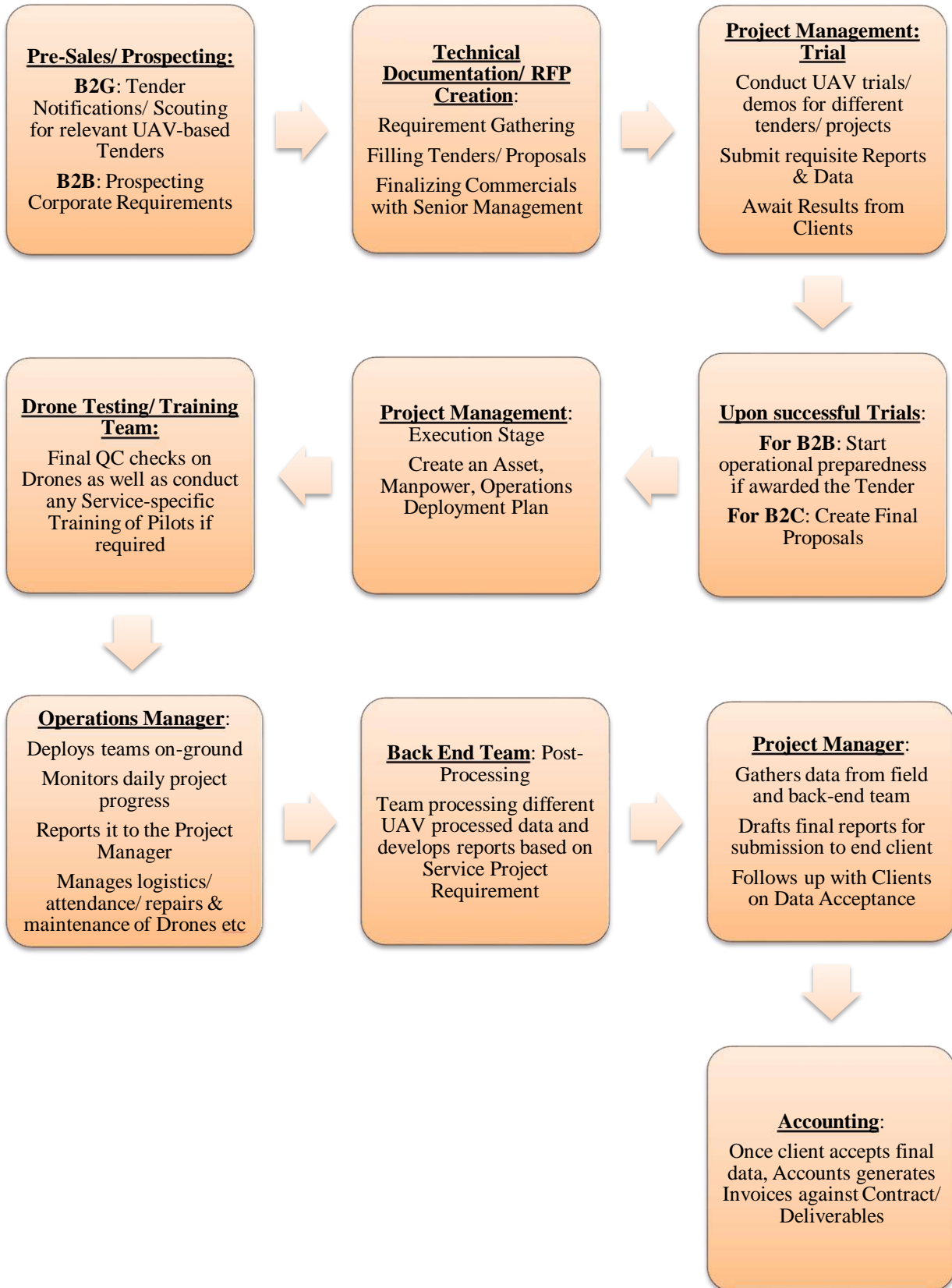
The company runs its training and service operation from its **Manesar location** situated at **Bhora Kalan, near Om Shanti Retreat Center, Distt. Gurugram**.

Company has now taken on lease another 5500 sqft office space on **Ground Floor, 5B & 6, NSIC Global Business Park, Okhla, New Delhi** and will shift its registered office to the new address by July 2023.

## OUR BUSINESS PROCESS: TRAINING

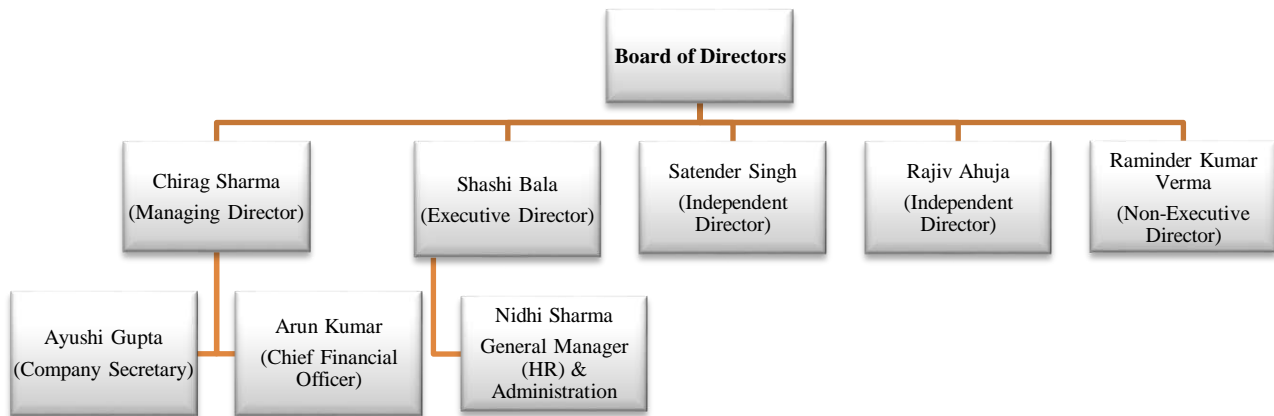


**OUR BUSINESS PROCESS: SERVICESS**





## ORGANISATIONAL STRUCTURE



## SERVICE-WISE REVENUE BIFURCATION

(₹ in Thousands)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
<b>Training</b>	62,135.21	21,321.24	3,917.78
<b>Survey &amp; Mapping Services</b>	57,242.03	Nil	Nil
<b>Drone Surveillance Services</b>	694.47	Nil	Nil
<b>Drone Consultancy Services</b>	600.00	500.00	Nil
<b>Sale of Product</b>	50.70	595.00	0.00
<b>Total</b>	<b>120722.41</b>	<b>25646.24</b>	<b>3917.78</b>

## GEOGRAPHICAL-WISE REVENUE BIFURCATION

For Financial Year 2022-23

(₹ in thousands)

Particulars	Delhi	Haryana	Karnataka	HP
<b>Training Income</b>	5,964.93	44,520.79	5,184.25	6,465.25
<b>Survey &amp; Mapping Services</b>	57,242.03	0.00	0.00	0.00
<b>Drone Surveillance Services</b>	694.47	0.00	0.00	0.00
<b>Drone Consultancy Services</b>	600.00	0.00	0.00	0.00
<b>Sale of Product</b>	50.70	0.00	0.00	0.00
<b>Total</b>	<b>64,552.13</b>	<b>44,520.79</b>	<b>5,184.25</b>	<b>6,465.25</b>
<b>%age Distribution</b>	<b>53.47%</b>	<b>36.88%</b>	<b>4.29%</b>	<b>5.36%</b>

For Financial Year 2021-22				(₹ in thousands)
Particulars	Delhi	Haryana	Karnataka	HP
Training Income	3,830.00	16,110.99	3,950.25	660.00
Drone Consultancy Services	500.00	0.00	0.00	0.00
Sale of Product	595.00	0.00	0.00	0.00
Total	<b>4925.00</b>	<b>16,110.99</b>	<b>3,950.25</b>	<b>660.00</b>
%age Distribution	<b>19.20%</b>	<b>62.82%</b>	<b>15.40%</b>	<b>2.57%</b>

For Financial Year 2020-21		(₹ in thousands)
Particulars	Haryana	
Training Income	3932.85	
Total	<b>3932.85</b>	
%age Distribution	<b>100.00%</b>	

### TOP 10 CREDITORS

For Financial Year 2022-23				(₹ in thousands)
S. No.	Particulars of Creditors	Amount ((₹))	%age	
01.	Hubblefly Technologies Pvt Ltd	46,591.75	63.18%	
02.	Quicktouch Technologies Limited	8,410.00	11.40%	
03.	Indira Gandhi Rashtriya Uran Akademi	7,007.81	9.50%	
04.	TCS and Associates	6,185.48	8.39%	
05.	Cost to Cost Computer	5,899.32	8.00%	
06.	K.K Sales	4,574.64	6.20%	
07.	T R Sawhney Automobiles Pvt Ltd	4,155.23	5.63%	
08.	A S Fabricator	2,568.83	3.48%	
09.	M R Holidays Pvt Ltd	2,059.56	2.79%	
10.	Dazzle Robotics Pvt Ltd	1,522.70	2.06%	
	<b>Operating Expenditure</b>	<b>73,747.76</b>		

For Financial Year 2021-22				(₹ in thousands)
S. No.	Particulars of Creditors	Amount ((₹))	%age	
01.	Indira Gandhi Rashtriya Uran Akademi	7,439.29	34.25%	
02.	Hubblefly Technologies Pvt Ltd	2,328.57	10.72%	
03.	A S Fabricator	2,298.18	10.58%	
04.	Star Computer and Laptop Store	718.20	3.31%	
05.	Capital India Financial Limited	603.83	2.78%	
06.	Vyom Vista	500.29	2.30%	
07.	Credits	432.00	1.99%	
08.	ARS Interior	243.92	1.12%	
09.	Tanisha Electricals	229.61	1.06%	
10.	Amit Kiryana Store	226.36	9.00%	
	<b>Operating Expenditure</b>	<b>21,719.81</b>		

For Financial Year 2020-21			(₹ in thousands)
S. No.	Particulars of Creditors	Amount ((₹))	%age
01.	T R Sawhney Automobiles Pvt Ltd	1,245.43	29.85%
02.	Indira Gandhi Rashtriya Uran Akademi	1,117.76	26.79%
03.	K.K Sales	707.29	16.95%
04.	Adara Sales Corporation	500.95	12.01%
05.	Rana Motors Pvt Ltd	471.48	11.30%
06.	A S Fabricator	233.23	5.59%
07.	Credits	216.00	5.18%
08.	Dazzle Robotics Pvt Ltd	205.55	4.93%
09.	Vyom Vista	159.65	3.83%
10.	Aero Drone Technologies Pvt Ltd	132.75	3.18%
	<b>Operating Expenditure</b>	<b>4,172.25</b>	

### TOP 10 DEBTORS

For Financial Year 2022-23			(₹ in thousands)
S. No.	Particulars of Debtors	Amount ((₹))	%age
01.	Matrix-Geo Solutions Pvt Ltd	23,149.73	19.18%
02.	NeoGeoinfo Technologies Private Limited	9,762.04	8.09%
03.	Indian Farmers Fertiliser Cooperative Ltd	3,758.40	3.11%
04.	Aarav Unmanned Systems Pvt Ltd	3,300.41	2.73%
05.	Iotechworld Avigation Private Limited	2,777.22	2.30%
06.	AP Survey Training Academy	2,522.84	2.09%
07.	The Principle, Govt Degree College Dharamshala	2,261.77	1.87%
08.	Andhra Pradesh G.D.C. & Telangana	2,218.16	1.84%
09.	Director Technical Education	1,833.53	1.52%
10.	International Rice Research Institute	1,809.00	1.50%
	<b>Revenue from Operations</b>	<b>1,20,722.41</b>	

For Financial Year 2021-22			(₹ in thousands)
S. No.	Particulars of Debtors	Amount ((₹))	%age
01.	Indira Gandhi Rashtriya Uran Akademi - Debtor	3,682.20	14.36%
02.	Asteria Aerospace Private Limited	1,749.60	6.82%
03.	Aarav Unmanned Systems Pvt Ltd	1,706.99	6.66%
04.	Iotechworld Avigation Private Limited	1,300.50	5.07%
05.	Department of Information and Technology HP	863.38	3.37%
06.	Ipage UM Services Pvt Ltd	702.10	2.74%
07.	AP Survey Training Academy	598.37	2.33%
08.	Crackyweb Cyber Solution Llp	565.00	2.20%
	<b>Revenue from Operations</b>	<b>25,646.24</b>	

For Financial Year 2020-21			(₹ in thousands)
S. No.	Particulars of Debtors	Amount ((₹)	%age
01.	Agrotech Risk Private Limited	1,293.50	33.02%
02.	Dr Kalam Advanced UAV Research Centre	324.50	8.28%
03.	Chetak Aviation-A Unit of Sultan Education Society	324.50	8.28%
04.	Flytech Aviation Limited	303.88	7.76%
05.	Redbird Flight Training Academy Pvt Ltd	303.88	7.76%
06.	Pioneer Flying Academy Pvt Ltd	259.60	6.63%
07.	Government Aviation Training Institute	243.10	6.21%
08.	Madras Flying Club	194.70	4.97%
09.	The Bombay Flying Club	129.80	3.31%
10.	Government Industrial Training Institute and Skill Certification Center, Waghodia	129.80	3.31%
	<b>Revenue from Operations</b>	<b>3,917.78</b>	

## INSURANCE

S. no.	Name of Insurance company	Policy No.	Type of Policy	Validity	Premium paid (Rs.)	Sum Insured (Rs.)	Property Details
01.	National Insurance Company Limited	100300432210000020	Third Party Liabilities	June 27, 2022 till June 26, 2023	94,164/-	3,80,00,000/-	19 Drones: Rotorcraft
02.	National Insurance Company Limited	100300432210000183	Third Party Liabilities	March 10, 2023 till March 9, 2024	24,780/-	40,00,000/-	2 Drones: Hybrid
03.	National Insurance Company Limited	100300432210000071	Third Party Liabilities	October 2, 2022 till October 1, 2023	4200/-	20,00,000/-	Rotorcraft
04.	ICICI Lombard General Insurance Company Ltd	6001/DR/248902789/00/000	Third Party Liabilities	May 31, 2022 till May 30, 2023	11,800/-	20,00,000/-	Rotorcraft
05.	National Insurance Company Limited	100300432210000031	Third Party Liabilities	July 11, 2022 till July 10, 2023	9,912/-	40,00,000/-	2 Drones: Rotorcraft
06.	National Insurance Company Limited	100300432210000030	Third Party Liabilities	July 11, 2022 till July 10, 2023	9,912/-	40,00,000/-	2 Drones: Rotorcraft
07.	ICICI Lombard General Insurance	6001/DR/248727142/00/000	Third Party Liabilities	May 25, 2022 till May 24, 2022	11,800/-	20,00,000/-	Rotorcraft

	Company Ltd						
08.	ICICI Lombard General Insurance Company Ltd	6001/DR/248727142/00/000	Third Party Liabilities	May 25, 2022 till May 24, 2022	11,800/-	20,00,000/-	Rotorcraft
09.	ICICI Lombard General Insurance Company Ltd	6001/DR/248727141/00/000	Third Party Liabilities	May 25, 2022 till May 24, 2022	11,800/-	20,00,000/-	Rotorcraft
10.	ICICI Lombard General Insurance Company Ltd	6001/DR/248727141/00/000	Third Party Liabilities	May 25, 2022 till May 24, 2022	11,800/-	20,00,000/-	Rotorcraft
11.	National Insurance Company Limited	100300432210000185	Third Party Liabilities	March 15, 2023 till March 14, 2024	9,912/-	40,00,000/-	2 Drones Model: Rotorcraft

## INFRASTRUCTURE

**Power** – Our Company does not require substantial amount of power except for the normal requirement of the offices of the Company for running systems which is procured from State Electricity Boards of respective state where our offices are situated. For the Training centre, we have adequate generator facility for providing power supply.

**Water** - Adequate water resources are available and all requirements are fully met at the existing premises including water consumption.

**Utilities** - Our office spaces have facilities of water and electricity provided by respective authorities. Our office spaces are well equipped with computer systems, internet, connectivity, other communication equipment, security and other facilities, which are required for smooth functioning of our business operations.

**Manpower** - We believe that our ability to maintain growth depends to a large extent on our strength in attracting, training, motivating and retaining employees. As on March 31, 2023, we have 74 employees including permanent employees and technicians.

The following table sets forth a breakdown of our employees by department as follows:

S. No.	Department	No. of employees
1	Management*	6
2	Sales & Marketing	4
3	Services (Operations)	37
4	Training (Operations)	23

5	HR & Admin	2
6	Finance & Accounts	2
	<b>Total</b>	<b>74</b>

\* Management includes Board of Directors, General Managers and Chief Operating Officer




**Drone Base Station:** The Drone base stations are the central communication point for wireless devices to communicate. Base stations receive signals from GPS satellites and create a correction factor that eliminates errors in the GPS and then sends it to the rover. Rovers calculate grade, find exact locations and elevations, measure ground, saw cut, surface tie-in points, and as-built points. In laymen terms, a base station helps in achieving high accuracy data needed for drone survey as per Survey of India requirements.

## OUR PROPERTIES

S. No.	Address	Type	Ownership
01.	Khewat No. 140, Khatoni No. 58, Kila No. 14, Mustil No. 199, Near Brahmakumari, Village Bahora Kalan, Tehsil Patuadi, Distt. Gurugram, Haryana	Training Center	Leased
02.	Shop No. 3 of Property bearing No. Survey No. 183, Thirumagondanahalli, Thubugere Hobli, Dodballapur, Bangalore Rural, Karnataka-561205	Training Center	Leased
03.	Survey No. 214/1, Thirumagondanahalli, Thubugere Hobli, Dodballapur, Bangalore Rural, Karnataka-561205	Training Center	Leased
04.	C-13, Ground Floor, Panchsheel Enclave, Delhi-110017, India	Registered office	Leased
05.	Ground Floor, 5B & 6, NSIC Global Business Park, Okhla, New Delhi*	Training Center	Leased

\*The allotment letter from lessor has been issued and received. The lease agreement is yet to be entered.

## INTELLECTUAL PROPERTY RIGHTS

Trademark	Trademark Type	Date of Application	Application No.	Class	Current Status
	Device	17/05/2023	5940508	39	Send to Vienna
The Drone Destination	Word	17/05/2023	5940509	39	Formalities Check pass
Drone Destination	Word	17/05/2023	5940510	41	Formalities Check pass
	Colour	17/05/2023	5940511	41	Send to Vienna
	Device	17/05/2023	5940512	42	Applied
Drone Destination	Word	13/05/2023	5935983	42	Formalities Check pass

**DOMAIN DETAILS**

<b>Name of domain</b>	<b>Domain provider</b>	<b>Domain Id</b>	<b>Date of Registration</b>	<b>Date of Expiry</b>
thedronedestination.com	GoDaddy.com, LLC	85554628	14 April, 2019	14 April, 2025 (Auto Renewal)

*This space is left blank intentionally.*

## KEY REGULATIONS AND POLICIES

*The business of our Company requires, at various stages, the sanction of the concerned authorities under the relevant Central, State legislation and local laws. The following description is an overview of certain laws and regulations in India, which are relevant to our Company. Certain information detailed in this chapter has been obtained from publications available in the public domain. The regulations set out below are not exhaustive and are only intended to provide general information to Applicants and is neither designed nor intended to be a substitute for professional legal advice.*

*The statements below are based on current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.*

### **RELATED TO OUR BUSINESS**

#### **Industry related laws**

***Aircraft Act, 1934, as amended (“Aircraft Act”), the Aircraft Rules, 1937, as amended (“Aircraft Rules”), the Drone Rules, 2021, as amended (“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. Pursuant to the Aircraft (Amendment) Act, 2020, three regulatory bodies under the Ministry of Civil Aviation were accorded the status of statutory organisations, namely the DGCA, the Bureau of Civil Aviation Security and the Aircraft Accidents Investigation Bureau.

The Ministry of Civil Aviation, on August 25, 2021, notified the Drone Rules, which repealed the Unmanned Aircraft System Rules, 2021. 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, and published the Certification Scheme for Unmanned Aircraft Systems, dated January 26, 2022.

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 DGCA or an officer authorised by the central government, or the state government to levy a penalty of up to Rupees one lakh, for a contravention of the Drone Rules. The Ministry of Civil Aviation, on February 11, 2022, notified the Drone (Amendment) Rules, 2022 which further amended the Drone Rules to abolish the requirement of a drone pilot licence for operating drones.

### **GOVERNMENT OF INDIA, OFFICE OF THE DIRECTOR GENERAL OF CIVIL AVIATION DRONE TRAINING CIRCULAR 01 OF 2022, DATED FEBRUARY 15, 2022.**

#### **Introduction:**

A Remote Pilot Training organization (RPTO) is an organization authorised by the Directorate General of Civil Aviation to impart Remote Pilot Training to any individual seeking for a Remote Pilot Certificate under Rule 34



of Drone Rules 2021. This Circular is issued under the provisions of the Rule 38, 39, 41 and Rule 47 of the Drone Rules, 2021.

### **Eligibility:**

An Individual, company, a firm, an association of persons, a body of individuals, a local authority, the Central Government, the State Government and any legal entity, whether incorporated or not.

Procedure for obtaining RPTO Authorisation:

- The applicant shall ensure himself that he is meeting the eligibility criteria and has minimum requirements to become an authorised RPTO.
- The applicant then shall make an application in Form D-5 through Digital Sky Platform along with fee of ₹1000.
- The application shall be made to DGCA at least 60 days prior to intended date of commencement of training.

### **Issuance, Validity & Renewal of Authorisation**

- The RPTO which meets the eligibility criteria and has the minimum infrastructure, personnel and equipment requirements, shall be issued with a Certificate of Authorisation through the Digital Sky Platform.
- The Certificate of Authorisation shall be valid for 10 years subject to continued validity of the lease. In case the operational area is under lease/ rent, RPTO is responsible to extend the lease agreement before the expiry of the existing lease and submit it to DGCA proactively. In case of non-compliance, the RPTO authorisation shall be deemed suspended.
- For renewal of validity of authorisation, a person may make an application online in Digital Sky Platform. Process of renewal is same as initial application process. The authorised RPTO should apply for renewal at least 60 days before the date of expiry. The period of renewal may be up to a period of 10 years.

### **Intellectual Property Laws**

#### ***The Trademarks Act, 1999 (“Trademarks Act”)***

The Trademarks Act 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. The Trademarks Act also prohibits any registration of deceptively similar trademarks or compounds, among others. It also provides for infringement, falsifying and falsely applying trademarks.

Further, pursuant to the notification of the Trademark (Amendment) Act, 2010 simultaneous protection of trademark in India and other countries has been made available to owners of Indian and foreign trademarks. The Trademark (Amendment) Act, 2010 also seeks to simplify the law relating to transfer of ownership of trademarks by assignment or transmission and to conform Indian trademark law with international practice.

#### **Copyright Act, 1957**

The Copyright Act, 1957, along with the Copyright Rules, 1958, (collectively, “Copyright Laws”) serve to create property rights for certain kinds of intellectual property, generally called works of authorship. The Copyright Laws protect the legal rights of the creator of an ‘original work’ by preventing others from reproducing the work in any other way. The intellectual property protected under the Copyright Laws includes literary works, dramatic works,

musical works, artistic works, cinematography and sound recordings. The Copyright Laws prescribe a fine, imprisonment or both for violations, with enhanced penalty on second or subsequent convictions.

### **The Patents Act, 1970 (“Patents Act”)**

The patent regime in India is governed by the Patents Act and rules and regulations made thereunder. Pursuant to the TRIPS Agreement, product patent regime with a protection period of 20 years became applicable in India. The patent regime protects inventions through patents. The amended Patents Act defines “inventive step” to mean a feature of an invention that involves a technical advance as compared to the existing knowledge or having economic significance or both and that makes an invention not obvious to a person skilled in the art. Any person claiming to be the true and first inventor of the invention or the assignee of the true and first inventor or the legal representative of any deceased person who was entitled to make an application immediately before death may apply for a patent for an invention.

### **The Designs Act, 2000 (the “Designs Act”)**

The Designs Act prescribes for the registration of designs. The Designs Act specifically lays down the essentials of a design to be registered and inter alia, provides for application for registration of designs, copyright in registered designs, etc. A ‘Design’ means only the features of shape, configuration, pattern, ornament or composition of lines or combination thereof applied to any article whether two dimensional or three dimensional or in both forms, by any industrial process or means, whether manual, mechanical or chemical, separate or combined, which in the finished article appeal to and are judged solely by the eye, but does not include any mode or principle or construction or anything which is in substance a mere mechanical device, and expressly excludes works accorded other kinds of protection like property marks, trademarks and copyrights. Any person claiming to be the proprietor of a new or original design may apply for registration of the same before the Controller- General of Patents, Designs and Trade Marks. On registration, the proprietor of the design attains a copyright over the same. The duration of the registration of a design in India is initially ten years from the date of registration.

No person may sell, apply for the purpose of sale or import for the purpose of sale any registered design, or fraudulent or obvious imitation thereof.

### **Employment related laws**

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

- Child Labour (Prohibition and Regulation) Act, 1986;
- Employee Provident Fund and Miscellaneous Provisions Act, 1952;
- Employee’s State Insurance Act, 1948;
- Equal Remuneration Act, 1976;
- The Maternity Benefit Act, 1961;
- Payment of Wages Act, 1936;
- Payment of Bonus Act, 1965;
- Minimum Wages Act, 1948;
- Payment of Gratuity Act, 1972;
- Employee’s Compensation Act, 1923;
- Code of Wages, 2019;
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013; and
- State-wise Shops and Establishment legislations.

## **Taxation laws**

In addition to the aforementioned legislations which are applicable to our Company, some of the tax legislations that may be applicable to the operations of our Company include:

- Income Tax Act, 1961, the Income Tax Rules, 1962, as amended by Finance Act in respective years;
- Central Goods and Service Tax Act, 2017, the Central Goods and Service Tax Rules, 2017 and various state-wise legislations made thereunder;
- The Integrated Goods and Service Tax Act, 2017;
- Professional Tax state-wise legislations;

## **Property Related Laws**

Our Company is required to comply with central and state laws in respect of property. In addition, regulations relating to classification of land may be applicable. Usually, land is broadly classified under one or more categories such as residential, commercial or agricultural. Land classified under a specified category is permitted to be used only for such specified purpose. Where the land is originally classified as agricultural land, in order to use the land for any other purpose the classification of the land is required to be converted into commercial or industrial purpose, by making an application to the relevant municipal or town and country planning authorities. In addition, some State Governments have imposed various restrictions, which vary from state to state, on the transfer of property within such states. Land use planning and its regulation including the formulation of regulations for building construction, form a vital part of the urban planning process. Various enactments, rules and regulations have been made by the Central Government, concerned State Governments and other authorized agencies and bodies such as the Ministry of Urban Development, State land development and/or planning boards, local municipal or village authorities, which deal with the acquisition, ownership, possession, development, zoning, planning of land and real estate. Each state and city has its own set of laws, which govern planned development and rules for construction (such as floor area ratio or floor space index limits). The various authorities that govern building activities in states are the town and country planning department, municipal corporations and the urban arts commission.

## **Environment law legislations**

### **The Environment (Protection) Act, 1986 (the “Environment Act”) and Environment Protection Rules, 1986 (the “Environment Protection Rules”)**

The Environment Act has been enacted with the objective of protection and improvement of the environment, control, reduce and abate pollution and empowers the government to take measures in this regard. Further, the Environment Protection Rules specifies, amongst other things, the standards for emission or discharge of environmental pollutants, and restrictions on the handling of hazardous substances in different areas. For contravention of any of the provisions of the Environment Protection Act or the rules framed thereunder, the punishment includes either imprisonment or fine or both. As per the Environment Protection Rules, every person who carries on an industry, operation or process requiring consent under Water Act or Air Act or both or authorization under the Hazardous Wastes Rules is required to submit to the concerned state pollution control board an environmental audit report for that financial year in the prescribed form.

### **Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (the “Hazardous Waste Rules”)**

The Hazardous Waste Rules, read with the Environment Protection Act, ensure resource recovery and disposal of hazardous waste in an environmentally sound manner. A categorical list of processes and their respective hazardous wastes, and waste constituents with respective concentration limits has been provided in the schedules of the Hazardous Waste Rules. The Hazardous Wastes Rules require every occupier engaged in the generation, handling, processing, treatment, package, storage, transportation, use, collection, destruction, transfer or the like of hazardous wastes to obtain authorisation from the concerned state pollution control board, as applicable.

### **Air (Prevention and Control of Pollution) Act, 1981 (the “Air Act”) and Water (Prevention and Control of Pollution) Act, 1974 (the “Water Act”)**

The Air Act was enacted to provide for the prevention, control and abatement of air pollution in India. The Air Act requires any person establishing or operating any industrial plant in an air pollution control area to obtain prior consent from the concerned state pollution control board. Further, it prohibits any person operating any industrial plant in an air pollution control area from causing or permitting to be discharged the emission of any air pollutant in excess of prescribed standards. The Water Act was enacted to control and prevent water pollution and for maintaining or restoring of wholesomeness of water in the country and ensure that domestic and industrial pollutants are not discharged into water bodies without adequate treatment. Any violation of the provisions of the Air Act and Water Act is punishable with a fine and/or imprisonment, as applicable.

### **E-Waste (Management), 2016 (“E-Waste Rules”)**

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

to pay financial penalties as levied for any violation of the provisions under these rules by the state pollution control board with the prior approval of the central pollution control board.

### **Other laws applicable to our Company and its business**

#### ***The Negotiable Instruments Act, 1881***

In India, the laws governing monetary instruments such as cheques are contained in the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. To ensure prompt remedy against Defaulters and to ensure credibility of the holders of the negotiable instrument a criminal remedy of penalty was inserted in Negotiable Instruments Act, 1881 in form of the Banking, Public Financial Institutions and Negotiable Instruments Laws (Amendment), 1988 which were further modified by the Negotiable Instruments (Amendment and Miscellaneous Provisions) Act, 2002. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonor of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two year, and with fine which may extend to twice the amount of the cheque, or with both.

#### ***The Bureau of Indian Standards Act, 2016.***

The Bureau of Indian Standards Act, 2016 (“**BIS Act**”) was enacted to provide for the establishment of a national standards body for the harmonious development of the activities of standardisation, conformity assessment and quality assurance of goods, articles, processes, systems and services and for matters connected therewith or incidental thereto. The BIS Act provides for the powers, duties and functions of the BIS, where, *inter alia*, includes:

- a) recognition of any standard established for any article or process by any other institution in India, or elsewhere as an ‘Indian Standard’;
- b) establishment, publishing and promotion, in such manner as may be prescribed, of the Indian Standard, in relation to any article or process;

- c) specification of a Standard Mark to be called ‘Bureau of Indian Standards Certification Mark’ which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian Standard;
- d) granting, renewal, suspension or cancellation of a license for the use of Standard Mark; and making such inspection and taking such examples of any material or substance, as may be necessary, to see whether any article or process in relation to which the Standard Mark has been used, conforms to the Indian Standard or whether the Standard Mark has been improperly used in relation to any article or process without a license.

### ***Consumer Protection Act, 2019 (the “Consumer Protection Act”)***

The Consumer Protection Act provides for the protection of the interests of consumers and the establishment of authorities for the timely and effective administration and the settlement of consumer disputes. The Act empowers the Central Government to constitute the Central Consumer Protection Authority to regulate matters relating to the violation of rights of consumers, unfair trade practices and false or misleading advertisements which are prejudicial to the interests of the public and consumers, and to promote, protect and enforce the rights of consumers as a class, and conduct inquiries or investigations under the Consumer Protection Act. The definition of “consumer” has been expanded under the Consumer Protection Act to include persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. One of the substantial changes introduced by Consumer Protection Act is inclusion of the ecommerce industry under Consumer Protection Act with “e-commerce” defined to refer to the buying and selling of goods or services over digital or electronic network. Therefore, the Consumer Protection Act aims to cover entities that are involved in the process of selling goods or services online. Further, the Consumer Protection Act enables complainants to file complaints in respect of, inter alia, goods suffering defects, services suffering deficiencies, and goods or services hazardous to life and safety. Consumers are also empowered to file product liability actions, for claiming compensation for the harm caused to them by defective products or deficient services, in respect of which such product manufacturers or sellers may be held responsible.

### **LABOUR LAWS**

India has extensive labour related legislations. Certain other laws and regulations that may be applicable to our Company in India

#### **The Employees’ Provident Fund And Miscellaneous Provisions Act, 1952:**

The EPFA came into force on March 4, 1952 and amended on September 1, 2014. Under the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952 (EPF Act), compulsory provident fund, family pension fund and deposit linked insurance are payable to employees in factories and other establishments. The legislation provides that an establishment employing more than 20 (twenty) persons, either directly or indirectly, in any capacity whatsoever, is either required to constitute its own provident fund or subscribe to the statutory employee’s provident fund. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, the employer of such establishment is required to make a monthly contribution to the provident fund equivalent to the amount of the employee’s contribution to the provident fund. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

#### **The Sexual Harassment Of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013:**

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“SHWW Act”) provides for the protection of women at workplace and prevention of sexual harassment at workplace. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organizing awareness programs and workshops, display of rules relating to the sexual

harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints. The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee, which shall always be presided upon by a woman.

## **FOREIGN REGULATIONS**

### **Foreign Exchange Management Act, 1999:**

Foreign investment in India is primarily governed by the provisions of FEMA and the rules and regulations promulgated there under. Foreign Exchange Management Act, 1999 (“FEMA”) was enacted to consolidate and amend the law relating to foreign exchange with the objective of facilitating external trade and for promoting the orderly development and maintenance of foreign exchange market in India. FEMA extends to whole of India. This Act also applies to all branches, offices and agencies outside India owned or controlled by a person resident in India 102 and also to any contravention committed thereunder outside India by any person to whom the Act is applies. The Act has assigned an important role to the Reserve Bank of India (RBI) in the administration of FEMA.

### **FEMA Regulations:**

As laid down by the FEMA Regulations, no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the automatic route within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (“FEMA Regulations”) to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India.

### **The Foreign Trade (Development And Regulation) Act, 1992 (“FTA”):**

In India, the main legislation concerning foreign trade is FTA. The FTA read along with relevant rules provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. FTA read with the Indian Foreign Trade Policy provides that no export or import can be made by a company without an Importer-Exporter Code number unless such company is specifically exempt. An application for an Importer-Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce.

## **GENERAL LEGISLATIONS**

### **The Indian Contract Act, 1872:**

The Indian Contract Act, 1872 (“Contract Act”) codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act also provides for circumstances under which contracts will be considered as ‘void’ or ‘voidable’. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

**The Competition Act, 2002:**

The Competition Act, 2002 prohibits anti-competitive agreements, abuse of dominant positions by enterprises and regulates “combinations” in India. The Competition Act also established the Competition Commission of India (the “CCI”) as the authority mandated to implement the Competition Act. Combinations which are Likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act. The obligation to notify a combination to the CCI falls upon the acquirer in case of an acquisition, and on all parties to the combination jointly in case of a merger or amalgamation.

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## OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

### HISTORY OF OUR COMPANY

Our Company was originally incorporated as a private limited company under the Companies Act, 1956 in the name and style of “Drone Destination Private Limited” bearing Corporate Identification Number U60200DL2019PTC349951 dated May 10, 2019 issued by the Registrar of Companies, Delhi. Subsequently, our Company was converted into public limited company pursuant to a shareholders’ resolution passed at an Extra-Ordinary General Meeting held on April 29, 2023, and name of our Company was changed to “Drone Destination Limited” and a fresh Certificate of Incorporation dated May 04, 2023 was issued by Registrar of Companies, Delhi. As on date of this Prospectus, the Corporate Identification Number of our Company is U60200DL2019PLC349951.

### BACKGROUND OF PROMOTERS

**Our company has two Individual Promoters:**

1. **Mr. Chirag Sharma**
2. **Ms. Shashi Bala**

**Mr. Chirag Sharma**, aged 34 years, is the co-founder and Managing Director of the company w.e.f., May 15, 2023. He is an MBA from ISB Hyderabad, and a graduate in Computer Science & Mathematics from University of California. He has a vast entrepreneurial experience of more than 10 years.

**Mrs. Shashi Bala**, aged 58 years, is the co-founder and Executive Director of the company w.e.f., September 28, 2022. She holds a degree in Master of Science (M. Sc) and is Gold Medalist in Microbiology from Punjab Agricultural University, Ludhiana. Ms. Shashi Bala has a vast experience of being a promoter of an integrated Aviation Group with business interests in Private Airline, MRO, Aviation Academy, and Flight Support Services. For more details, kindly refer the page no. 171 of the chapter “Our Promoters”.

### CHANGES IN OUR REGISTERED OFFICE

The Registered Office of the Company is presently situated at C-13, Ground Floor, Panchsheel Enclave, Delhi-110017, India. The details of change of Registered Office of the Company are as follows:

S. No	Date of Change	Shifted from	Shifted to
1.	27/08/2020	H. No. 8/139-A, Ground Floor, Mehram Nagar, Delhi, 110037, India	C-13, Ground Floor, Panchsheel Enclave, Delhi-110017, India

### MAIN OBJECTS OF OUR COMPANY

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

1) To carry on the business of running a Domestic, International and/or regional Airlines and carriers on a scheduled or a non-scheduled basis as also air charter operations, either for passenger or for cargo or for both and to do all activities relating to hiring, leasing, sub-leasing of aircraft, maintenance of aircraft, buying and trading in Aircraft Space and Airline routes and also to trade, repair, repair flight controller and to develop all technology.



- 2) To carry on all the business, trade, business, operations manufacturing, repair, renting services and training of UAV's, UAS, SUAV, RPV, RPAS, UWV, UGV etc, Multi Rotor Drones, fixed Wings Drones, Single Rotor Helicopter, fixed Wing Hybrid VTOL, Very small Drones, Mini Drones, Large Drones, Customized Drones, Predator Drones and Advancing to other activities.
- 3) To manufacture, trade, repair, repair flight controllers, remote controller of all cameras and to develop all technology related with usage of drones. To provide drone and related services domestically and globally. To Capture process analysis all kinds of data collected using drones and to provide consultancy services to any subject related to drones.
- 4) To engage in the Activity of "Drone Consultancy" Services & Engineering works Services.

#### AMENDMENTS TO THE MOA OF OUR COMPANY SINCE INCORPORATION:

Since incorporation, there has been following amendment made to the MoA of our Company:

Date of Amendment	Particulars of Amendment
07-06-2019	Alteration in Memorandum of Association due insertion of object clause in Main Objects.
31-07-2019	Alteration in Memorandum of Association due to increase in Authorized share capital. The Authorized Share Capital was increased from existing Rs. 10,00,000/- to Rs. 20,00,000/-
04-11-2022	Alteration in Memorandum of Association due to increase in Authorized share capital. The Authorized Share Capital was increased from existing Rs. 20,00,000/- to Rs. 2,00,00,000/-
03-01-2023	Alteration in Memorandum of Association due to increase in Authorized share capital. The Authorized Share Capital was increased from existing Rs. 2,00,00,000/- to Rs. 5,00,00,000/-
29-04-2023	Alteration in Memorandum of Association due to increase in Authorized share capital. The Authorized Share Capital was increased from existing Rs. 5,00,00,000/- to Rs. 26,00,00,000/-
29-04-2023	Alteration of Name clause of Memorandum of Association and subsequently the company was converted from Private Limited Company into Public Company
29-04-2023	Adoption of Memorandum of Association and Articles of Association as per the provisions of the companies act, 2013.

#### KEY EVENTS AND MILESTONES:

The following table sets forth the key events and milestones in the history of our Company, since incorporation:

YEAR	PARTICULARS
2019	Incorporation of our Company
2020	Collaboration with IGRUA for establishing Remote Pilot Training Organisation
2022	Collaboration with NSDC for providing joint certification on drone related courses
2022	Collaboration with IFFCO for establishing Remote Pilot Training Organisation
2023	Conversion from Private Limited to Public Company and consequently name changed from "Drone Destination Private Limited" to "Drone Destination Limited".

#### AWARDS AND ACCREDITATIONS

There are no awards and accreditations received by our Company and our Directors:

## **DETAILS OF BUSINESS OF OUR COMPANY**

For details on the description of Our Company's activity, business model, marketing strategy, strength, completion of business, please see "Our Business", "Management Discussion and Analysis of Financial Conditions" and "Basis for Issue Price" on page 114, 227 and 87 respectively of this Prospectus respectively.

## **HOLDING COMPANY OF OUR COMPANY**

Our Company does not have any Holding Company as on the date of filing of this Prospectus

## **SUBSIDIARY COMPANY OF OUR COMPANY**

Our Company does not have any Subsidiary Company as on the date of filing of this Prospectus.

## **ASSOCIATE COMPANIES/ JOINT VENTURES**

As on Date of Prospectus, we do not have associate company and or entered into Joint ventures.

## **OTHER DECLARATIONS AND DISCLOSURES**

Our Company is not a listed entity and its securities have not been refused listing at any time by any recognized stock exchange in India or abroad. Further, Our Company has not made any Public Issue or Rights Issue (as defined in the SEBI ICDR Regulations) in the past. No action has been taken against Our Company by any Stock Exchange or by SEBI. Our Company is not a sick company within the meaning of the term as defined in the Sick Industrial Companies (Special Provisions) Act, 1985. Our Company is not under winding up nor has it received a notice for striking off its name from the relevant Registrar of Companies.

## **FUND RAISING THROUGH EQUITY OR DEBT**

For details in relation to our fund-raising activities through equity and debt, please refer to the chapters titled "*Capital Structure*" beginning on page number 58 respectively, of this Prospectus.

## **REVALUATION OF ASSETS**

Our Company has not re-valued its assets since its incorporation.

## **CHANGES IN THE ACTIVITIES OF OUR COMPANY HAVING A MATERIAL EFFECT**

Other than as stated in this Prospectus, there has been no change in the activities being carried out by our Company since incorporation till the date of this Prospectus which may have a material effect on the profits / loss of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

## **INJUNCTIONS OR RESTRAINING ORDERS**

Our Company is not operating under any injunction or restraining order.

## **DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS /BANKS**

There have been no Defaults or Rescheduling of borrowings with financial institutions/banks.

### **STRIKES AND LOCK-OUTS**

Our Company has, since incorporation, not been involved in any labour disputes or disturbances including strikes and lock-outs. As on the date of this Prospectus, our employees are not unionized.

### **TIME AND COST OVERRUNS IN SETTING UP PROJECTS**

As on the date of this Prospectus, there have been no time and cost overruns in any of the projects undertaken by our Company.

### **SHAREHOLDERS' AGREEMENT**

Our Company does not have any subsisting shareholders' agreement as on the date of this Prospectus.

### **OTHER AGREEMENTS**

As on the date of this Prospectus our Company has not entered into any agreements other than those entered into in the ordinary course of business and there are no material agreements entered into more than two years before the date of this Prospectus.

### **STRATEGIC PARTNERS**

Our Company does not have any strategic partner(s) as on the date of this Prospectus.

### **FINANCIAL PARTNERS**

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

### **ACQUISITION OF BUSINESS / UNDERTAKINGS**

There is no Merger, Amalgamation, Acquisition of Business or Undertaking etc. with respect to our Company and we have not acquired a business undertaking since inception.

### **DIVESTMENT OF BUSINESS / UNDERTAKING BY COMPANY IN THE LAST TEN YEARS**

There has been no divestment by the Company of any business or undertaking since inception.

### **NUMBER OF SHAREHOLDER OF OUR COMPANY**

Our Company has Eighty Four (84) shareholders as on May 13, 2023. For further details on the Shareholding Pattern of our Company, please refer to the Chapter titled "Capital Structure" beginning on page 58 of this Prospectus.

### **DETAILS OF PAST PERFORMANCE**

For details of Change of management, please see chapter titled “Our Business” and “Our History and certain corporate matters” on page 114, 148 respectively of this Prospectus.

## **DETAILS OF FINANCIAL PERFORMANCE**

For details in relation to our financial performance in the previous five financial years, including details of non-recurring items of income, refer to section titled “Financial Statements” beginning on page 193 of this Prospectus.

## **COLLABORATION AGREEMENT**

As on the date of this Prospectus, our Company has entered into collaboration agreement with following entities.

1. Indira Gandhi Rashtriya Udan Academi
2. Sanskardham
3. Chandigarh University
4. National Skill Development Corporation (NSDC)
5. GIS Companies such as MatrixGeo, NeoGeo, GeoKno
6. IFFCO
7. IIT Patna
8. Gramaudyogik
9. Satya Microcapital

For more details, Please refer the chapter “Our Business” on page no. 114.

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## OUR MANAGEMENT

### BOARD OF DIRECTORS

As per the Articles of Association of our Company, we are required to have not less than 3 (Three) Directors and not more than 15 (Fifteen) Directors on our Board, subject to provisions of Section 149 of Companies Act, 2013. As on date of this Prospectus, our Board consist of 5 (Five) Directors, out of which 2 (Two) are Executive Directors and 3 (Three) are Non-Executive Directors out of which 2 (Two) directors are independent director. Mr. Chirag Sharma is the Managing Director of our Company.

S.No.	Name	DIN	Category	Designation
1.	Mr. Chirag Sharma	05271919	Executive	Managing Director
2.	Ms. Shashi Bala	01547327	Executive	Director
3.	Mr. Raminder Kumar Verma	10064817	Non-Executive	Non-Independent director
4.	Mr. Satendra Singh	07618098	Non-Executive	Independent director
5.	Mr. Rajiv Ahuja	02297731	Non-Executive	Independent director

The following table sets forth certain details regarding the members of our Company's Board as on the date of this Prospectus:

S. No.	Name, Age, Date of Birth, Designation, Address, Occupation, Qualification, Nationality & DIN	Date & term of Appointment	No. of Equity Shares held & % of shareholding (Pre-Issue)	Other Directorships
1.	<p><b>Chirag Sharma</b></p> <p><i>Designation:</i> Managing Director</p> <p><i>Address:</i> C-13, Third Floor, Panchsheel Enclave, Delhi-110017</p> <p><i>Date of Birth:</i> January 17, 1989</p> <p><i>Age:</i> 34 Years</p> <p><i>Qualification:</i> MBA</p> <p><i>Occupation:</i> Service</p> <p><i>Nationality:</i> Indian</p> <p><i>Term:</i> Five years from date of appointment as Managing Director</p> <p><i>DIN:</i> 05271919</p>	<p>Originally appointed as a Director w.e.f. May 10<sup>th</sup>, 2019.</p> <p>Further, Change in designation as a Managing Director w.e.f. May 15, 2023.</p>	<p>18,72,500 shares; 10.7%</p>	<p><b>Indian Private Companies</b></p> <ul style="list-style-type: none"> <li>• Hubblefly Technologies Private Limited</li> <li>• Agristar Technologies Private Limited</li> <li>• Flosaira Floral Art Private Limited</li> <li>• Drone Destination Services Private Limited</li> </ul> <p><b>Indian Public Companies</b></p> <p>Nil</p> <p><b>Section 8 companies</b></p> <p>Nil</p> <p><b>Indian LLPs</b></p> <p>Nil</p>

<p>2.</p>	<p><b>Shashi Bala</b></p> <p><i>Designation:</i> Executive Director</p> <p><i>Address:</i> C-13 Third Floor, Panchsheel Enclave, Malviya Nagar, Delhi-110017</p> <p><i>Date of Birth:</i> February 20, 1965</p> <p><i>Age:</i> 58 Years</p> <p><i>Qualification:</i> Master of Science</p> <p><i>Occupation:</i> Service</p> <p><i>Nationality:</i> Indian</p> <p><i>Term:</i> Till Resignation</p> <p><i>DIN:</i> 01547327</p>	<p>Originally appointed as Director w.e.f. May 10<sup>th</sup>, 2019.</p> <p>Further, appointed as an Additional Director w.e.f. December 01<sup>st</sup>, 2021.</p> <p>Further, change in designation as a Director w.e.f. September 28, 2022</p>	<p>1,29,96,000 shares; 74.28%</p>	<p><b>Indian Private Companies</b></p> <ul style="list-style-type: none"> <li>• Agristar Technologies Private Limited</li> <li>• Ezee Charters Private Limited</li> <li>• Air One Aviation Private Limited</li> <li>• Airone Charters Private Limited</li> <li>• Airone Support Services Private Limited</li> <li>• Air One Logistics Private Limited</li> </ul> <p><b>Indian Public Companies</b></p> <p>Nil</p> <p><b>Section 8 Companies</b></p> <ul style="list-style-type: none"> <li>• Peace Angels Foundation</li> </ul> <p><b>Indian LLPs</b></p> <p>Nil</p>
<p>3.</p>	<p><b>Raminder Kumar Verma</b></p> <p><i>Designation:</i> Non-Executive and Non-Independent Director</p> <p><i>Address:</i> C-88, Sector-41, Noida, Gautam Buddha Nagar, Uttar Pradesh-201303</p> <p><i>Date of Birth:</i> July 19, 1966</p> <p><i>Age:</i> 56 Years</p> <p><i>Qualification:</i> Bachelor of Arts (Hons) in English Literature</p> <p><i>Occupation:</i> Service</p> <p><i>Nationality:</i> Indian</p>	<p>Appointed as Non-Executive and Non-Independent Director w.e.f., April 29<sup>th</sup>, 2023</p>	<p>10,500 Equity shares; 0.06%</p>	<p><b>Indian Private companies</b></p> <p>Drone Soccer Association India</p> <p><b>Indian Public Companies</b></p> <p>Nil</p> <p><b>Section 8 Companies</b></p> <p>Nil</p> <p><b>Indian LLPs</b></p> <p>Nil</p>

	<i>DIN:</i> 10064817			
4.	<p><b>Satendra Singh</b></p> <p><i>Designation:</i> Independent director</p> <p><i>Address:</i> C-184, Divya Jyoti Apartments, Sector-19, Rohini-110089</p> <p><i>Date of Birth:</i> March 03, 1946</p> <p><i>Age:</i> 77 Years</p> <p><i>Qualification:</i> B. Tech in Aeronautical Engineering.</p> <p><i>Occupation:</i> Service</p> <p><i>Nationality:</i> Indian</p> <p><i>DIN:</i> 07618098</p>	Appointed as an Independent Director w.e.f., April 29, 2023	Nil	<p><b>Indian Private companies</b></p> <p>Nil</p> <p><b>Indian Public Companies</b></p> <p>Nil</p> <p><b>Section 8 Companies</b></p> <p>Nil</p> <p><b>Indian LLPs</b></p> <p>Nil</p>
5.	<p><b>Rajiv Ahuja</b></p> <p><i>Designation:</i> Independent Director</p> <p><i>Address:</i> W-126, Greater Kailash part-II, Delhi-110048</p> <p><i>Date of Birth:</i> April 24, 1965</p> <p><i>Age:</i> 58 Years</p> <p><i>Qualification:</i> MBA</p> <p><i>Occupation:</i> Service</p> <p><i>Nationality:</i> Indian</p> <p><i>DIN:</i> 02297731</p>	Appointed as an Independent Director w.e.f April 29, 2023.	Nil	<p><b>Indian Private Companies</b></p> <ul style="list-style-type: none"> <li>• Oju Subansiri Hydro Power Corporation Private Limited</li> <li>• CVR Holdings Private Limited</li> <li>• Navayuga Infotech Private Limited (Under CIRP)</li> <li>• Brownish Technology Solutions Private Limited</li> <li>• Schedder Technology Solutions Private Limited</li> <li>• Anthem Academy for Learning Private Limited</li> </ul> <p><b>Indian Public Companies</b></p>

			Nil  <b>Indian LLPs</b>  Anthem Business Solutions LLP
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**BRIEF PROFILE OF THE DIRECTORS OF OUR COMPANY**

**Mr. Chirag Sharma**, aged 34 years, is the co-founder and Managing Director of the company w.e.f., May 15, 2023. He is an MBA from ISB Hyderabad, and a graduate in Computer Science & Mathematics from University of California. He has worked across eclectic business environments within the Education, Digital Commerce & Aviation space. He has 10 + years of professional and entrepreneurial experience spanning across North America, UAE and India, and developed and led a few successful Aviation business verticals offering Air Charter, Ground Handling, Training and Charter Brokerage Marketplace services etc.

**Mrs. Shashi Bala**, aged 58 years, is the co-founder and Executive Director of the company w.e.f., September 28, 2022. She holds a degree in Master of Science (M. Sc) and is Gold Medalist in Microbiology from Punjab Agricultural University, Ludhiana. Ms. Shashi Bala has vast experience of being a promoter of an integrated Aviation Group with business interests in Private Airline, MRO, Aviation Academy, and Flight Support Services. She is currently engaged with the company’s foray in agricultural services and plays an active role in Human Resource Management and staff welfare.

**Mr. Raminder Kumar Verma**, aged 56 Years, is a Non-Executive and Non-Independent Director of the company. He was appointed as a Non-Executive and Non-Independent Director w.e.f., April 29th, 2023. He has completed his Bachelor of Arts (Hons) in English Literature from University of Delhi. He has over 30 years’ experience in FMCG Industry, Airlines Industry and Media Industry. Out of which he had worked around 22 years in Media Industry where he worked as an advertising professional. During his 22 years of tenure in the Media Industry, he served Companies like Business Standard, Daily News and Analysis (DNA) and Deccan Chronicle.

**Mr. Satendra Singh**, aged 77 years, is an independent director of the company. He was appointed as an independent director w.e.f. from April 29<sup>th</sup>, 2023, for a term of three (3) years. He has completed his B. Tech in Aeronautical Engineering from IIT Kanpur and bachelor’s in law (LLB) from Delhi University. He is also Fellow of Aeronautical Society of India. He has done Civil Aviation Chief Executives Programme at Singapore Aviation Academy, Aircraft Accident Investigation Course, Cranfield College of Aeronautics, UK and Boeing 747 course at Boeing Company at Seattle, USA.

He had served for about 38 years from 1968 to 2006 in National Aerospace Laboratory, Bengaluru, India under Ministry of Science & Technology, Government of India and Directorate of General Aviation under Ministry of Civil Aviation, Government of India. He superannuated as Director General of Civil Aviation in 2006. During his tenure, he worked on testing of bodies of revolution on supersonic Mach 4 wind tunnel, Civil Aviation Policies and ICAO Audit of India. He also Established world class read out and analysis facility of Flight Recorders (Black Boxes) for aircraft accident and incident investigation, DGCA Web-site and initiated computerisation of DGCA headquarters and the Regional Offices through National Informatics Centre. He also Participated in Bilateral discussions for ‘Air Services Agreements’ with many countries including Canada, France, Germany, Italy, Nepal, Pakistan, Russia, UK, USA, etc.

He was a senior expert (Regulations) of EU-India Project from September 2010 to December 2014 where he drafted Civil Aviation Authority of India Bill, 2013 for Ministry of Civil Aviation, which was introduced in



Parliament in August 2013, new Civil Aviation Act to replace the present Aircraft Act of India and Aircraft Rules for Aircraft Accident and Incident Investigation, which were published in Official Gazette and became effective from July 2012. He also proposed amendments to the the Aircraft Rules to carry out Cape Town Convention, which were adopted by Directorate General of Civil Aviation. He also worked on State Safety Plan along with other EU experts and Civil Aviation of India along with other EU Experts.

Currently, he is a Licensed Advocate enrolled in Bar Council of Delhi, India and provide legal consultancy to private airports, private airlines, aviation training institutes and individuals.

He was former member of National Airspace Management Advisory Committee of India, Air Transport Regulation Panel, ICAO, Montreal and Advisory Committee of India Meteorological Department. He was also former chairman of Delhi Branch of Aeronautical Society of India and of the Steering Committee of ICAO's COSCAP-SA Programme during the year 2004. He was also designated member of APANPIRG (ICAO), Bangkok and Board Member of Aero Club of India.

Currently, he is a member of National Airspace Management Advisory Committee (NAMAC) and of Group Constituted by Airports Authority of India. He is nominated as an external expert on the Committee formed Airports Authority to conduct an Aeronautical Study for the proposed New Greenfield Airport in Great Nicobar Island. He is Secretary- General of International Federation for Aviation, Aerospace and Drones.

**Mr. Rajiv Ahuja**, aged 58 Years, is an independent director of the company. He was appointed as an independent director w.e.f. April 29<sup>th</sup>, 2023, for a term of three (3) years. He has completed his B.SC (Hons) and MBA. He participated in several executives and business management programs across the world.

Currently, he holds the position as a Member of the Board of CVR Navayuga Group where he is responsible for making group strategy and international expansion. He also ensures efficiency in organizational process and helps in improving overall corporate governance performance. He had a successful career of over 30 years in the corporate sector and held senior positions across multiple functions in leading Indian companies and MNCs. He also worked with leading corporates like American Express, Dell and the multi business Max India Group. He also served as an independent director on the board of Ricoh India, part of the US\$ 19 Billion Japanese Ricoh Corporation.

**Note:**

*As on the date of this Prospectus:*

- a) *None of our Directors is or was a director of any listed company during the last five years preceding the date of this Prospectus, whose shares have been or were suspended from being traded on the NSE, during the term of their directorship in such company.*
- b) *None of the Directors are on the RBI List of wilful defaulters.*
- c) *None of our Directors are categorized as a wilful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(III) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.*
- d) *None of our Directors is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018. None of the above-mentioned Directors are on the RBI List of wilful defaulters as on the date of this Prospectus.*

- e) *None of the Promoters, persons forming part of our Promoter Group, our Directors or persons in control of our Company or our Company are debarred by SEBI from accessing the capital market.*
- f) *None of the Promoters, Directors or persons in control of our Company, have been or are involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.*

## **FAMILY RELATIONSHIP BETWEEN DIRECTORS**

Except as stated below, none of the Directors or Director and Key Managerial Personnel or Senior Management of the Company are related to each other as per Section 2(77) of the Companies Act, 2013:

<b>S. No.</b>	<b>Name of the Director</b>	<b>Designation</b>	<b>Relationship with another Director</b>
<b>1.</b>	Chirag Sharma	Managing Director	Son of our Executive Director Ms. Shashi Bala
<b>2.</b>	Shashi Bala	Executive Director	Mother of our Managing Director Mr. Chirag Sharma

### **Details of current and past directorship(s) in listed companies whose shares have been / were suspended from being traded on the stock exchanges and reasons for suspension.**

None of our Directors is / was a Director in any listed company during the last five years before the date of filing of this Prospectus, whose shares have been / were suspended from being traded on the any stock exchange.

### **Details of current and past directorship(s) in listed companies which have been/ were delisted from the stock exchange(s) and reasons for delisting.**

None of our Directors are currently or have been on the board of directors of a public listed company whose shares have been or were delisted from any stock exchange.

### **Details of arrangement or understanding with major shareholders, consumers, suppliers or others, pursuant to which of the Directors were selected as a director or member of senior management.**

There are no arrangements or understandings with major shareholders, consumers, suppliers or any other entity, pursuant to which any of the Directors or Key Managerial Personnel were selected as a Director or member of the senior management.

### **Details of service contracts**

None of our directors have entered into any service contracts with our company except for acting in their individual capacity as director and no benefits are granted upon their termination from employment other than the statutory benefits provided by our company. However, the directors have been issued Appointment letters for their term of appointment.

Except statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including the directors and key Managerial personnel, are entitled to any benefits upon termination of or retirement from employment.

## **Borrowing power of the Board**

In terms of the special resolution passed at an Annual General Meeting of our Company held on May 15, 2023 and pursuant to Section 180(1)(c) and any other applicable provisions, of the Companies Act, 2013 and the rules made thereunder, the consent of members of the Company has been accorded to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid up capital of the Company and free reserve, provided that the total outstanding amount so borrowed, shall not at any time exceed the limit of Rs 500 Crores.

## **TERMS AND CONDITIONS OF EMPLOYMENT OF THE DIRECTORS**

### **Terms and conditions for Executive Directors**

#### **1. Mr. Chirag Sharma**

Our Board at its meeting held on May 12, 2023 and our Shareholders in the Annual General Meeting May 15, 2023 approved the appointment of Chirag Sharma for a period of 5 years from May 15, 2023 up to May 14, 2028.

The following table sets forth the terms of appointment of Chirag Sharma which was approved by our Shareholders in the Annual General Meeting dated May 15, 2023:

<b>S.No.</b>	<b>Category</b>	<b>Remuneration per annum</b>
1.	Basic Salary	60 Lakh
2.	Perquisites and allowances of expenses	N.A.

#### **3. Ms. Shashi Bala**

Our Shareholders in the Annual General Meeting held on September 28, 2022 approved the appointment of Shashi Bala as an Executive Director.

<b>S.No.</b>	<b>Category</b>	<b>Remuneration per annum</b>
1.	Basic Salary	36 Lakh
2.	Perquisites and allowances of expenses	N.A.

### **Terms and conditions for Non-Executive Directors and Independent Directors**

Our Company will not pay any remuneration to the Independent Directors of our company except the applicable sitting fee and reimbursement of expenses as per the Companies Act, 2013.

Pursuant to the resolution passed by the Board of Directors of our Company on April 25, 2023, the independent directors of our Company would be entitled to a sitting fee of Rs. 10,000/- for attending every meeting of Board and Rs. 10,000/- for attending every committee meeting.

**Note: No portion of the compensation as mentioned above was paid pursuant to a bonus or profit-sharing plan.**

## SHAREHOLDING OF DIRECTORS IN OUR COMPANY

As per the Articles of Association of our Company, a Director is not required to hold any shares in our Company to qualify him for the office of the Director of our Company. The following table details the shareholding in our Company of our Directors in their personal capacity, as on the date of this Prospectus:

S. No.	Name of the Directors	No. of Equity Shares held	% of pre-issue paid-up Equity share capital in our company	% of Post Issue Equity Share Capital in our company
1	Mr. Chirag Sharma	18,72,500.0	10.7%	7.71%
2	Ms. Shashi Bala	1,29,96,000.0	74.26%	53.48%
3	Mr. Raminder Kumar Verma	10,500	0.06%	0.04%

## INTEREST OF DIRECTORS

All of our Directors may be deemed to be interested to the extent of fees payable to them (if any) for attending meetings of the Board or a committee thereof as well as to the extent of remuneration payable to them for their services as Directors of our Company and reimbursement of expenses as well as to the extent of commission and other remuneration, if any, payable to them under our Articles of Association. Some of the Directors may be deemed to be interested to the extent of consideration received/paid or any loans or advances. Provided to anybody corporate including companies and firms, and trusts, in which they are interested as directors, members, partners or trustees.

All our Directors may also be deemed to be interested to the extent of Equity Shares, if any, already held by them or their relatives in our Company, or that may be subscribed for and allotted to our non-promoter Directors, out of the present Issue and also to the extent of any dividend payable to them and other distribution in respect of the said Equity Shares.

The Directors may also be regarded as interested in the Equity Shares, if any, held or that may be subscribed by and allocated to the companies, firms and trusts, if any, in which they are interested as directors, members, partners, and/or trustees.

Our Directors may also be regarded interested to the extent of dividend payable to them and other distribution in respect of the Equity Shares, if any, held by them or by the companies/firms/ventures promoted by them or that may be subscribed by or allotted to them and the companies, firms, in which they are interested as Directors, members, partners and promoters, pursuant to this Issue. All our Directors may be deemed to be interested in the contracts, agreements/ arrangements entered into or to be entered into by the Company with either the Directors himself, other company in which they hold directorship or any partnership firm in which they are partners, as declared in their respective declarations.

Except as stated in the chapter “Our Management” and “Financial Information” beginning on page 153 and 193 respectively and described herein to the extent of shareholding in our Company, if any, our Directors do not have any other interest in our business.

Our Directors are not interested in the appointment of or acting as Book Running Lead Manager, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

### ***Interest in promotion of Our Company***

Except Ms. Shashi Bala and Mr. Chirag Sharma, who are Promoters of our company, none of our directors have any interest in the promotion of our Company other than in ordinary course of business.

### ***Interest in the property of Our Company***

Our Directors have no interest in any property acquired by our Company neither in the preceding two years from the date of this Prospectus nor in the property proposed to be acquired by our Company as on the date of filing of this Prospectus. Our Directors also do not have any interest in any transaction regarding the acquisition of land, construction of buildings and supply of machinery, etc. with respect to our Company.

### ***Interest in the business of Our Company***

Save and except as stated otherwise in “Related Party Transaction” in the chapter titled “*Financial Information*” beginning on page number 193 of this Prospectus, our Directors do not have any other interests in our Company as on the date of this Prospectus. Our Directors are not interested in the appointment of Underwriters, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

### ***Bonus or profit-sharing plan for the directors***

There is no bonus or profit-sharing plan for the Directors of our Company.

### ***Contingent and deferred compensation payable to directors***

No Director has received or is entitled to any contingent or deferred compensation.

### ***Other indirect interest***

Except as stated in chapter titled “*Financial Information*” beginning on page 193 of this Prospectus, none of our sundry debtors or beneficiaries of loans and advances are related to our Directors.

## **CHANGES IN THE BOARD FOR THE LAST THREE YEARS**

Save and except as mentioned below, there had been no change in the Directorship during the last three (3) years:

<b>Name of Director</b>	<b>Date of Event</b>	<b>Reason for Change</b>
<b>Ms. Shashi Bala</b>	01/12/2021	Appointed as an Additional Director
<b>Ms. Shashi Bala</b>	28/09/2022	Regularized as a director
<b>Mr. Raminder Kumar Verma</b>	29/04/2023	Appointed as Non-Executive and Non-Independent director
<b>Mr. Satendra Singh</b>	29/04/2023	Appointed as an Independent director
<b>Mr. Rajiv Ahuja</b>	29/04/2023	Appointed as an Independent director
<b>Mr. Chirag Sharma</b>	15/05/2023	Appointed as Managing Director

## **MANAGEMENT ORGANIZATIONAL STRUCTURE**

For Management Organizational Structure please refer chapter titled “Our Business” on page number 114 of this Prospectus.

## **CORPORATE GOVERNANCE**

In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI Listing Regulations will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges. As on date of this Prospectus, as our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, the requirement specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V is not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our Company has constituted the following Committees of the Board:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee

## **AUDIT COMMITTEE**

The Audit Committee was constituted *vide* Board resolution dated May 15, 2023 pursuant to Section 177 of the Companies Act, 2013. As on the date of this Prospectus, the Audit Committee comprises of:

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
<b>Mr. Rajiv Ahuja</b>	Chairman	Independent Director
<b>Mr. Satendra Singh</b>	Member	Independent director
<b>Mr. Chirag Sharma</b>	Member	Managing Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

### **The role of Audit Committee shall include the following:**

1. Overseeing the Company’s financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
2. Recommending to the Board for the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditors of the Company;
3. Reviewing and monitoring the statutory auditor’s independence and performance, and effectiveness of audit process;
4. Approving payments to the statutory auditors for any other services rendered by the statutory auditors;
5. Reviewing, with the management, the annual financial statements and auditor’s report thereon before submission to the Board for approval, with particular reference to:

- Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act;
  - Changes, if any, in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on the exercise of judgment by management;
  - Significant adjustments made in the financial statements arising out of audit findings;
  - Compliance with listing and other legal requirements relating to financial statements;
  - Disclosure of any related party transactions; and
  - Qualifications and modified opinions in the draft audit report.
6. Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
  7. 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 utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed initial public offer by the Company;
  8. Approval or any subsequent modifications of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
  9. Scrutiny of inter-corporate loans and investments;
  10. Valuation of undertakings or assets of the Company, wherever it is necessary;
  11. Evaluation of internal financial controls and risk management systems;
  12. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
  13. Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
  14. 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;
  15. Discussing with internal auditors on any significant findings and follow up thereon;
  16. 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;
  17. Discussing 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;
  18. Looking 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;
  19. Reviewing the functioning of the whistle blower mechanism;
  20. Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;
  21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding ₹1,000 million or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
  22. Considering and commenting on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
  23. Such roles as may be delegated by the Board and/or prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law; and

24. Carrying out any other functions as is mentioned in the terms of reference of the audit committee or containing into SEBI (LODR) Regulations 2015.

**The Audit Committee enjoys following powers:**

- a) To investigate any activity within its terms of reference
- b) To seek information from any employee
- c) To obtain outside legal or other professional advice
- d) To secure attendance of outsiders with relevant expertise if it considers necessary
- e) The audit committee may invite such of the executives as it considers appropriate (and particularly head of the finance function) to be present at the meetings of the committee, but on the occasions it may also meet without the presence of any executives of the Issuer. The finance director, head of the internal audit committee.

**The Audit Committee shall mandatorily review the following information:**

1. management discussion and analysis of financial condition and results of operations;
2. statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. management letters / letters of internal control weaknesses issued by the statutory auditors;
4. internal audit reports relating to internal control weaknesses;
5. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
6. 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 ICDR Regulations;
  - b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI ICDR Regulations.

**Meetings and relevant quorum of the Audit Committee**

1. The Audit Committee shall meet at least four times in a year and more than one hundred and twenty days shall elapse between two meetings.
2. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be minimum of two independent members present.

**Removal or Ceasing as a Member of the Committee**

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

**NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee was constituted at a meeting of the Board of Directors held on May 15, 2023. As on the date of this Prospectus the Nomination and Remuneration Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
<b>Mr. Satendra Singh</b>	Chairman	Independent director
<b>Mr. Rajiv Ahuja</b>	Member	Independent Director
<b>Mr. Raminder Kumar Verma</b>	Member	Non-Executive and Non-Independent



Our Company Secretary and Compliance officer will act as the secretary of the Committee.

The role of the Nomination and Remuneration Committee includes, but not restricted to, the following:

The terms of reference of the Nomination and Remuneration Committee as per Regulation 19 and Part D of Schedule II of SEBI Listing Regulations and Companies Act, 2013 shall be as under:

1. formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
2. for the appointment of an independent director, the 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 of directors of the Company 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 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.
3. formulation of criteria for evaluation of the performance of independent directors and the Board;
4. devising a policy on diversity of our Board;
5. identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance;
6. determining 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. recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of our Company;
8. recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;
9. recommending to the Board, all remuneration, in whatever form, payable to senior management;
10. performing such functions as are required to be performed by the compensation committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;
11. engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;
12. analyzing, monitoring and reviewing various human resource and compensation matters;
13. reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
14. framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
  - a. The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended; or
  - b. The SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended;

Performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, Companies Act, each as amended or other applicable law.

Our Company Secretary and Compliance Officer will act as the secretary to the Nomination and Remuneration Committee.

### **Meetings and relevant quorum of the Nomination and Remuneration Committee**

1. The committee shall meet as and when the need arises, subject to at least one meeting in a year.
2. The quorum for the meeting shall be either two members or one third of the total strength of the committee or two members, whichever is higher, with atleast One (1) Independent Director.

### **Removal or Ceasing as a Member of the Committee**

1. Any members of this Committee may be removed or replaced by the Board of Directors at any time, by giving reasons thereof.
2. Any member of this committee ceasing to be a director shall also be ceased to be a member of this Committee.

### **STAKEHOLDERS' RELATIONSHIP COMMITTEE**

Our Company at its Board Meeting held on May 15, 2023 has approved the constitution of the Stakeholders Relationship Committee in compliance with the provisions of the Section 178(5) and all other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The constituted Stakeholders Relationship Committee comprises the following:

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
<b>Mr. Raminder Kumar Verma</b>	Chairman	Non-Executive and Non-Independent Director
<b>Mr. Rajiv Ahuja</b>	Member	Independent Director
<b>Mr. Chirag Sharma</b>	Member	Managing Director

Our Company Secretary and Compliance officer will act as the secretary to the Stakeholders Relationship Committee.

The terms of reference of the Stakeholders Relationship Committee as per Regulation 20 and Part D of Schedule II of SEBI Listing Regulations, 2015 and Companies Act, 2013 shall be as under:

- 1) Consider and resolve grievances of security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
- 2) Review of measures taken for effective exercise of voting rights by shareholders;
- 3) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;
- 4) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
- 5) Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
- 6) To handle the grievances of the stakeholders in connection with the allotment and listing of shares;
- 7) Ensure proper and timely attendance and redressal of investor queries and grievances;
- 8) Carrying out any other functions contained in the Companies Act, 2013 and/or other documents (if applicable), as and when amended from time to time; and

- 9) To approve, register, refuse to register transfer or transmission of shares and other securities;
- 10) To review, approve or reject the request for split, sub-divide, consolidate, renewal and or replace any share or other securities certificate(s) of the Company;
- 11) To authorize affixation of common seal of the Company;
- 12) To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
- 13) To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
- 14) To dematerialize or rematerialize the issued shares;
- 15) To do all other acts and deeds as may be necessary or incidental to the above;
- 16) To perform such functions as may be delegated by the Board and to further delegate all or any of its power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s); and
- 17) Such terms of reference as may be prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law.

#### **Meetings of the Committee and relevant quorum**

1. The Stakeholder Relationship Committee shall meet at least once in a year, and shall report to the Board on a quarterly basis regarding the status of redressal of the complaints received from the shareholders of the Company.

#### **Removal or Ceasing as a Member of the Committee**

1. Any members of this Committee may be removed or replaced by the Board of Directors at any time, by giving reasons thereof.
2. Any member of this committee ceasing to be a director shall also be ceased to be a member of this Committee.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

#### **Compliance with SME Listing Regulations**

The provisions of the SEBI (Listing Obligation and Disclosures) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on Emerge Platform of NSE.

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## KEY MANAGERIAL PERSONNEL

Our Company is managed by our Board of Directors, assisted by qualified professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel of our Company:

<b>Name</b>	:	<b>Mr. Chirag Sharma</b>
<b>Designation</b>	:	Managing Director
<b>Date of Appointment</b>	:	May 15, 2023
<b>Term of Office</b>	:	Five years from the date of appointment
<b>Expiration of Term</b>	:	May 14, 2028
<b>Qualification</b>	:	MBA
<b>Previous Employment</b>	:	Not Applicable
<b>Overall Experience</b>	:	More than Ten Years
<b>Remuneration</b>	:	Mr. Chirag Sharma was appointed as Managing Director on May 15, 2023 and remuneration shall be payable of Rs. 60 Lakhs Per Annum which shall be inclusive of perquisites and allowances.
<b>Name</b>	:	<b>Ms. Shashi Bala</b>
<b>Designation</b>	:	Executive Director
<b>Date of Appointment</b>	:	December 01, 2021 (First Appointment) September 28, 2022 (Regularised as Executive Director)
<b>Term of Office</b>	:	Till Resignation
<b>Expiration of Term</b>	:	Not Applicable
<b>Qualification</b>	:	Master of Science
<b>Previous Employment</b>	:	Not Applicable
<b>Overall Experience</b>	:	More than Twelve years
<b>Remuneration</b>	:	Ms. Shashi Bala was appointed as Executive Director on September 28, 2022 and remuneration shall be payable of Rs. 36 Lakhs Per Annum which shall be inclusive of perquisites and allowances.
<b>Name</b>	:	<b>Ms. Ayushi Gupta</b>
<b>Designation</b>	:	Company Secretary & Compliance Officer
<b>Date of Appointment</b>	:	May 01, 2023
<b>Qualification</b>	:	Company Secretary (CS) & LL.B.
<b>Previous Employment</b>	:	Not applicable
<b>Overall Experience</b>	:	She has more than 6 years of experience in industry.
<b>Remuneration</b>	:	Ms. Ayushi Gupta was appointed as Company Secretary & Compliance Officer on May 01, 2023 shall be payable of Rs. 5 Lakh Per Annum which shall be inclusive of perquisites and allowances.
<b>Name</b>	:	<b>Mr. Arun Kumar</b>
<b>Designation</b>	:	Chief Financial Officer (CFO)
<b>Date of Appointment</b>	:	May 15, 2023
<b>Qualification</b>	:	B.Com
<b>Previous Employment</b>	:	Drone Destination Limited (Drone Destination Private Limited)
<b>Overall Experience</b>	:	He is Chief Financial Officer of our company & has been appointed on May 15, 2023. He has experience of around more than 8 years.
<b>Remuneration</b>	:	Mr. Arun Kumar was appointed as CFO on May 15, 2023, shall be payable of Rs. 12 lakh Per Annum which shall be inclusive of perquisites and allowances.

**Notes:**

- All of our Key Managerial Personnel mentioned above are on the payrolls of our Company as permanent employees.
- There is no agreement or understanding with major shareholders, consumers, suppliers or others pursuant to which any of the above mentioned personnel was selected as a director or member of senior management.
- None of our Key Managerial Personnel has entered into any service contracts with our company and no benefits are granted upon their termination from employment other than statutory benefits provided by our Company. However, our Company has appointed certain Key Managerial Personnel for which our company has not executed any formal service contracts; although they are abide by their terms of appointments.

**FAMILY RELATIONSHIP BETWEEN KMP**

None of the KMP of the Company are related to each other as per section 2(77) of the Companies Act, 2013.

**BONUS AND/ OR PROFIT SHARING PLAN FOR THE KEY MANAGERIAL PERSONNEL**

Our Company does not have any bonus and / or profit sharing plan for the key managerial personnel.

**CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO KEY MANAGERIAL PERSONNEL**

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation.

**SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL**

Except Mr. Chirag Sharma, holding 18,72,500 equity shares and Mr. Arun Kumar, holding 7000 Equity Shares, none of our Key Managerial Personnel is holding any Equity Shares in our Company as on the date of this Prospectus.

**INTEREST OF KEY MANAGERIAL PERSONNEL**

None of our key managerial personnel have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to our Company as per the terms of their appointment and reimbursement of expenses incurred by them during the ordinary course of business.

**CHANGES IN OUR COMPANY’S KEY MANAGERIAL PERSONNEL DURING THE LAST THREE YEARS**

Following have been the changes in the Key Managerial Personnel (KMP) during the last three years:

Sr. No.	Name of KMP	Date of Event	Reason for Change
1	Mr. Chirag Sharma	May 15, 2023	Appointed as Managing Director
2	Ms. Ayushi Gupta	May 01, 2023	Appointed as Company Secretary
3	Mr. Arun Kumar	May 15, 2023	Appointed as Chief Financial Officer

*Note: Other than the above changes, there have been no changes to the key managerial personnel of our Company that are not in the normal course of employment.*

## **SCHEME OF EMPLOYEE STOCK OPTIONS OR EMPLOYEE STOCK PURCHASE**

Our Company does not have any Employee Stock Option Scheme or other similar scheme giving options in our Equity Shares to our employees.

## **LOANS TO KEY MANAGERIAL PERSONNEL**

Except as provided in restated financial statement in the chapter “*Financial Information*” beginning on page 193 of the Prospectus, there are no loans outstanding against the key managerial personnel as on the date of this Prospectus.

## **PAYMENT OF BENEFITS TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)**

Except for the payment of salaries and perquisites and reimbursement of expenses incurred in the ordinary course of business, and the transactions as enumerated in the chapter titled “*Financial Information*” and the chapter titled “*Our Business*” beginning on pages 192 and 113 respectively of this Prospectus, we have not paid/given any benefit to the officers of our Company, within the two preceding years nor do we intend to make such payment/ give such benefit to any officer as on the date of this Prospectus.

## **RETIREMENT BENEFITS**

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.

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## OUR PROMOTERS

The Promoter of our Company is:

S.N.	Name	Category	No. of Shares
1.	Mr. Chirag Sharma	Individual Promoter	18,72,500
2.	Ms. Shashi Bala	Individual Promoter	1,29,96,000

For details of the build-up of our promoters' shareholding in our Company, see section titled "Capital Structure" beginning on page 58 of this Prospectus.

Brief profile of our Promoters is as under:

	<b>Mr. Chirag Sharma – Managing Director</b>	
	<b>Qualification</b>	Master of Business Administration
	<b>Age</b>	34 Years
	<b>Date of Birth</b>	January 17th, 1989
	<b>Address</b>	C-13, Third Floor, Panchsheel Enclave, Delhi-110017
	<b>Experience</b>	Ten years
	<b>Occupation</b>	Business
	<b>No. of Equity Shares &amp; % Of Shareholding (Pre Offer)</b>	10.7%
	<b>Directorship &amp; Other Ventures</b>	<p><b>Indian Private Companies:</b></p> <ol style="list-style-type: none"> <li>Drone Destination Services Private Limited</li> <li>Hubblefly Technologies Private Limited</li> <li>Agristar Technologies Private Limited</li> <li>Flosaira Floral Art Private Limited</li> </ol> <p><b>Indian Public Companies</b> Nil</p> <p><b>Section 8 Companies</b> Nil</p> <p><b>Indian LLPs</b> Nil</p>
	<b>Mrs. Shashi Bala - Executive Director</b>	
<b>Qualification</b>	M.Sc	
<b>Age</b>	58 Years	
<b>Date of Birth</b>	February 20th, 1965	

	<b>Address</b>	C-13, Third Floor, Panchsheel Enclave, Malviya Nagar, Delhi-110017
	<b>Experience</b>	More than Twelve years
	<b>Occupation</b>	Business
	<b>No. of Equity Shares &amp; % Of Shareholding (Pre Offer)</b>	74.28%
	<b>Directorship &amp; Other Ventures</b>	<p><b>Indian Private Companies:</b></p> <ol style="list-style-type: none"> <li>1. Air One Aviation Private Limited</li> <li>2. Airone Charters Private Limited</li> <li>3. Airone Support Services Private Limited</li> <li>4. Air One Logistics Private Limited</li> <li>5. Agristar Technologies Private Limited</li> <li>6. Ezee Charters Private Limited</li> </ol> <p><b>Indian Public Companies</b> Nil</p> <p><b>Section 8 Companies</b> Peace Angels Foundation</p> <p><b>Indian LLPs</b> Nil</p>

**Brief profile of our Individual Promoters is as under:**

**Mr. Chirag Sharma**, aged 34 years, is the co-founder and Managing Director of the company w.e.f., May 15, 2023. He is an MBA from ISB Hyderabad, and a graduate in Computer Science & Mathematics from University of California. He has worked across eclectic business environments within the Education, Digital Commerce & Aviation space. He has 10 + years of professional and entrepreneurial experience spanning across North America, UAE and India, and developed and led a few successful Aviation business verticals offering Air Charter, Ground Handling, Training and Charter Brokerage Marketplace services etc.

**Mrs. Shashi Bala**, aged 58 years, is the co-founder and Executive Director of the company w.e.f., September 28, 2022. She holds a degree in Masters of Science (M. Sc) and is Gold Medalist in Microbiology from Punjab Agricultural University, Ludhiana. Ms. Shashi Bala has a vast experience of being a promoter of an integrated Aviation Group with business interests in Private Airline, MRO, Aviation Academy, and Flight Support Services. She is currently engaged with the company's foray in agricultural services and plays an active role in Human Resource Management and staff welfare.

*For details pertaining to other ventures of our Promoters, refer chapter titled "Our Group Entities" beginning on page no. 178 of this Prospectus.*



## Relationship of Promoters with our Directors

Our Promoters are a part of our Board of Directors as Managing Directors and/or Directors. Except as stated below none of our promoters related to our company's directors as per section 2(77) of Companies Act, 2013

S.No.	Name of Promoter	Relationship with our Directors
1.	Chirag Sharma	Son of Ms. Shashi Bala
2.	Shashi Bala	Mother of Mr. Chirag Sharma

## OTHER UNDERTAKINGS AND CONFIRMATIONS

- Our Company undertakes that the details of Permanent Account Number, Bank Account Number, Aadhar and Passport Number of the Promoters will be submitted to the Emerge Platform of NSE, where the securities of our Company are proposed to be listed at the time of submission of Prospectus.
- Our Promoters have confirmed that they have not been identified as willful defaulters.
- No violations of securities laws have been committed by our Promoters in the past or are currently pending against them. None of our Promoters are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

## INTEREST OF PROMOTERS

### *Interest in promotion of Our Company*

Our Promoters are interested in the promotion of our Company in their capacity as a shareholder of our Company and having significant control over the management and influencing policy decisions of our Company.

### *Interest in the property of Our Company*

Our Promoters do not have any interest in any property acquired by or proposed to be acquired by our Company two years prior to filing of this Prospectus.

### *Interest as member of Our Company*

Our Promoters jointly hold 1,48,71,500 Equity Shares aggregating to 84.98% of pre-issue Equity Share Capital in our Company and are therefore interested to the extent of their respective shareholding and the dividend declared, if any, by our Company. Except to the extent of their respective shareholding in our Company and benefits provided to Mr. Chirag Sharma, and Ms. Shashi Bala given in the chapter titled *-Our Management* beginning on page number 153 of this Prospectus, our Promoters hold no other interest in our Company.

### *Interest as Director of our Company*

Except as stated in the *"Related Party Transactions"* beginning on page number 191 of the Prospectus, our Promoters / Directors, may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of our Board or Committees thereof as well as to the extent of remuneration and/or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of our AOA.

### **Other Ventures of our Promoters**

Save and except as disclosed in the chapters titled “*Our Group Entities*” beginning on page 178 of the Herring Prospectus, there are no other ventures of our Promoters in which they have business interests/other interests.

### **Change in the control of Our Company**

There is no change in the management or control of our Company in the last three years.

### **Litigation involving our Promoters**

For details of legal and regulatory proceedings involving our Promoters, please refer chapter titled “*Outstanding Litigation and Material Developments*” beginning on page 239 of this Prospectus.

### **Payment of benefits to our Promoters and Promoter Group during the last two years**

Save and except as disclosed under “*Statement of Related Party Transactions*”, as Restated appearing as Note 33 on page number 222 of the section titled “*Financial Information*” beginning on page number 193 of the Prospectus, there has been no Payment or benefit to promoters during the two (2) years preceding the date of filing of this Prospectus, nor is there any intention to pay or give any benefit to our Promoters as on the date of this Prospectus.

### **Other Confirmations**

As on the date of this Prospectus, our Promoters and members of our Promoter Group have not been prohibited by SEBI or any other regulatory or governmental authority from accessing capital markets for any reasons. Further, our Promoters were not and are not promoters or persons in control of any other company that is or has been debarred from accessing the capital markets under any order or direction made by SEBI or any other authority. There is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority against our Promoters during the last five (5) years preceding the date of this Prospectus, except as disclosed under chapter titled *Outstanding Litigation and Material Developments*” beginning on page 239 of this Prospectus.

Our Promoters and members of our Promoter Group have neither been declared as a wilful defaulters nor as a fugitive economic offender as defined under the SEBI (ICDR) Regulations, and there are no violations of securities laws committed by our Promoters in the past and no proceedings for violation of securities laws are pending against our Promoters.

### **Guarantees**

Except as stated in the section titled “*Financial Statements*” beginning on page 193 of this Prospectus, there are no material guarantees given by the Promoters to third parties with respect to specified securities of the Company as on the date of this Prospectus.

### **Related Party Transactions**

For details of related party transactions entered into by our Company, please refer to “*Statement of Related Party Transactions*”, as Restated appearing as Note 33 on page number 222 of the section titled “*Financial Information*” beginning on page number 193 of the Prospectus.

**Information of our group companies**

For details related to our group companies please refer “Our Group Entities” on page no. 178 of this Prospectus.

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## OUR PROMOTER GROUP

Our Promoters and Promoter Group in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations is as under

### A. Natural Persons who form part of our Promoter Group:

The following natural persons being the immediate relatives of our Promoters in terms of the SEBI (ICDR) Regulations 2018 form part of our Promoter Group:

Relationship	Name of the Relatives	
	Chirag Sharma	Shashi Bala
<b>Father</b>	Mr. Alok Sharma	Mr. Kewal Krishan Kapoor
<b>Mother</b>	Ms. Shashi Bala	Ms. Krishna Kapoor
<b>Spouse</b>	Ms. Nidhi Sharma	Mr. Alok Sharma
<b>Brother</b>	-	Mr. Suraj Kapoor
<b>Sister</b>	Ms. Astha Sharma	-
<b>Son</b>	Mr. Karanveer Sharma	Mr. Chirag Sharma
<b>Daughter</b>	Ms. Saira Sharma	Mrs. Astha Sharma
<b>Spouse's Father</b>	Mr. Pradeep Kumar Bassi	Late. Sh. KK Sharma
<b>Spouse's Mother</b>	Ms. Renu Bassi	Ms. Bimla Devi
<b>Spouse's Brother</b>	-	Mr. Vivek Sharma
<b>Spouse's Sister</b>	-	-

### B. Companies, partnership and proprietorship firms forming part of our Promoter Group are as follows:

Nature of Relationship	Name of Entities
<b>Any body corporate in which 20% or more of the share capital is held by the promoters or an immediate relative of the promoters or a firm or HUF in which the promoters or any one or more of his immediate relative is a member.</b>	<ol style="list-style-type: none"> <li>1. Drone Destination Services Private Limited</li> <li>2. Hubblefly Technologies Private Limited</li> <li>3. Agristar Technologies Private Limited</li> <li>4. Air One Aviation Private Limited</li> <li>5. Airone Charters Private Limited</li> <li>6. Air One Logistics Private Limited</li> <li>7. Airone Support Services Private Limited</li> <li>8. Peace Angels Foundation</li> <li>9. Mint Aviation Private Limited</li> <li>10. Spectrum Universal Trade Private Limited</li> <li>11. Flosaira Floral Art Private Limited</li> <li>12. Kastha Entertainment Private Limited</li> </ol>
<b>Any body corporate in which a body corporate as mentioned above holds 20% or more of the total share capital</b>	<ol style="list-style-type: none"> <li>1. Ezee Charters Private Limited</li> <li>2. Casa DE Dance LLP</li> </ol>
<b>Any HUF or firm in which the aggregate share of the promoters and his relatives is equal to or more than 20% of the total capital</b>	-

### COMMON PURSUITS OF OUR PROMOTERS

The promoter Group entities are having business objects similar to our business. Further, currently we do not have any non-compete agreement/arrangement with any of our Group Entities. Such a conflict of interest may

have adverse effect on our business and growth. We shall adopt the necessary procedures and practices as permitted by law to address any conflict situations, as and when they may arise.

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## OUR GROUP ENTITIES

Below mention are the details of Companies / Entities promoted by the Promoters of our Company. No equity shares of our group entities are listed on any of the stock exchange and they have not made any public or rights issue of securities in the preceding three years.

### A. The Group Companies of our Company are as follows:

1. Drone Destination Services Private Limited
2. Hubblefly Technologies Private Limited
3. Agristar Technologies Private Limited
4. Air One Aviation Private Limited
5. Airone Charters Private Limited
6. Air One Logistics Private Limited
7. Ezee Charters Private Limited
8. Airone Support Services Private Limited
9. Peace Angels Foundation
10. Mint Aviation Private Limited
11. Spectrum Universal Trade Private Limited
12. Flosaira Floral Art Private Limited
13. Kastha Entertainment Private Limited
14. Casa De Dance LLP

### Details of Group Companies

#### 1. DRONE DESTINATION SERVICES PRIVATE LIMITED

#### Corporate Information

Drone Destination Services Private Limited was incorporated under the Companies Act, 2013 on September 18, 2020, having CIN U93000DL2020PTC370122. The registered office of Drone Destination Services Private Limited is situated at C-13, Ground Floor, Panchsheel Enclave, Delhi-110017, India.

#### Board of Directors

The Directors of Drone Destination Services Private Limited as on the date of this Prospectus are as follows:

Name	Designation
Chirag Sharma	Director
Kapil Rana	Director

#### Shareholding Pattern

The Shareholding Pattern of Drone Destination Services Private Limited as on the date of this Prospectus are as follows:

Shareholders name	No. of shares	% of total holding
Chirag Sharma	9,900	99.00
Kapil Rana	100	1.00
<b>Total</b>	<b>10,000</b>	<b>100.00</b>

## Financial Performance

Certain details of the audited financials of Drone Destination Services Private Limited are set forth below:

(Amount in thousands)

Particulars	FY 2021-22	FY 2020-21
Total Income	-	-
Profit after Tax	(5.03)	(0.59)
Equity Capital	100.00	100.00
Reserves & Surplus (excluding revaluation reserve)	(5.09)	(0.59)
Net worth	999.04	999.41
NAV per share (Rs.)	9.99	9.99
Earnings per share (EPS) (Rs.) ( <i>Basic &amp; Diluted</i> )	0.5	Negligible
No. of Equity Shares of Rs. 10/- each (In numbers)	10,000	10,000

Note 1: the above figures are based on Standalone Financial Statements.

## 2. HUBBLEFLY TECHNOLOGIES PRIVATE LIMITED

### Corporate Information

Hubblefly Technologies Private Limited was incorporated under the Companies Act, 2013 on July 30, 2019, having CIN U31900DL2019PTC353240. The registered office of Hubblefly Technologies Private Limited is situated at C-13, Ground Floor, Panchsheel Enclave, Delhi-110017, India.

### Board of Directors

The Directors of Hubblefly Technologies Private Limited as on the date of this Prospectus are as follows:

Name	Designation
Chirag Sharma	Director
Kapil Rana	Director

### Shareholding Pattern

The Shareholding Pattern of Hubblefly Technologies Limited as on the date of this Prospectus are as follows:

Shareholders name	No. of shares	% of total holding
Chirag Sharma	99,900	99.00
Kapil Rana	100	1.00
<b>Total</b>	<b>1,00,000</b>	<b>100.00</b>

## Financial Performance

Certain details of the audited financials of Hubblefly Technologies Limited are set forth below:

(Amt in thousands)

Particulars	FY 2021-22	FY 2020-21	FY 2019-20
Total Income	1900.00	2684.50	100.00
Profit/ (Loss) after Tax	(3528.09)	(178.27)	(439.28)
Equity Capital	1000.00	1000.00	100.00
Reserves & Surplus (excluding revaluation reserve)	(4145.65)	(617.55)	(439.28)
Net worth	(3145.65)	(382.45)	(339.28)

NAV per share (Rs.)	31.45	38.24	(33.92)
Earnings per share (EPS) (Rs.) ( <i>Basic &amp; Diluted</i> )	(35.28)	1.78	(43.93)
No. of Equity Shares of Rs. 10/- each	1,00,000	1,00,000	10,000

*Note: The above figures are based on Standalone Financial Statements.*

### **3. AGRISTAR TECHNOLOGIES PRIVATE LIMITED**

#### **Corporate Information**

Agristar Technologies Private Limited was incorporated under the Companies Act, 2013 on January 05, 2023, having CIN U32309DL2023PTC409454. The registered office of the Company is situated at C-13, Ground Floor, Panchsheel Enclave, Delhi-110017, India.

#### **Board of Directors**

The Directors of Agristar Technologies Private Limited as on the date of this Prospectus are as follows:

<b>Name</b>	<b>Designation</b>
Chirag Sharma	Director
Shashi Bala	Director

#### **Shareholding Pattern**

The Shareholding Pattern of Agristar Technologies Private Limited as on the date of this Prospectus are as follows:

<b>Shareholders name</b>	<b>No. of shares</b>	<b>% of total holding</b>
Chirag Sharma	9,900	99.00
Shashi Bala	100	1.00
<b>Total</b>	<b>10,000</b>	<b>100.00</b>

#### **Financial Performance**

As Agristar Technologies Private Limited was incorporated on January 05, 2023, there is no financial data as on the date of this Prospectus.

### **4. AIR ONE AVIATION PRIVATE LIMITED**

#### **Corporate Information**

Air One Aviation Private Limited is incorporated under the Companies Act, 1956 on September 25, 2007, having CIN U62200DL2007PTC168656. The registered office of Air One Aviation Private Limited is situated at H. No. 8/137, Ground Floor, Mehram Nagar, Delhi-110037, India.

#### **Board of Directors**

The Directors of Air One Aviation Private Limited as on the date of this Prospectus are as follows:

<b>Name</b>	<b>Designation</b>
Sashi Bala	Director
Alok Sharma	Director



### Shareholding Pattern

The Shareholding Pattern of Air One Aviation Private Limited as on the date of this Prospectus are as follows:

Shareholders name	No. of shares	% of total holding
Shashi Bala	97,03,921	49.49
Alok Sharma	99,03,922	50.51
<b>Total</b>	<b>1,96,07,843</b>	<b>100.00</b>

### Financial Performance

Certain details of the audited financials of Air One Aviation Private Limited are set forth below:

(Amount in thousands)

Particulars	FY 2021-22	FY 2020-21	FY 2019-20
Total Income	16271.98	13998.02	3,28,849.94
Profit after Tax	1422.51	(25420.93)	(9,819.20)
Equity Capital	101441.17	101441.17	101441.17
Reserves & Surplus (excluding revaluation reserve)	(2,03,946.94)	(2,05,369.45)	(1,79,948.51)
Net worth	(1,02,505.76)	(1,03,928.28)	(78,507.34)
NAV per share (Rs.)	(5.23)	(5.3)	(4)
Earnings per share (EPS) (Rs.) ( <i>Basic &amp; Diluted</i> )	142	(2.51)	(0.97)
No. of Equity Shares of Rs. 10/- each	1,96,07,843	1,96,07,843	1,96,07,843

Note 1: the above figures are based on Standalone Financial Statements.

## 5. AIRONE CHARTERS PRIVATE LIMITED

### Corporate Information

Airone Charters Private Limited was incorporated under the Companies Act, 1956 on June 19, 2013, having CIN U62200DL2013PTC254102. The registered office of Airone Charters Private Limited is situated at H. No. 8/137, Ground Floor, Mehram Nagar, Delhi-110037, India.

### Board of Directors

The Directors of Airone Charters Private Limited as on the date of this Prospectus are as follows:

Name	Designation
Shashi Bala	Director
Alok Sharma	Director
Rajeev Naithani	Director

### Shareholding Pattern

The Shareholding Pattern of Airone Charters Private Limited as on the date of this Prospectus are as follows:

Shareholders name	No. of shares	% of total holding
Alok Sharma	5,000	50.00
Shashi Bala	5,000	50.00
<b>Total</b>	<b>10,000</b>	<b>100.00</b>

### Financial Performance

Certain details of the audited financials of Airone Charters Private Limited are set forth below:

(Amount in thousands)

Particulars	FY 2021-22	FY 2020-21	FY 2019-20
Total Income	2,805.08	20,836.90	3,68,885.98
Profit after Tax	(12,009.30)	(4037.38)	13,298.78
Equity Capital	1,201.00	1,201.00	1,201.00
Reserves & Surplus (excluding revaluation reserve)	19,336.82	31,346.12	35,383.50
Net worth	1,39,436.82	1,51,446.12	1,55,483.50
NAV per share (Rs.)	13943.68	6.30	6.47
Earnings per share (EPS) (Rs.) (Basic & Diluted)	(1,201)	(0.34)	1.11
No. of Equity Shares of Rs. 10/- each	10,000	2,40,10,000	2,40,10,000

Note: The above figures are based on Standalone Financial Statements.

## 6. AIR ONE LOGISTICS PRIVATE LIMITED

### Corporate Information

Air One Logistics Private Limited was incorporated under the Companies Act, 2013 on August 05, 2014, having CIN U74140DL2014PTC269915. The registered office of Air One Logistics Private Limited is situated at H. No. 8/137, Ground Floor, Mehram Nagar, Delhi-110037, India.

### Board of Directors

The Directors of Air One Logistics Private Limited as on the date of this Prospectus are as follows:

Name	Designation
Shashi Bala	Director
Alok Sharma	Director

### Shareholding Pattern

The Shareholding Pattern of Air One Logistics Private Limited as on the date of this Prospectus are as follows:

Shareholders name	No. of shares	% of total holding
Air One Support Services Private Limited	4,900	49.00
Alok Sharma	2,600	26.00
Shashi Bala	2,500	25.00
<b>Total</b>	<b>10,000</b>	<b>100.00</b>

### Financial Performance

Certain details of the audited financials of Air One Logistics Private Limited are set forth below:

(Amount in thousands)

Particulars	FY 2021-22	FY 2020-21	FY 2019-20
Total Income	0.00	110.00	0.00
Profit after Tax	(55.00)	(41.45)	(249.79)
Equity Capital	100.00	100.00	100.00
Reserves & Surplus (excluding revaluation reserve)	(5302.15)	(5247.15)	(5205.70)
Net worth	(5202.15)	(5147.15)	(5105.70)
NAV per share (Rs.)	(520.21)	(514.72)	(510.57)
Earnings per share (EPS) (Rs.) ( <i>Basic &amp; Diluted</i> )	(5.50)	(4.15)	(24.97)
No. of Equity Shares of Rs. 10/- each	10,000	10,000	10,000

Note: The above figures are based on Standalone Financial Statements.

## 7. EZEE CHARTERS PRIVATE LIMITED

### Corporate Information

Ezee Charters Private Limited was incorporated under the Companies Act, 2013 on August 05, 2014, having CIN U62100DL2014PTC269916. The registered office of Ezee Charters Private Limited is situated at H. No. 8/137, Ground Floor, Mehram Nagar, Delhi-110037, India.

### Board of Directors

The Directors of Ezee Charters Private Limited as on the date of this Prospectus are as follows:

Name	Designation
Shashi Bala	Director
Reena Rani Sharma	Director

### Shareholding Pattern

The Shareholding Pattern of Ezee Charters Private Limited as on the date of this Prospectus are as follows:

Shareholders name	No. of shares	% of total holding
Airone Charter Private Limited	9,999	99.99
Poonam Rattan*	1	0.01
<b>Total</b>	<b>10,000</b>	<b>100.00</b>

\* Poonam Rattan holds share on behalf of Airone Charter Private Limited.

### Financial Performance

Certain details of the audited financials of Ezee Charters Private Limited are set forth below:

(Amount in thousands)

Particulars	FY 2021-22	FY 2020-21	FY 2019-20
Total Income	0.00	59.60	270.21
Profit after Tax	(74.96)	(197.04)	(30.94)
Equity Capital	100.00	100.00	100.00
Reserves & Surplus (excluding revaluation reserve)	(7075.95)	(7000.99)	(6803.94)
Net worth	(6975.95)	(6900.98)	(6703.94)
NAV per share (Rs.)	(697.60)	(690.09)	(670.39)
Earnings per share (EPS) (Rs.) ( <i>Basic &amp; Diluted</i> )	(7.4)	(19.70)	(3.00)
No. of Equity Shares of Rs. 10/- each	10,000	10,000	10,000

Note: The above figures are based on Standalone Financial Statements.

## 8. AIRONE SUPPORT SERVICES PRIVATE LIMITED

### Corporate Information

Airone Support Services Private Limited was incorporated under the Companies Act, 1956 on July 24, 2013, having CIN U62200DL2013PTC255799. The registered office of the Company is situated at H. No. 8/137, Ground Floor, Mehram Nagar, Delhi-110037, India.

### Board of Directors

The Directors of Airone Support Services Private Limited as on the date of this Prospectus are as follows:

Name	Designation
Alok Sharma	Director
Shashi Bala	Director

### Shareholding Pattern

The Shareholding Pattern of Airone Support Services Private Limited as on the date of this Prospectus are as follows:

Shareholders name	No. of shares	% of total holding
Shashi Bala	5,000	50.00
Alok Sharma	5,000	50.00
<b>Total</b>	<b>10,000</b>	<b>100.00</b>

### Financial Performance

Certain details of the audited financials of Airone Support Services Private Limited are set forth below:

(Amount in thousands)

Particulars	FY 2021-22	FY 2020-21	FY 2019-20
Total Income	0.00	20.48	0.00
Profit after Tax	(2007.54)	(980.89)	(3485.90)
Equity Capital	100.00	100.00	100.00
Reserves & Surplus (excluding revaluation reserve)	(20,469.15)	(18,461.60)	(17,480.72)
Net worth	(20,369.15)	(18,361.60)	(17,380.72)
NAV per share (Rs.)	(2036.91)	(1836.16)	(1738.07)
Earnings per share (EPS) (Rs.) (Basic & Diluted)	(201)	(98)	(349)
<b>No. of Equity Shares of Rs. 10/- each</b>	<b>10,000</b>	<b>10,000</b>	<b>10,000</b>

Note: The above figures are based on Standalone Financial Statements.

## 9. PEACE ANGELS FOUNDATION

### Corporate Information

Peace Angels Foundation was incorporated under the Companies Act, 1956 on August 31, 2012, having CIN: U74900DL2012NPL241428. The registered office of Peace Angels Foundation is situated at H. No. 8/137, first floor, Mehram nagar, Delhi-110037, India.

### Board of Directors

The Directors of Peace Angels Foundation as on the date of this Prospectus are as follows:

Name	Designation
Shashi Bala	Director
Alok Sharma	Director
Astha Sharma	Director

### Shareholding Pattern

The Shareholding Pattern of Peace Angels Foundation as on the date of this Prospectus are as follows:

Shareholders name	No. of shares	% of total holding
Alok Sharma	14,000	28.00
Shashi Bala	12,000	24.00
Chirag Sharma	11,850	23.70
Astha Sharma	11,850	23.70
Puranjai Rai	100	0.20
Atul Gambhir	100	0.20
Ashish Jaiswal	100	0.20
<b>Total</b>	<b>50,000</b>	<b>100.00</b>

### Financial Performance

Certain details of the audited financials of Peace Angels Foundation are set forth below:

(Amount in thousands)

Particulars	FY 2021-22	FY 2020-21	FY 2019-20
Total Income	0.00	0.00	0.00
Profit after Tax	(26.50)	(20.00)	(20.00)
Equity Capital	500	500	500
Reserves & Surplus (excluding revaluation reserve)	(473.71)	(447.21)	(427.21)
Net worth	26.28	52.78	72.78
NAV per share (Rs.)	(0.53)	1.05	1.45
Earnings per share (EPS) (Rs.) (Basic & Diluted)	(0.53)	(0.40)	(0.40)
No. of Equity Shares of Rs. 10/- each	50,000	50,000	50,000

Note: The above figures are based on Standalone Financial Statements.

## 10. MINT AVIATION PRIVATE LIMITED

### Corporate Information

Mint Aviation Private Limited was incorporated under the Companies Act, 1956 on June 07, 2011, having CIN: U62200DL2011PTC220495. The registered office of Mint Aviation Private Limited is situated at H. No. 8/137, ground floor, Mehram Nagar, Delhi-110037, India.

## Board of Directors

The Directors of Mint Aviation Private Limited as on the date of this Prospectus are as follows:

Name	Designation
Rajeev Gupta	Director
Vivek Sharma	Director

## Shareholding Pattern

The Shareholding Pattern of Mint Aviation Private Limited as on the date of this Prospectus are as follows:

Shareholders name	No. of shares	% of total holding
Astha Sharma	1,41,65,980	83.33
Other Body Corporate	28,32,360	16.66
Vivek Sharma	1,660	0.01
<b>Total</b>	<b>1,70,00,000</b>	<b>100.00</b>

## Financial Performance

Certain details of the audited financials of Mint Aviation Private Limited are set forth below:

(Amount in thousands)

Particulars	FY 2021-22	FY 2020-21	FY 2019-20
Total Income	743.10	0.00	0.00
Profit after Tax	(15.83)	(25.10)	(113.50)
Equity Capital	1,70,000.00	1,70,000.00	1,70,000.00
Reserves & Surplus (excluding revaluation reserve)	(1,71,902.34)	(1,71,886.51)	(1,71,861.40)
Net worth	(1902.34)	(1886.51)	(1861.40)
NAV per share (Rs.)	(0.11)	(0.11)	(0.11)
Earnings per share (EPS) (Rs.) (Basic & Diluted)	Negligible	Negligible	Negligible
No. of Equity Shares of Rs. 10/- each	1,70,00,000	1,70,00,000	1,70,00,000

Note: The above figures are based on Standalone Financial Statements.

## 11. SPECTRUM UNIVERSAL TRADE PRIVATE LIMITED

### Corporate Information

Spectrum Universal Trade Private Limited was incorporated under the Companies Act, 1956 on January 01, 2010 having CIN: U74900DL2010PTC198110. The registered office of Spectrum Universal Trade Private Limited is situated at H. No. 8/137, first floor, Mehram Nagar, Delhi-110037, India

### Board of Directors

The Directors of Spectrum Universal Trade Private Limited as on the date of this Prospectus are as follows:

Name	Designation
Shilpa Raj	Director
Ajay Kant Sahajpal	Director
Reena Rani Sharma	Director

## Shareholding Pattern

The Shareholding Pattern of Spectrum Universal Trade Private Limited as on the date of this Prospectus are as follows:

Shareholders name	No. of shares	% of total holding
Shashi Bala	1,50,000	93.75
Onjet Limited	10,000	6.25
	<b>1,60,000</b>	<b>100.00</b>

## Financial Performance

Certain details of the audited financials of Spectrum Universal Trade Private Limited are set forth below:

(Amount in thousands)

Particulars	FY 2021-22	FY 2020-21	FY 2019-20
Total Income	0.00	1004.29	381.19
Profit after Tax	(378.32)	(9,104.87)	(9,046.85)
Equity Capital	3100.00	3100.00	3100.00
Reserves & Surplus (excluding revaluation reserve)	(48,191.23)	(47,812.91)	(38,708.03)
Net worth	45,091.23	(44,712.91)	(35,608.03)
NAV per share (In rupees)	(281.82)	(279.45)	(222.55)
Earnings per share (EPS) (Basic & Diluted)	(37.83)	(842.19)	(53.22)
No. of Equity Shares of Rs. 10/- each	1,60,000	1,60,000	1,60,000

Note: The above figures are based on Standalone Financial Statements.

## 12. FLOSAIRA FLORAL ART PRIVATE LIMITED

### Corporate Information

Flosaira Floral Art Private Limited was incorporated under the Companies Act, 2013 on February 25, 2019, having CIN: U74999DL2019PTC346550. The registered office of Flosaira Floral Art Private Limited is situated at H. No. 8/139-A, Ground floor, Mehram Nagar, Delhi-110037, India.

### Board of Directors

The Directors of Flosaira Floral Art Private Limited as on the date of this Prospectus are as follows:

Name	Designation
Chirag Sharma	Director
Nidhi Bassi	Director

### Shareholding Pattern

The Shareholding Pattern of Flosaira Floral Art Private Limited as on the date of this Prospectus are as follows:

Shareholders name	No. of shares	% of total holding
Chirag Sharma	5,000	50.00
Nidhi Sharma	5,000	50.00
<b>Total</b>	<b>10,000</b>	<b>100.00</b>

## Financial Performance

Certain details of the audited financials of Flosaira Floral Art Private Limited are set forth below:

(Amount in thousands)

Particulars	FY 2021-22	FY 2020-21	FY 2019-20
Total Income	390.10	671.26	1590.65
Profit after Tax	(91.65)	(444.28)	(8.58)
Equity Capital	100	100	100
Reserves & Surplus (excluding revaluation reserve)	(544.52)	(452.86)	(8.58)
Net worth	(444.52)	(352.86)	91.42
NAV per share (In rupees)	(44.45)	(35.28)	9.14
Earnings per share (EPS) (Basic & Diluted)	(9.16)	(44.43)	(0.86)
No. of Equity Shares of Rs. 10/- each	10,000	10,000	10,000

Note: The above figures are based on Standalone Financial Statements.

### 13. KASTHA ENTERTAINMENT PRIVATE LIMITED

#### Corporate Information

Kastha Entertainment Private Limited was incorporated under the Companies Act, 2013 on November 27, 2017 having CIN: U93000DL2017PTC326455. The registered office of the Company is situated at H. No. 8/137, first floor, Mehram Nagar, Delhi-110037, India.

#### Board of Directors

The Directors of Kastha Entertainment Private Limited as on the date of this Prospectus are as follows:

Name	Designation
Astha Sharma	Director
Kapil Rana	Director

#### Shareholding Pattern

The Shareholding Pattern of Kastha Entertainment Private Limited as on the date of this Prospectus are as follows:

Shareholders name	No. of shares	% of total holding
Shashi Bala	5,100	51.00
Kapil Rana	2,000	20.00
Astha Sharma	1,900	19.00
Chirag Sharma	1,000	10.00
<b>Total</b>	<b>10,000</b>	<b>100.00</b>

#### Financial Performance

Certain details of the audited financials of Kastha Entertainment Private Limited are set forth below:

(Amount in Lakhs)

Particulars	FY 2021-22	FY 2020-21	FY 2019-20
Total Income	0.00	11.00	247.98
Profit after Tax	(159.45)	(333.42)	(120.48)



Equity Capital	10	10	10
Reserves & Surplus (excluding revaluation reserve)	(2517.38)	(2357.92)	(2024.50)
Net worth	(2417.38)	(2257.93)	(1924.50)
NAV per share (In rupees)	(241.73)	(225.79)	(192.45)
Earnings per share (EPS) ( <i>Basic &amp; Diluted</i> )	(15.94)	(33.34)	(12.05)
No. of Equity Shares of Rs. 10/- each	10,000	10,000	10,000

*Note: The above figures are based on Standalone Financial Statements.*

#### A. Other Group Entities

The details of our Group entities are provided below:

1. CASA De Dance LLP was incorporated under The Limited Liability Partnership, 2008 on August 22, 2014, having CIN: AAC-6179. The registered office of CASA De Dance LLP is situated at D – 112, First Floor, Panchsheel Enclave, New Delhi – 110017.

The profit sharing ratio is as follows:

Partner's name	% of total holding	Contribution (Amount in Rs.)
Astha Sharma	50.00	50,000.00
Kapil Rana	50.00	50,000.00
<b>Total</b>	<b>100.00</b>	<b>1,00,000.00</b>

The LLP has not filed any financial statements till date.

#### DECLARATIONS

- None of the entities in the Promoter Group Companies is restrained by any SEBI Order or have ever become defunct.
- None of the entities in the Promoter Group Companies is listed at any Stock Exchange nor have such entities made any public issue or right issue in the preceding three years.
- None of the entities in the Promoter Group Companies has become a sick company under the meaning of Sick Industrial Companies (Special Provisions) Act, 1985 nor is under winding up or liquidation.

#### LITIGATIONS

For details on litigations and disputes pending against our Promoter Group and Group Companies please refer to the section titled – Outstanding Litigations and Material Developments on page 239 of the Prospectus.

#### DEFUNCT GROUP COMPANIES

There is no defunct Group Companies of our Company as on the date of this Prospectus.

#### UNDERTAKING / CONFIRMATIONS

Our Promoters and Group Companies confirm that they have not been declared as a willful defaulter by the RBI or any other governmental authority and there have been no violations of securities laws committed by them or any entities they are connected with in the past and no proceedings pertaining to such penalties are pending against them.

None of the Promoters or Promoter Group Companies or persons in control of the Promoters has been:

- i) Prohibited from accessing the capital market under any order or direction passed by SEBI or any other authority; or
- ii) Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad. None of the Promoters is or has ever been a promoter, director or person in control of any other company, which is debarred from accessing the capital markets under any order or direction passed by the SEBI.

#### **DISASSOCIATION BY THE PROMOTER IN THE LAST THREE YEARS**

Our Promoters have not disassociated themselves from the companies/entities/firms during the preceding three years.

#### **OTHER DETAILS OF GROUP COMPANIES/ENTITIES:**

1. There are no defaults in meeting any statutory/ bank/ institutional dues;
2. No proceedings have been initiated for economic offences against our Group Companies/Entities.

#### **NATURE AND EXTENT OF INTEREST OF GROUP COMPANIES**

(a) **In the promotion of our Company**

None of our Group Companies have any interest in the promotion of our Company or any business interest or other interests in our Company, except to the extent identified chapter titled “Financial Information” and Annexure VIII, “Related Party Transaction” on page 193 and 191 of this Prospectus.

(b) **In the properties acquired or proposed to be acquired by our Company in the past 2 years before filing the Prospectus with Stock Exchange**

Our Group Companies do not have any interest in the properties acquired or proposed to be acquired by our Company in the past 2 years before filing this Prospectus with Stock Exchange.

(c) **In transactions for acquisition of land, construction of building and supply of machinery**

None of our Group Companies is interested in any transactions for the acquisition of land, construction of building or supply of machinery.

#### **ASSOCIATE COMPANIES/ JOINT VENTURES**

As on Date of Prospectus, we do not have associate company and or entered into Joint ventures.

## **RELATED PARTY TRANSACTION**

For details on related party transaction of our Company, please refer to “Restated Financial Information –Notes to Financial Information- Note 33-Related Party Transactions” at page 222 of this Prospectus.

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## **DIVIDEND POLICY**

Under the Companies Act, an Indian company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders, who have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors, under the Companies Act, dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both.

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion.

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.

We have not declared dividend in any Financial Year.

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## SECTION VI- FINANCIAL STATEMENT

### FINANCIAL STATEMENT AS RESTATED

#### Independent Auditor's Examination report on Restated Financial Information of Drone Destination Limited (Formerly known as Drone Destination Private Limited)

To,  
The Board of Directors  
Drone Destination Limited

Dear Sirs,

1. We have examined the attached restated standalone financial information of “**Drone Destination Limited**” (Formerly Known as **Drone Destination Private Limited**) (hereinafter referred to as “the Company” or “the Issuer”) comprising the restated statement of assets and liabilities as at 31<sup>st</sup> March 2023, 31<sup>st</sup> March 2022, 31<sup>st</sup> March 2021, restated statement of profit and loss and restated cash flow statement for the financial year ended at 31<sup>st</sup> March 2023, 31<sup>st</sup> March 2022, 31<sup>st</sup> March 2021 and the summary statement of significant accounting policies and other explanatory information (collectively referred to as the “**restated standalone financial information**” or “**restated standalone financial statements**”) annexed to this report and initialed by us for identification purposes. These Restated Standalone Financial Statements have been prepared by the management of the Company and approved by the board of directors at the meeting in connection with the proposed Initial Public Offer in SME Platform (“**IPO**” or “**SME IPO**”) of NSE Limited (“**NSE**”) of the company.
2. The restated summary statements have been prepared in accordance with the requirements of:
  - (i) Section 26 of Part – I of Chapter III of Companies Act, 2013 (the “**Act**”) read with Companies (Prospectus and Allotment of Securities) Rules 2014;
  - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (“**ICDR Regulations**”) and related amendments/clarifications from time to time issued by the Securities and Exchange Board of India (“**SEBI**”);
  - (iii) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“**Guidance Note**”).
3. The Company’s Board of Directors is responsible for the preparation of the Restated Standalone Financial Statements for inclusion in the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus to be filed with Securities and Exchange Board of India (“**SEBI**”), SME platform of NSE Limited (“**NSE**”) and Registrar of Companies (Delhi) in connection with the proposed IPO. The Restated Standalone Financial Statements have been prepared by the management of the Company on the basis of preparation stated in Annexure IV to the Restated Standalone Financial Statements. The responsibility of the board of directors of the Company includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Standalone Financial Statements. The boards of directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.
4. We have examined such Restated Standalone Financial Statements taking into consideration:
  - (i) The terms of reference and terms of our engagement letter request in gusto carry out the assignment, in connection with the proposed SME IPO;

- (ii) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
  - (iii) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Standalone Financial Statements;
  - (iv) 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.
5. The Restated Standalone Financial Statements of the Company have been compiled by the management from:
- (i) Audit for the financial year ended on at 31<sup>st</sup> March 2023, 31<sup>st</sup> March 2022, 31<sup>st</sup> March 2021 was conducted by us, M/s G A M S & Associates LLP, Chartered Accountants as Statutory Auditor of the company. There are no audit qualifications in the audit reports issued by us for the financial year ended on 31<sup>st</sup> March 2023, 31<sup>st</sup> March 2022, 31<sup>st</sup> March 2021 which would require adjustments in the Restated Standalone Financial Statements of the Company. The financial report included for these years is based solely on the report submitted by us.
  - (ii) The audit was conducted by us, M/s G A M S & Associates LLP, the company's Statutory Auditor, and accordingly reliance has been placed on the financial statement examined by us.
  - (iii) We have Re-audited the Financial statements of the company in accordance with applicable standard as required under the SEBI ICDR regulations for the financial year ended on at 31<sup>st</sup> March 2023, 31<sup>st</sup> March 2022, 31<sup>st</sup> March 2021 prepared in accordance with the Indian Accounting Standards (Indian GAAP) which have been approved by the Board of Directors.
  - (iv) Based on our examination and according to information and explanations given to us, we are of the opinion that the Restated Standalone Financial Statements:
    - a) We have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/ reclassifications retrospectively in the financial period/year ended on at 31<sup>st</sup> March 2023, 31<sup>st</sup> March 2022, 31<sup>st</sup> March 2021.
    - b) do not require any adjustment for modification as there is no modification in the underlying audit reports;
    - c) there are no extra-ordinary items that need to be disclosed separately in the accounts and requiring adjustments.
    - d) have been prepared in accordance with the Act, ICDR Regulations and Guidance Note.
    - e) Adequate disclosure has been made in the financial statements as required to be made by the issuer as per schedule III of the Companies Act, 2013.
    - f) The accounting standards prescribed under the Companies act, 2013 have been followed.
    - g) The financial statements present a true and fair view of the company's accounts.
  - (v) In accordance with the requirements of the Act including the rules made there under, ICDR Regulations, Guidance Note and engagement letter, we report that:
    - a) The **“Restated Summary Statement of Assets and Liabilities”** as set out in **Annexure I**

to this report, of the Company as on at 31<sup>st</sup> March 2023, 31<sup>st</sup> March 2022, 31<sup>st</sup> March 2021 are prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.

- b) The “**Restated Summary Statement of Profit and Loss**” as set out in **Annexure II** to this report, of the Company for the year ended on at 31<sup>st</sup> March 2023, 31<sup>st</sup> March 2022, 31<sup>st</sup> March 2021 are prepared by the Company and approved by the Board of Directors. These Restated summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
- c) The “**Restated Summary Statement of Cash Flow**” as set out in **Annexure III** to this report, of the Company for the year ended on at 31<sup>st</sup> March 2023, 31<sup>st</sup> March 2022, 31<sup>st</sup> March 2021 are prepared by the Company and approved by the Board of Directors. These Restated summary Statement of Cash Flow have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
- (vi) We have also examined the following other financial information relating to the Company prepared by the management and as approved by the board of directors of the Company and annexed to this report relating to the Company for the financial year ended on at 31<sup>st</sup> March 2023, 31<sup>st</sup> March 2022, 31<sup>st</sup> March 2021 proposed to be included in the Draft Red Herring Prospectus / Red Herring Prospectus/ Prospectus (“**Offer Document**”).

<b>Annexure No.</b>	<b>Particulars</b>
<b>I</b>	<b>Restated Statement of Assets &amp; Liabilities</b>
IV.3	Restated Statement of Share Capital
IV.4	Restated Statement of Reserves & Surpluses
IV.5	Restated Statement of Long-Term Borrowings
IV.12	Restated Statement of Deferred Tax Liabilities/Assets
IV.6	Restated Statement of Long Term provisions
IV.7	Restated Statement of Short-Term Borrowings
IV.8	Restated Statement of Trade Payable
IV.9	Restated Statement of Other Current Liabilities
IV.10	Restated Statement of Short-Term Provisions
IV.11	Restated Statement of Property, Plant and Equipment and Intangible Assets & Depreciations
IV.13	Restated Statement of Other Non-Current Assets
IV.14	Restated Statement of Inventories
IV.15	Restated Statement of Trade Receivable
IV.16	Restated Statement of Cash & Cash Equivalent
IV.17	Restated Statement of Short-Term Loans and Advances
IV.18	Restated Statement of Other Current Assets
<b>II</b>	<b>Restated Statement of Profit &amp; Loos</b>
IV-19	Restated Statement of Revenue from operations
IV-20	Restated Statement of Other Income
IV-22	Restated Statement of Cost of Stores and Spares Consumed
IV-23	Restated Statement of Employees Benefit Expenses
IV-24	Restated Statement of Finance Cost

IV-25	Restated Statement of Depreciation and Amortization
IV-26	Restated Statement of Other Expenses
Other Annexure:	
III	Statement of Cash Flow, As Restated
IV	Statement of Significant Accounting Policies
IV-27	Restated statement of gratuity expenses
IV-28	Restated statement of earnings per share
IV-29	Restated statement of auditors' remuneration
IV-30	Restated statement of directors' remuneration
IV-31	Restated statement of foreign currency transaction
IV-32	Restated statement of ratio analysis
IV-33	Restated statement of related party transactions
IV-34	Additional Notes
IV-35	Restated statement of tax shelter
IV(A)(i)	Reconciliation statement of restated profit
IV(A)(ii)	Reconciliation of restated equity / net-worth

- (vii) We, M/s G A M S & Associates LLP, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India ("ICAI") and hold a valid peer review certificate issued by the "Peer Review Board" of the ICAI.
- (viii) This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by any other firm of chartered accountants, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
- (ix) We have no responsibility to update our report for events and circumstances occurring after the date of the report.
- (x) Our report is intended solely for use of the Board of Directors for inclusion in the Offer Document 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 G A M S & Associates LLP,**  
Chartered Accountants,  
Firm Registration No: N500094

**CA SC Singhal**  
Partner  
Membership No: 088157  
Place: New Delhi  
Date: 15.05.2023  
UDIN:



**RESTATED STATEMENT OF ASSETS AND LIABILITIES**
**Annexure I**  
*(Amount in thousands)*

Particulars		Note No.	As at 31 March, 2023	As at 31 March, 2022	As at 31 March, 2021
<b>A)</b>	<b>EQUITY AND LIABILITIES</b>				
<b>1</b>	<b>Shareholders' funds</b>				
	(a) Share capital	IV-3	50000.00	1100.00	1100.00
	(b) Reserves and surplus	IV-4	125734.10	1215.10	(858.10)
			<b>175734.10</b>	<b>2315.10</b>	<b>241.90</b>
<b>2</b>	<b>Non-current liabilities</b>				
	(a) Long-term borrowings	IV-5	10332.34	14867.30	5285.73
	(b) Deferred tax liabilities (net)	IV-12	264.78	0.00	0.00
	€ Other Long-Term Liabilities		0.00	0.00	0.00
	(d) Long-term provisions	IV-6	309.06	92.52	11.05
			<b>10906.18</b>	<b>14959.82</b>	<b>5296.78</b>
<b>3</b>	<b>Current liabilities</b>				
	(a) Short-term borrowings	IV-7	5584.81	241.32	185.30
	(b) Trade payables	IV-8			
	(A) total outstanding dues of micro enterprises and small enterprises; and		0.00	0.00	0.00
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises		14837.70	5319.49	3306.32
	€ Other current liabilities	IV-9	20146.53	4251.74	603.64
	(d) Short-term provisions	IV-10	8723.88	742.73	0.00
			<b>49292.92</b>	<b>10554.99</b>	<b>4095.25</b>
	<b>TOTAL</b>		<b>11,355.87</b>	<b>10,499.28</b>	<b>8,884.95</b>
<b>B)</b>	<b>ASSETS</b>				
<b>1</b>	<b>Non-current assets</b>				
	(a) Property, Plant & Equipment and Intangible Assets	IV-11			
	(I) Property, Plant and Equipment				
	Net Block		52429.55	7017.03	2389.79
	(II) Intangible assets		836.19	173.38	274.82
	(III) Capital Work in Progress		0.00	0.00	0.00
	(IV) Intangible assets under development		0.00	0.00	0.00
	(b) Non Current Investment		0.00	0.00	0.00
	€ Deferred Tax Assets (Net)	IV-12	0.00	348.57	308.43
	€ Long-term loans and advances		0.00	0.00	0.00
	(d) Other Non Current Assets	IV-13	493.60	243.60	96.43
			<b>53760.04</b>	<b>7782.59</b>	<b>3069.47</b>
<b>2</b>	<b>Current assets</b>				
	(a) Current Investments		0.00	0.00	0.00
	(b) Inventories	IV-14	2893.96	3085.10	2298.38
	€ Trade receivables	IV-15	66689.23	2555.41	555.45
	(d) Cash and cash equivalents	IV-16	102892.34	4090.74	928.27
	€ Short-term loans and advances	IV-17	6364.10	9336.58	2719.94
	(f) Other current assets	IV-18	3333.52	979.49	62.41
			<b>182173.15</b>	<b>20047.32</b>	<b>6564.46</b>
	<b>TOTAL</b>		<b>235933.19</b>	<b>27829.90</b>	<b>9633.93</b>

Note: See accompanying notes forming part of the financial statements.

**RESTATED STATEMENT OF PROFIT & LOSS**
**Annexure II**  
*(Amount in thousands)*

Particulars		Note No.	For the year ended 31 March, 2023	For the year ended 31 March, 2022	For the year ended 31 March, 2021
1.	Revenue from operations	IV-19	120722.41	25646.24	3917.78
2.	Other income	IV-20	50.81	69.55	15.07
	<b>Total Income (1+2)</b>		<b>120773.22</b>	<b>25715.79</b>	<b>3932.85</b>
3.	<b>EXPENSES</b>				
(f)	Cost of Stores and Spares consumed	IV-22	1585.87	137.97	37.54
(g)	Employee benefits expenses	IV-23	27996.06	6306.77	830.52
(h)	Finance costs	IV-24	1685.57	160.48	14.99
(i)	Depreciation and amortization expenses	IV-25	12326.63	1060.01	361.15
(j)	Other expenses	IV-26	44165.83	15275.07	3304.20
4.	<b>Total expenses 3(a) to 3(e)</b>		<b>87759.96</b>	<b>22940.29</b>	<b>4548.39</b>
5.	<b>Profit/(Loss) before exceptional &amp; extraordinary items &amp; Tax</b>		<b>33013.26</b>	<b>2775.50</b>	<b>(615.54)</b>
6.	<b>Exceptional and Extra – ordinary items</b>				
	Prior Period Items		0.00	0.00	0.00
7.	<b>Profit/(Loss) before Tax</b>		<b>33013.26</b>	<b>2775.50</b>	<b>(615.54)</b>
	<b>Tax expenses</b>				
(a)	Current tax		7980.91	742.43	0.00
(b)	Income Tax relating to earlier years		0.00	0.00	0.00
(c)	Deferred tax	12	(613.35)	40.14	159.59
	<b>Net current tax expenses</b>		<b>8594.27</b>	<b>702.30</b>	<b>(159.59)</b>
	<b>Profit/(Loss) for the year</b>		<b>24419.00</b>	<b>2073.20</b>	<b>(455.95)</b>
	<b>Earnings per equity share [nominal value ₹ 10 per share (₹ 10 per share) - Basic &amp; Diluted (₹)]</b>				
	Basic (₹)		25.80	18.85	-4.14
	Diluted (₹)		25.80	18.85	-4.14

Note: See accompanying notes forming part of the financial statements.

**RESTATED CASH FLOW STATEMENT**
**Annexure III**  
**(Amt in Thousands)**

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022	For the year ended 31 March, 2021
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net Profit/(Loss) before tax	33013.26	2775.50	-615.54
<b>Adjustments for:</b>			
Depreciation	12326.63	1060.01	361.15
Interest Expenses	883.25	134.43	0.98
Interest income	24.90	0.00	0.00
<b>Operating Profit before working capital changes</b>	<b>46248.04</b>	<b>3969.93</b>	<b>-253.41</b>
Adjustment for:			
(Increase)/decrease in trade & other receivable	-64133.82	-1999.95	-555.45
(Increase)/Decrease in Current Assets	368.44	-7680.89	-2621.37
(Increase)/Decrease in inventory	191.14	-786.72	-1681.89
Increase/(Decrease) in Current Liabilities	9518.21	2013.17	3306.32
Increase/(Decrease) in Other Liabilities	15894.79	3648.10	492.97
Increase/(Decrease) in Short Term Provisions	217.07	81.47	11.05
<b>Cash generated from operations</b>	<b>8303.87</b>	<b>-754.88</b>	<b>-1301.79</b>
<b>Net cash flow from operations (A)</b>	<b>8303.87</b>	<b>-754.88</b>	<b>-1301.79</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>			
(Purchase)/Sale of Fixed Assets	-58402.66	-5585.81	-2590.17
Interest Income	-24.90	0.00	0.00
<b>Net cash used in investing activities (B)</b>	<b>-58427.55</b>	<b>-5585.81</b>	<b>-2590.17</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>			
Cash from Issuance of Share Capital	149000.00	0.00	0.00
Repayment of Long Term Borrowings	-4534.96	9581.57	5285.73
Repayment of Short Term Borrowings	5343.49	56.02	-1314.70
Interest Paid	-883.25	-134.43	-0.98
<b>Net cash flow from/ (used in) financing activities (C)</b>	<b>148925.28</b>	<b>9503.16</b>	<b>3970.04</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>98801.59</b>	<b>3162.47</b>	<b>78.09</b>
Cash and cash equivalents at the beginning of the period/ year	4090.74	928.27	850.18
Cash and cash equivalents at the closing of the period/ year	102892.34	4090.74	928.27
<b>Net Increase/ (Decrease) in cash and Cash Equivalents</b>	<b>98801.59</b>	<b>3162.47</b>	<b>78.09</b>

\*Notes: The above stated flow statement has been prepared in accordance with the 'Indirect Method' as set out in the Accounting Standard (AS)-3 on "Cash Flow Statement".

*The notes referred to above form an integral part of the financial statements.*

## **1. Corporate Information**

'Drone Destination Limited was incorporated on May 10, 2019 as private limited company. The company was converted from Private Limited to limited on 4th May, 2023. The company is engaged in the business of trading, operations, manufacturing, repair, renting services and training on various type of Drones including Multirotor, Fixed Wing, Hybrid UAV, e-VTOL, UAS, SUAV, RPV, RPAS, UWV, UGV etc.,

## **2. Significant Accounting Policies**

### **2.01 Basis of accounting and preparation of financial statements**

'The accounts have been prepared in accordance with the historical cost convention under accrual basis of accounting as per Indian GAAP. Accounts and Disclosures thereon comply with the Accounting Standards specified in Companies (Accounting Standard) Rules, 2021 which continue to apply under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, other pronouncement of ICAI, provisions of the Companies Act.

'All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of services provided, the Company has ascertained (except for Investment & Loans & Advances) its operating cycle as 12 months for the purpose of current, noncurrent classification of assets & liabilities. In the case of Investments and Loan & Advances which are for purposes of setting up of infrastructure needed for business, they are treated as Current Assets till they are partly paid up or till execution of a definitive agreement with the parties.

### **2.02 Use of Estimates**

'The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

### **2.03 Revenue recognition**

#### Income from Services

Revenues from contracts priced on a per activity basis are recognised on completion of the activity and those based on time and material basis are recognised when services are rendered and related costs are incurred.

Revenue from training is recognised when the training is completed.

Revenue from Survey and Mapping is recognised after Drone data capturing, processing and submission.

### **2.04 Other Income**

Interest income is accounted on accrual basis.

### **2.05 Employee Benefit**

#### **Leave Policy**

The company has a leave policy in which in addition to gazetted and restricted holidays, every employee employed in the company is entitled to sick leaves, casual leaves and privileged leaves, based on the below stated rules and regulations which are applicable to all employees.

#### Casual/Sick Leaves

Every employee on completion of 1 month of continuous employment is eligible for 1 day of casual/sick leave every month.

At one instance only three leaves can be availed from sick/casual leave quota of 12 days in a year as per Leave Policy.

No carry forward or encashment of sick leaves can be done.

#### Privileged Leaves

Every employee after completion of 12 continuous months of employment is eligible for 15 days privileged leaves.

Every employee after completion of 4 continuous months of employment is eligible for 5 days privileged leaves.

No encashment shall be provided in lieu of privileged leaves. However in case of non utilization of privileged leave, it can be carried forward for 2 years.

Sick leaves, casual leaves and privileged leaves cannot be combined in any case.

#### Gratuity

'The Company's gratuity plan is a defined benefit plan. Present value of obligations under such defined benefit plan is determined based on an actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation, The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the Balance Sheet date, having maturity periods approximating to the terms of related obligations.

'Actuarial gains and losses are recognised immediately in the Statement of Profit and Loss. Gains or losses on the curtailment or settlement of any defined benefit plan are recognised when the curtailment or settlement occurs.

#### 2.06 Leases

Leases, where lessor effectively retains substantially all the risks and benefits of ownership of the leased asset during the leased term are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight- line basis over the lease term.

#### 2.07 Inventory

Inventory of Stores and Spares is valued on the basis of Cost price.

#### 2.08 Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax and excluding extraordinary and exceptional items divided by the weighted average number of equity shares outstanding during the year.

#### 2.09 Taxes on Income

I. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

II. Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date.

Deferred tax asset has been calculated on current assessment year loss as there is virtual certainty with convincing evidence that company will be able to recover losses in near future.

### **2.10 Provisions**

A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

### **2.11 GST Input Credit**

'GST input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is no uncertainty in availing / utilizing the credits.

### **2.12 Pre Incorporation Expenses**

Pre-incorporation Expenses are being written off in the first year of incorporation.

### **2.13 Property, Plant & Equipment and Intangible Assets**

Property, Plant & Equipment and Intangible Assets are stated at their original cost and include all expenses relating to their acquisition and installation.

### **2.14 Depreciation & Amortization**

Depreciation on Property, Plant & Equipment and Intangible Assets has been provided on written down value method in terms of life span of assets as specified in Schedule II of the Companies Act, 2013. In Schedule II of Companies Act 2013 no useful life particularly for Drones is mentioned, thus, the company has considered the useful life of Drones under Plant and Machinery of five (5) years.

### **2.15 Impairment/ Discarding of Assets**

The company periodically assesses using internal sources (keeping in view the nature of assets at present) whether there is an indication that an asset may be impaired. The difference between the book value and recoverable value of relevant assets being Impairment loss, when crystallizes, is charged against revenue of the year.

### **2.16 Foreign Currency Transaction**

Foreign exchange transactions during the year are recorded at the exchange rate prevailing on the date of the transaction. Gains or losses arising out of fluctuations in exchange rate between transaction date and settlement date are recognized in the Statement of Profit and Loss.

### **2.17 Current and non-current classification**

All assets and liabilities are classified into current and non-current.

#### Assets

An asset is classified as current when it satisfies any of the following criteria :-

It is expected to be realized in, or is intended for sale or consumption in, the company's normal operating cycle,

It is held for the purpose of being traded,

It is expected to be realized within 12 months after the reporting date, or

It is cash or cash equivalents 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 financial Assets.

All other assets are classified as non-current.

#### Liability

A Liability is classified as current when it satisfies any of the following criteria:-

It is expected to be settled in the company's normal operating cycle,

It is held Primarily for the purpose of being traded,

It is due to be settled within 12 months from the reporting date, or

The company does not have an unconditional right to defer settlement of liability at least 12 months after the reporting date. Terms of the liability that could at the option of the counter party, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include the current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

### **2.18 Cash & Cash Equivalents**

Cash and cash equivalent Cash and cash equivalents comprise cash balances on hand, cash balance with bank and highly liquid investments with original maturities, at the date of purchase/investment, of three months or less.

### **2.19 Operating Cycle**

Operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents, Based on the nature of activities and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle within twelve months for the purposes of current/ non-current classification of its assets and liabilities.

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## NOTES TO RESTATED FINANCIAL INFORMATION

### RESTATED STATEMENT OF EQUITY SHARE CAPITAL

Annexure IV-3

#### Equity Share Capital

(Amt in thousands)

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
<b>(a) Authorised Share Capital</b>			
Equity Share Capital	500000.00	200000.00	200000.00
<b>Total Authorised Share Capital</b>	500000.00	200000.00	200000.00
<b>(b) Issued, Subscribed &amp; Fully Paid up Shares</b>			
Equity Share Capital	50000.00	1100.00	1100.00
<b>Total Issued, Subscribed &amp; Fully Paid up Shares</b>	50000.00	1100.00	1100.00

#### Details of no. of shares

(Amt in thousands)

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
<b>(a) Authorised Share Capital</b>			
No. of Equity Share	50,00,000	20,00,000	20,00,000
Face Value per Share is Rs.	10.00	10.00	10.00
Equity Share Capital	500000.00	200000.00	200000.00
<b>(b) Issued, Subscribed &amp; Fully Paid up Shares</b>			
No. of Equity Share	50,00,000	1,10,000	1,10,000
Face Value per Share is Rs.	10.00	10.00	10.00
Equity Share Capital	50000.00	1100.00	1100.00

#### Reconciliation of share outstanding at the beginning and at the end of the reporting period

(Amt in thousands)

Particulars	31-03-2023		31-03-2022		31-03-2021	
	No. of shares	Amount (Rs)	No. of shares	Amount (Rs)	No. of shares	Amount (Rs)
<b>Equity shares</b>						
<b>Balance at the beginning of the period/ year</b>	1,10,000	1,100.00	1,10,000	1100.00	1,10,000	1100.00
Issued during the year	48,90,000	48,900.00	-	-	-	-
Call money receipts for shares issued during the previous years	-	-	-	-	-	-
Shares bought back	-	-	-	-	-	-
<b>Balance at the end of the reporting period/ year</b>	50,00,000	50,000.00	1,10,000	1,100.00	1,10,000	1,100.00

The company has one class of equity shares having a par value of Rs. 10 each. Each shareholder is eligible for one vote per share held. The dividend proposed (if any) by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. 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.

#### Details of shareholders holding more than 5% shares in the Company

(Amt in thousands)

Name of Shareholder	31-03-2023		31-03-2022		31-03-2021	
	No. of shares	Amount (Rs)	No. of shares	Amount (Rs)	No. of shares	Amount (Rs)
<b>Equity shares of Rs. 10 each fully paid-up</b>						
Shashi Bala	38,11,000	76.22%				



Chirag Sharma	4,38,000	8.76%	1,09,000	99.09%	1,09,000	99.09%
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### Details of promoter shareholding

(Amt in thousands)

Name of Shareholder	31-03-2023		31-03-2022		31-03-2021	
	No. of shares	Amount (Rs)	No. of shares	Amount (Rs)	No. of shares	Amount (Rs)
<b>Equity shares of Rs. 10 each fully paid-up</b>						
Chirag Sharma	4,38,000	8.76%	1,09,000	99.09%	1,09,000	99.09%
Kapil Rana	1,000	0.02%	1,000	0.91%	1,000	0.91%
Shashi Bala	38,10,000	76.20%				
Vivek Sharma	2,000	0.04%				
Nidhi Sharma	2,000	0.04%				

### RESTATED STATEMENT OF RESERVES AND SURPLUS

### Annexure VI-4

(Amt in thousands)

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
<b>(a) General Reserves</b>			
At the beginning of the year	0.00	0.00	0.00
Add: Transfer from Statement of Profit and Loss	0.00	0.00	0.00
<b>Total (A)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>(b) Security Premium</b>			
At the beginning of the year		0.00	0.00
Add: received during the year	100100.00	0.00	0.00
<b>Total (B)</b>	<b>100100.00</b>	<b>0.00</b>	<b>0.00</b>
<b>(c) Statement of Profit and Loss</b>			
<b>At the beginning of the year</b>	1215.10	-858.10	-402.15
Add: Profit / (Loss) for the year	24419.00	2073.20	-455.95
Less: Transfer to General Reserves		0.00	0.00
<b>Total (C)</b>	<b>25634.10</b>	<b>1215.10</b>	<b>-858.10</b>
<b>Total</b>	<b>125734.10</b>	<b>1215.10</b>	<b>-858.10</b>

### RESTATED STATEMENT OF LONG TERM BORROWINGS

### Annexure VI-5

(Amt in thousands)

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
<b>A) SECURED LOANS (Ref Note 1)</b>			
<u>Loan from Bank</u>			
IndusInd Loan A/c No. DDV02846C *	332.07	520.45	693.15
IndusInd Loan A/c No. DDV02855C **	138.79	213.96	282.57
IndusInd Loan A/c No. DDV03488C ***	280.98	0.00	0.00
IndusInd Loan A/c No. DDV03489C ***	280.98	0.00	0.00
IndusInd Loan A/c No. DDV03490C ***	280.98	0.00	0.00
IndusInd Loan A/c No. DDV03491C ***	280.98	0.00	0.00
IndusInd Loan A/c No. DDV03492C ***	280.98	0.00	0.00
IndusInd Loan A/c No. DDV03493C ***	280.98	0.00	0.00
IndusInd Loan A/c No. DDV03494C ***	280.98	0.00	0.00
IndusInd Loan A/c No. DDV03495C ***	280.98	0.00	0.00
IndusInd Loan A/c No. DDV03496C ***	280.98	0.00	0.00
IndusInd Loan A/c No. DDV03497C ***	280.98	0.00	0.00
IndusInd Loan A/c No. DDV03498C ***	280.98	0.00	0.00
IndusInd Loan A/c No. DDV03499C ***	280.98	0.00	0.00
IndusInd Loan A/c No. DDV03500C ***	280.98	0.00	0.00

IndusInd Loan A/c No. DDV03501C ***	280.98	0.00	0.00
IndusInd Loan A/c No. DDV03502C ***	280.98	0.00	0.00
IndusInd Loan A/c No. DDV03532C ****	291.24	0.00	0.00
IndusInd Loan A/c No. DDV03533C ****	291.24	0.00	0.00
IndusInd Loan A/c No. DDV03534C ****	291.24	0.00	0.00
IndusInd Loan A/c No. DDV03535C ****	291.24	0.00	0.00
IndusInd Loan A/c No. DDV03536C ****	291.24	0.00	0.00
	<b>6141.81</b>	<b>734.41</b>	<b>975.73</b>
<b>B) UNSECURED LOANS (Ref Note 2)</b>			
<u>Term Loan from Bank</u>			
ICICI Loan A/c No. UPDEL00046796871 *	1829.04	0.00	0.00
IDFC Loan A/c No. 101236922 **	2361.49	0.00	0.00
	4190.53	0.0	0.0
Loan from Director & Relatives			
Chirag Sharma	0.00	6810.00	3710.00
Shashi Bala	0.00	7322.89	600.00
	0.0	14132.89	4310.00
	<b>4190.53</b>	<b>14132.89</b>	<b>4310.00</b>
<b>Total</b>	<b>10332.34</b>	<b>14867.30</b>	<b>5285.73</b>

\* Term Loan is hypothecated against Car and repayable in 31 Months in monthly EMI

\*\* Term Loan is hypothecated against Car and repayable in 32 Months in monthly EMI

\*\*\* Term Loan is hypothecated against Car and repayable in 26 EMI

\*\*\*\* Term Loan is hypothecated against Car and repayable in 27 EMI

The terms and conditions and other information in respect of secured loans and unsecured loans are given in annexure 5A

#### RESTATED STATEMENT OF LONG TERM PROVISIONS

Annexure VI-6

(Amt in thousands)

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
<b>LONG TERM PROVISIONS</b>			
Provision for gratuity	309.06	92.52	11.05
<b>Total</b>	<b>309.06</b>	<b>92.52</b>	<b>11.05</b>

#### RESTATED STATEMENT OF SHORT TERM BORROWINGS

Annexure VI-7

(Amt in thousands)

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
<b>SECURED LOANS</b>			
<b>Term Loan from Bank (Ref Note 1)</b>			
IndusInd Loan A/c No. DDV02846C *	188.38	172.70	130.67
IndusInd Loan A/c No. DDV02855C **	75.17	68.62	54.63
IndusInd Loan A/c No. DDV03488C	111.76	0.00	0.00
IndusInd Loan A/c No. DDV03489C	111.76	0.00	0.00
IndusInd Loan A/c No. DDV03490C	111.76	0.00	0.00
IndusInd Loan A/c No. DDV03491C	111.76	0.00	0.00
IndusInd Loan A/c No. DDV03492C	111.76	0.00	0.00
IndusInd Loan A/c No. DDV03493C	111.76	0.00	0.00
IndusInd Loan A/c No. DDV03494C	111.76	0.00	0.00
IndusInd Loan A/c No. DDV03495C	111.76	0.00	0.00
IndusInd Loan A/c No. DDV03496C	111.76	0.00	0.00

IndusInd Loan A/c No. DDV03497C	111.76	0.00	0.00
IndusInd Loan A/c No. DDV03498C	111.76	0.00	0.00
IndusInd Loan A/c No. DDV03499C	111.76	0.00	0.00
IndusInd Loan A/c No. DDV03500C	111.76	0.00	0.00
IndusInd Loan A/c No. DDV03501C	111.76	0.00	0.00
IndusInd Loan A/c No. DDV03502C	111.76	0.00	0.00
IndusInd Loan A/c No. DDV03532C	110.65	0.00	0.00
IndusInd Loan A/c No. DDV03533C	110.65	0.00	0.00
IndusInd Loan A/c No. DDV03534C	110.65	0.00	0.00
IndusInd Loan A/c No. DDV03535C	110.65	0.00	0.00
IndusInd Loan A/c No. DDV03536C	110.65	0.00	0.00
	<b>2493.23</b>	<b>241.32</b>	<b>185.30</b>
<b>UNSECURED LOANS</b>			
<b>Term Loan from Bank (Ref Note 2)</b>			
ICICI Loan A/c No. UPDEL00046796871	922.52	0.00	0.00
IDFC Loan A/c No. 101236922	1048.05	0.00	0.00
	<b>1970.57</b>	<b>0.0</b>	<b>0.0</b>
<b>Credit Card EMI (Ref Note 3)</b>			
	<b>1121.01</b>	<b>0.00</b>	<b>0.00</b>
<b>Total</b>	<b>5584.81</b>	<b>241.32</b>	<b>185.30</b>

Note 1 Term Loan is hypothecated against Car and repayable in 12 EMI.

Note 2 Business Loan is repayable in 12 EMI.

Note 3 Credit Card EMI is for purchase of Laptops

\* Term Loan is hypothecated against Car and repayable in 12 Months in monthly EMI

\*\* Term Loan is hypothecated against Car and repayable in 12 Months in monthly EMI

The terms and conditions and other information in respect of Secured Loans and Unsecured Loans are given in 5A

#### STATEMENT OF TERMS AND CONDITIONS OF LONG TERM BORROWINGS Annexure-5A

<b>NOTE B(A) STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY</b>								
<i>(in thousands)</i>								
Name of lender	Purpose	Sanctioned amount (in lacs)	Rate of interest	Repayment	Primary & Collateral security	Outstanding amount as on 31.03.2023 as per book (in thousands)	Outstanding amount as on 31.03.2022 as per book (in thousands)	Outstanding amount as on 31.03.2021 as per book (in thousands)
IndusInd Bank	Vehicle Loan	9.00	8.33%	60 Equated Monthly Installments of Rs. 19,044/-	Hypothecation against car	332.07	520.45	693.15
IndusInd Bank	Vehicle Loan	3.60	8.12%	60 Equated Monthly Installments of Rs.7,600/-	Hypothecation against car	138.79	213.96	282.57
IndusInd Bank	Vehicle Loan	4.70	9.35%	48 Equated Monthly Installments of Rs.11,980/-	Hypothecation against car	280.98	0.00	0.00

IndusInd Bank	Vehicle Loan	4.70	9.35%	48 Equated Monthly Installments of Rs.11,980/-	Hypothecation against car	280.98	0.00	0.00
IndusInd Bank	Vehicle Loan	4.70	9.35%	48 Equated Monthly Installments of Rs.11,980/-	Hypothecation against car	280.98	0.00	0.00
IndusInd Bank	Vehicle Loan	4.70	9.35%	48 Equated Monthly Installments of Rs.11,980/-	Hypothecation against car	280.98	0.00	0.00
IndusInd Bank	Vehicle Loan	4.70	9.35%	48 Equated Monthly Installments of Rs.11,980/-	Hypothecation against car	280.98	0.00	0.00
IndusInd Bank	Vehicle Loan	4.70	9.35%	48 Equated Monthly Installments of Rs.11,980/-	Hypothecation against car	280.98	0.00	0.00
IndusInd Bank	Vehicle Loan	4.70	9.35%	48 Equated Monthly Installments of Rs.11,980/-	Hypothecation against car	280.98	0.00	0.00
IndusInd Bank	Vehicle Loan	4.70	9.35%	48 Equated Monthly Installments of Rs.11,980/-	Hypothecation against car	280.98	0.00	0.00
IndusInd Bank	Vehicle Loan	4.70	9.35%	48 Equated Monthly Installments of Rs.11,980/-	Hypothecation against car	280.98	0.00	0.00
IndusInd Bank	Vehicle Loan	4.70	9.35%	48 Equated Monthly Installments of Rs.11,980/-	Hypothecation against car	280.98	0.00	0.00
IndusInd Bank	Vehicle Loan	4.70	9.35%	48 Equated Monthly Installments of Rs.11,980/-	Hypothecation against car	280.98	0.00	0.00
IndusInd Bank	Vehicle Loan	4.70	9.35%	48 Equated Monthly Installments of Rs.11,980/-	Hypothecation against car	280.98	0.00	0.00
IndusInd Bank	Vehicle Loan	4.70	9.35%	48 Equated Monthly Installments of Rs.11,980/-	Hypothecation against car	280.98	0.00	0.00
IndusInd Bank	Vehicle Loan	4.70	9.35%	48 Equated Monthly Installments of Rs.11,980/-	Hypothecation against car	280.98	0.00	0.00
IndusInd Bank	Vehicle Loan	4.70	9.35%	48 Equated Monthly Installments of Rs.11,980/-	Hypothecation against car	280.98	0.00	0.00
IndusInd Bank	Vehicle Loan	4.70	9.58%	48 Equated Monthly Installments of Rs.12,030/-	Hypothecation against car	291.24	0.00	0.00

IndusInd Bank	Vehicle Loan	4.70	9.58%	48 Equated Monthly Installments of Rs.12,030/-	Hypothecation against car	291.24	0.00	0.00
IndusInd Bank	Vehicle Loan	4.70	9.58%	48 Equated Monthly Installments of Rs.12,030/-	Hypothecation against car	291.24	0.00	0.00
IndusInd Bank	Vehicle Loan	4.70	9.58%	48 Equated Monthly Installments of Rs.12,030/-	Hypothecation against car	291.24	0.00	0.00
IndusInd Bank	Vehicle Loan	4.70	9.58%	48 Equated Monthly Installments of Rs.12,030/-	Hypothecation against car	291.24	0.00	0.00
<b>Total</b>						<b>6141.81</b>	<b>734.41</b>	<b>975.73</b>

**NOTE B(B) STATEMENT OF TERMS & CONDITIONS OF UNSECURED LOANS**

(in thousands)

Name of lender	Purpose	Rate of interest	Repayment	Outstanding amount as on 31.03.2023 as per book (in thousands)	Outstanding amount as on 31.03.2022 as per book (in thousands)	Outstanding amount as on 31.03.2021 as per book (in thousands)
<b>Term Loan from Bank</b>						
ICICI Loan A/c No. UPDEL00046796871	Business Loan	13.00%	36 monthly installments of Rs. 102,211/-	1829.04	0.00	0.00
IDFC Loan A/c No. 101236922	Business Loan	14.50%	36 monthly installments of Rs. 1,22,883/-	2361.49	0.00	0.00
<b>From related parties</b>						
Chirag Sharma	Business Loan			0.00	6810.00	3710.00
Shashi Bala	Business Loan			0.00	7322.89	600.00
<b>Total</b>				<b>4190.53</b>	<b>14132.89</b>	<b>4310.00</b>

\* The unsecured loans are form directors and there is no defined period of repayment. The loan is without any interest.

**NOTE B(A) STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY**

(in thousands)

Name of lender	Purpose	Sanctioned amount (in lacs)	Rate of interest	Repayment	Primary & Collateral security	Outstanding amount as on 31.03.2023 as per book (in thousands)	Outstanding amount as on 31.03.2022 as per book (in thousands)	Outstanding amount as on 31.03.2021 as per book (in thousands)
Indusind Bank	Vehicle Loan	9.00	8.33%	60 Equated Monthly Installments of Rs. 19,044/-	Hypothecation against car	188.38	172.70	130.67

Indusind Bank	Vehicle Loan	3.60	8.12%	60 Equated Monthly Installments of Rs.7,600/-	Hypothecation against car	75.17	68.62	54.63
Indusind Bank	Vehicle Loan	4.70	9.35%	48 Equated Monthly Installments of Rs.11,980/-	Hypothecation against car	111.76	0.00	0.00
Indusind Bank	Vehicle Loan	4.70	9.35%	48 Equated Monthly Installments of Rs.11,980/-	Hypothecation against car	111.76	0.00	0.00
Indusind Bank	Vehicle Loan	4.70	9.35%	48 Equated Monthly Installments of Rs.11,980/-	Hypothecation against car	111.76	0.00	0.00
Indusind Bank	Vehicle Loan	4.70	9.35%	48 Equated Monthly Installments of Rs.11,980/-	Hypothecation against car	111.76	0.00	0.00
Indusind Bank	Vehicle Loan	4.70	9.35%	48 Equated Monthly Installments of Rs.11,980/-	Hypothecation against car	111.76	0.00	0.00
Indusind Bank	Vehicle Loan	4.70	9.35%	48 Equated Monthly Installments of Rs.11,980/-	Hypothecation against car	111.76	0.00	0.00
Indusind Bank	Vehicle Loan	4.70	9.35%	48 Equated Monthly Installments of Rs.11,980/-	Hypothecation against car	111.76	0.00	0.00
Indusind Bank	Vehicle Loan	4.70	9.35%	48 Equated Monthly Installments of Rs.11,980/-	Hypothecation against car	111.76	0.00	0.00
Indusind Bank	Vehicle Loan	4.70	9.35%	48 Equated Monthly Installments of Rs.11,980/-	Hypothecation against car	111.76	0.00	0.00
Indusind Bank	Vehicle Loan	4.70	9.35%	48 Equated Monthly Installments of Rs.11,980/-	Hypothecation against car	111.76	0.00	0.00
Indusind Bank	Vehicle Loan	4.70	9.35%	48 Equated Monthly Installments of Rs.11,980/-	Hypothecation against car	111.76	0.00	0.00
Indusind Bank	Vehicle Loan	4.70	9.35%	48 Equated Monthly Installments of Rs.11,980/-	Hypothecation against car	111.76	0.00	0.00
Indusind Bank	Vehicle Loan	4.70	9.35%	48 Equated Monthly Installments of Rs.11,980/-	Hypothecation against car	111.76	0.00	0.00
Indusind Bank	Vehicle Loan	4.70	9.35%	48 Equated Monthly Installments of Rs.11,980/-	Hypothecation against car	111.76	0.00	0.00
Indusind Bank	Vehicle Loan	4.70	9.35%	48 Equated Monthly Installments of Rs.11,980/-	Hypothecation against car	111.76	0.00	0.00

Indusind Bank	Vehicle Loan	4.70	9.35%	48 Equated Monthly Installments of Rs.11,980/-	Hypothecation against car	111.76	0.00	0.00
Indusind Bank	Vehicle Loan	4.70	9.58%	48 Equated Monthly Installments of Rs.12,030/-	Hypothecation against car	110.65	0.00	0.00
Indusind Bank	Vehicle Loan	4.70	9.58%	48 Equated Monthly Installments of Rs.12,030/-	Hypothecation against car	110.65	0.00	0.00
Indusind Bank	Vehicle Loan	4.70	9.58%	48 Equated Monthly Installments of Rs.12,030/-	Hypothecation against car	110.65	0.00	0.00
Indusind Bank	Vehicle Loan	4.70	9.58%	48 Equated Monthly Installments of Rs.12,030/-	Hypothecation against car	110.65	0.00	0.00
Indusind Bank	Vehicle Loan	4.70	9.58%	48 Equated Monthly Installments of Rs.12,030/-	Hypothecation against car	110.65	0.00	0.00
<b>Total</b>						<b>2493.23</b>	<b>241.32</b>	<b>185.30</b>

NOTE B(B) STATEMENT OF TERMS & CONDITIONS OF UNSECURED LOANS						
(in thousands)						
Name of lender	Purpose	Rate of interest	Repayment	Outstanding amount as on 31.03.2023 as per book (in thousands)	Outstanding amount as on 31.03.2022 as per book (in thousands)	Outstanding amount as on 31.03.2021 as per book (in thousands)
<b>From related parties</b>						
ICICI Loan A/c No. UPDEL000467 96871	Business Loan	13.00%	36 monthly installments of Rs. 102,211/-	922.52	0.00	0.00
IDFC Loan A/c No. 101236922	Business Loan	14.50%	36 monthly installments of Rs. 1,22,883/-	1048.05	0.00	0.00
Credit Card EMIs**				1121.01		
<b>Total</b>				<b>3091.58</b>	<b>0.00</b>	<b>0.00</b>

Credit card EMI is for purchase of Laptops

## RESTATED STATEMENTS OF TRADE PAYABLE

## Annexure IV-8

Particulars	(Amt in thousands)		
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
<b>Trade payables for Goods and services</b>			
Micro and Small Enterprises	0.00	0.00	0.00
Other than Micro and Small enterprises	14837.70	5319.49	3306.32
<b>Total</b>	<b>14837.70</b>	<b>5319.49</b>	<b>3306.32</b>

Notes:

1. Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, have not been identified by the Company since No supplier has intimated the company about its status as Micro or small Enterprises or its registration with the appropriate Authority under 'The Micro, Small and Medium Enterprises Development Act, 2006.

**TRADE PAYABLE AGEING SUMMARY**

*(Amt in thousands)*

S. No.	Particulars	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years
	<b>As at 31 march, 2023</b>				
(i)	MSME	0.00	0.00	0.00	0.00
(ii)	Others	14770.12	67.57	0.00	0.00
(iii)	Disputed Dues – MSME	0.00	0.00	0.00	0.00
(iv)	Disputed Dues – Others	0.00	0.00	0.00	0.00
	<b>As at 31 march, 2022</b>				
(i)	MSME	0.00	0.00	0.00	0.00
(ii)	Others	5233.67	85.82	0.00	0.00
(iii)	Disputed Dues – MSME	0.00	0.00	0.00	0.00
(iv)	Disputed Dues – Others	0.00	0.00	0.00	0.00
	<b>As at 31 march, 2021</b>				
(i)	MSME	0.00	0.00	0.00	0.00
(ii)	Others	3306.32	0.00	0.00	0.00
(iii)	Disputed Dues – MSME	0.00	0.00	0.00	0.00
(iv)	Disputed Dues – Others	0.00	0.00	0.00	0.00

**RESTATED STATEMENT OF OTHER CURRENT LIABILITIES**

**Annexure IV-9**

*(Amt in thousands)*

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
<b>Other Current Liabilities</b>			
Advance from Customers	6687.87	2366.73	0.00
Salary Payable	3949.38	577.81	324.47
Statutory dues	5343.74	1083.30	28.54
Other Expenses Payable	4165.55	223.89	250.63
<b>Total</b>	<b>20146.53</b>	<b>4251.74</b>	<b>603.64</b>

**RESTATED STATEMENT OF SHORT TERM PROVISIONS**

**Annexure IV-10**

*(Amt in thousands)*

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
<b>Short Term Provisions</b>			
Provisions for Income Tax	8723.35	742.43	0.00
Provision for gratuity	0.53	0.00	0.00
<b>Total</b>	<b>8723.88</b>	<b>742.43</b>	<b>0.00</b>



## RESTATED STATEMENT OF FIXED ASSETS

Annexure IV-11

For the financial year 2022-23

(Amt in thousands)

Property, plant and equipment	Gross Block			Accumulated depreciation				Net Block			
	Balance as at April 1, 2022	Addition during the year	Sales/ Deduction	Balance as at March 31, 2023	Balance as at April 1, 2022	Depreciation for the period	Deduction during the year	Balance as at March 31, 2023	Depreciation W/o	Balance as at March 31, 2023	Balance as at March 31, 2022
<b>Tangible Assets</b>											
Office equipment	5,40,006.00	5,88,674.00		11,28,680.00	1,35,740.30	3,31,041.01		4,66,781.31	-	6,61,898.69	4,04,265.70
Vehicles	18,32,412.00	1,12,30,472.00	1,00,000.00	1,29,62,884.00	6,59,710.00	27,44,452.03		34,04,162.03	25,217.00	95,83,938.97	11,72,702.00
Furniture & Fixtures	8,13,667.00	1,73,018.00		9,86,685.00	2,08,173.00	1,78,205.00		3,86,378.00		6,00,307.00	6,05,494.00
Computer & Peripherals	5,82,855.00	71,92,966.00		77,75,821.00	1,14,272.00	17,63,441.16		18,77,713.16		58,98,107.84	4,68,583.00
Plant & Machinery	19,70,991.00	3,63,87,834.00		3,83,58,825.00	9,390.00	63,23,093.11		63,32,483.11		3,20,26,341.89	19,61,601.00
Lease Hold Improvement	23,90,544.00	21,76,975.00		45,67,519.00	-	9,13,503.80		9,13,503.80		36,54,015.20	23,90,544.00
Buildings	45,500.00	-	-	45,500.00	31,657.70	8,900.00		40,557.70		4,942.30	13,842.30
<b>Total</b>	<b>81,75,975.00</b>	<b>5,77,49,939.00</b>	<b>1,00,000.00</b>	<b>6,58,25,914.00</b>	<b>11,58,943.00</b>	<b>1,22,62,636.12</b>	<b>-</b>	<b>1,34,21,579.11</b>	<b>-</b>	<b>5,24,29,551.89</b>	<b>70,17,032.00</b>
<b>Intangible Assets</b>											
Software	7,61,778.00	7,27,500.00	-	14,89,278.00	5,88,394.00	63,996.00		6,52,390.00		8,36,888.00	1,73,384.00
<b>Total</b>	<b>7,61,778.00</b>	<b>7,27,500.00</b>	<b>-</b>	<b>14,89,278.00</b>	<b>5,88,394.00</b>	<b>63,996.00</b>	<b>-</b>	<b>6,52,390.00</b>	<b>-</b>	<b>8,36,888.00</b>	<b>1,73,384.00</b>
<b>Capital work in progress</b>											
<b>Total</b>	<b>89,37,753.00</b>	<b>5,84,77,439.00</b>	<b>1,00,000.00</b>	<b>6,73,15,192.00</b>	<b>17,47,337.00</b>	<b>1,23,26,632.12</b>	<b>-</b>	<b>1,40,73,969.11</b>	<b>-</b>	<b>5,32,66,439.89</b>	<b>71,76,573.70</b>

For the financial year 2021-22

(Amt in thousands)

Property, plant and equipment	Gross Block				Accumulated depreciation				Net Block	
	Balance as at April 1, 2021	Addition during the year	Sales/ Deduction	Balance as at March 31, 2022	Balance as at April 1, 2021	Depreciation for the period	Deduction during the year	Balance as at March 31, 2022	Balance as at March 31, 2022	Balance as at March 31, 2021
<b>Tangible Assets</b>										
Office equipment	2,82,229.00	2,65,347.00	-	5,47,576.00	10,420.00	1,55,186.00	-	1,65,606.00	3,81,970.00	2,71,809.00
Vehicles	16,54,744.00	1,82,578.00	-	18,37,322.00	1,63,557.00	4,96,735.00	-	6,60,292.00	11,77,030.00	14,91,187.00
Furniture & Fixtures	6,53,193.00	1,60,474.00	-	8,13,667.00	26,395.00	1,81,778.00	-	2,08,173.00	6,05,494.00	6,26,798.00
Computer & Peripherals	-	6,11,330.00	-	6,11,330.00	-	1,18,022.00	-	1,18,022.00	4,93,308.00	-
Plant & Machinery	-	19,75,536.00	-	19,75,536.00	-	6,850.00	-	6,850.00	19,68,686.00	-
Lease Hold Improvement	-	23,90,544.00	-	23,90,544.00	-	-	-	-	23,90,544.00	-
<b>Total</b>	<b>25,90,166.00</b>	<b>55,85,809.00</b>	<b>-</b>	<b>81,75,975.00</b>	<b>2,00,372.00</b>	<b>9,58,571.00</b>	<b>-</b>	<b>11,58,943.00</b>	<b>70,17,032.00</b>	<b>23,89,793.99</b>
<b>Intangible Assets</b>										
Software	7,61,778.00	-	-	7,61,778.00	4,86,959.00	1,01,435.00	-	5,88,394.00	1,73,384.00	2,74,819.00
<b>Total</b>	<b>7,61,778.00</b>	<b>-</b>	<b>-</b>	<b>7,61,778.00</b>	<b>4,86,959.00</b>	<b>1,01,435.00</b>	<b>-</b>	<b>5,88,394.00</b>	<b>1,73,384.00</b>	<b>2,74,819.00</b>
<b>Capital work in progress</b>										
<b>Total</b>	<b>33,51,944.00</b>	<b>55,85,809.00</b>	<b>-</b>	<b>89,37,753.00</b>	<b>6,87,331.00</b>	<b>10,60,006.00</b>	<b>-</b>	<b>17,47,337.00</b>	<b>71,90,416.00</b>	<b>26,64,612.99</b>

For the financial year 2020-21

(Amt in thousands)

Property, plant and equipment	Gross Block				Accumulated depreciation				Net Block	
	Balance as at April 1, 2020	Addition during the year	Sales/ Deduction	Balance as at March 31, 2021	Balance as at April 1, 2020	Depreciation for the period	Deduction during the year	Balance as at March 31, 2021	Balance as at March 31, 2021	Balance as at March 31, 2020
<b>Tangible Assets</b>										
Office equipment	-	2,82,229.00	-	2,82,229.00	-	10,420.00	-	10,420.00	2,71,809.00	-
Vehicles	16,54,744.00	-	-	16,54,744.00	-	1,63,557.00	-	1,63,557.00	14,91,187.00	-
Furniture & Fixtures	-	6,53,193.00	-	6,53,193.00	-	26,395.00	-	26,395.00	6,26,798.00	-
Computer & Peripherals	-	-	-	-	-	-	-	-	-	-
Plant & Machinery	-	-	-	-	-	-	-	-	-	-
Lease Hold Improvement	-	-	-	-	-	-	-	-	-	-

Building	-									
<b>Total</b>	<b>16,54,744.00</b>	<b>9,35,422.00</b>	<b>-</b>	<b>25,90,166.00</b>	<b>-</b>	<b>2,00,372.00</b>	<b>-</b>	<b>2,00,372.00</b>	<b>23,89,794.00</b>	<b>-</b>
Intangible Assets										
Software	7,61,778.00	-	-	7,61,778.00	3,26,181.00	1,60,778.00		4,86,959.00	2,74,819.00	4,35,597.00
<b>Total</b>	<b>7,61,778.00</b>	<b>-</b>	<b>-</b>	<b>7,61,778.00</b>	<b>3,26,181.00</b>	<b>1,60,778.00</b>	<b>-</b>	<b>4,86,959.00</b>	<b>2,74,819.00</b>	<b>4,35,597.00</b>
Capital work in progress										
<b>Total</b>	<b>24,16,522.00</b>	<b>9,35,422.00</b>	<b>-</b>	<b>33,51,944.00</b>	<b>3,26,181.00</b>	<b>3,61,150.00</b>	<b>-</b>	<b>6,87,331.00</b>	<b>26,64,613.00</b>	<b>4,35,597.00</b>

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**RESTATED STATEMENT OF DEFERRED TAX ASSETS/(LIABILITIES)**
**Annexure IV-12**
*(Amt in thousands)*

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
<b>Deferred tax (liability) / asset</b>			
<u>Tax effect of items constituting deferred tax liability</u>	-		
Opening Balance			
On difference between book balance and tax balance of fixed assets	-667.98		
Tax effect of items constituting deferred tax liability	-667.98	0.00	0.00
<u>Tax effect of items constituting deferred tax assets</u>			
Opening Balance	348.57	308.43	148.84
On difference between book balance and tax balance of fixed assets		19.63	14.20
On account of CY loss	0.00	0.00	142.61
On account of gratuity disallowance	54.63	20.50	2.78
Tax effect of items constituting deferred tax assets	403.20	348.57	308.43
<b>Total</b>	<b>(264.78)</b>	<b>348.57</b>	<b>308.43</b>

**RESTATED STATEMENT OF OTHER NON CURRENT ASSETS**
**Annexure IV-13**
*(Amt in thousands)*

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
<b>Social Deposits</b>	493.60	243.60	96.43
Opening Balance	<b>493.60</b>	<b>243.60</b>	<b>96.43</b>

**RESTATED STATEMENT OF INVENTORIES**
**Annexure IV-14**
*(Amt in thousands)*

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
<b>Stock of Raw Material and Stock in Trade</b>			
Spare and Parts	2893.96	3085.10	2298.38
<b>Total</b>	<b>2893.96</b>	<b>3085.10</b>	<b>2298.38</b>

**RESTATED STATEMENT OF TRADE RECEIVABLES**
**Annexure IV-15**
*(Amt in thousands)*

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
<b>Trade Receivables</b>			
<b>Unsecured Considered good</b>			
Trade receivables outstanding for a period exceeding six months from the date they are due for payment	154.76	129.80	555.45
Outstanding for a period not exceeding 6 months (Unsecured considered Good)	37183.77	2425.61	0.00
<b>Sub Total (A)</b>	<b>37338.53</b>	<b>2555.41</b>	<b>555.45</b>
<b>Unsecured Considered Doubtful</b>			

Trade receivables outstanding for a period exceeding six months from the date they are due for payment	0.00	0.00	0.00
Dues From Directors, Related parties/Common Group Company, etc.	0.00	0.00	0.00
Others	0.00	0.00	0.00
<b>Sub Total (B)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Total</b>	<b>37338.53</b>	<b>2555.41</b>	<b>555.45</b>
<b>Less: Provision for Doubtful debts</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
Unbilled Dues	29350.70	0.00	0.00
<b>Net Trade Receivables</b>	<b>66689.23</b>	<b>2555.41</b>	<b>555.45</b>

### TRADE RECEIVABLES AGEING SUMMARY

Particulars	Less than 6 months	6 months to- 1 year	1 - 2 years	2 - 3 years	More than 3 years
<b>As at 31 March 2023</b>					
(i) Undisputed Trade Receivable -Considered Good	37183.77	0.00	154.76	0.00	0.00
(ii) Undisputed Trade Receivable - Considered doubtful	0.00	0.00	0.00	0.00	0.00
(iii) Disputed Trade Receivable - Considered Good	0.00	0.00	0.00	0.00	0.00
(iv) Disputed Trade Receivable - Considered doubtful	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>37183.77</b>	<b>0.00</b>	<b>154.76</b>	<b>0.00</b>	<b>0.00</b>
<b>As at 31 March 2022</b>					
(i) Undisputed Trade Receivable -Considered Good	2425.61	0.00	129.80	0.00	0.00
(ii) Undisputed Trade Receivable - Considered doubtful	0.00	0.00	0.00	0.00	0.00
(iii) Disputed Trade Receivable - Considered Good	0.00	0.00	0.00	0.00	0.00
(iv) Disputed Trade Receivable - Considered doubtful	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>2425.61</b>	<b>0.00</b>	<b>129.80</b>	<b>0.00</b>	<b>0.00</b>
<b>As at 31 March 2021</b>					
(i) Undisputed Trade Receivable -Considered Good	0.00	555.45	0.00	0.00	0.00
(ii) Undisputed Trade Receivable - Considered doubtful	0.00	0.00	0.00	0.00	0.00
(iii) Disputed Trade Receivable - Considered Good	0.00	0.00	0.00	0.00	0.00
(iv) Disputed Trade Receivable - Considered doubtful	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>555.45</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

### RESTATED STATEMENT OF CASH AND CASH EQUIVALENTS

Annexure IV-16

(Amt in thousands)

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
A) Cash In Hand	1517.55	686.04	44.47
B) Bank Balance			
ICICI A/c - 004605018353	5437.62	3013.92	746.65
ICICI A/c - 004605017627	2903.23	390.78	137.16
ICICI A/c - 004605020048	92600.00	0.00	0.00
HDFC A/c - 50200067945472	433.94	0.00	0.00
<b>Total</b>	<b>102892.34</b>	<b>4090.74</b>	<b>928.27</b>

**Note:**

Cash & Cash equivalents balances as on balance sheet date has been certified by the management

**RESTATED STATEMENT OF SHORT TERM LOANS AND ADVANCES**
**Annexure IV-17**
*(Amt in thousands)*

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Advances to Suppliers	4838.22	8198.27	0.00
GST Input	0.00	0.00	512.86
Other advances	1525.88	1138.30	2207.08
<b>Total</b>	<b>6364.10</b>	<b>9336.58</b>	<b>2719.94</b>

**RESTATED STATEMENT OF OTHER CURRENT ASSETS**
**Annexure IV-18**
*(Amt in thousands)*

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Prepaid expenses	252.71	80.42	41.79
TDS Receivable	3080.81	899.07	20.63
<b>Total</b>	<b>3333.52</b>	<b>979.49</b>	<b>62.41</b>

**RESTATED STATEMENT OF REVENUE FROM OPERATION**
**Annexure IV-19**
*(Amt in thousands)*

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Sales of Products	50.70	595.00	0.00
Sales of Services	120671.71	25051.24	3917.78
<b>Total</b>	<b>120722.41</b>	<b>25646.24</b>	<b>3917.78</b>

**Note: 19.1 REVENUE FROM SERVICES COMPRISES**
*(Amt in thousands)*

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Training Income	62135.21	24551.24	3917.78
Survey and Mapping Income	57242.03	0.00	0.00
Drone Surveillance Services	694.47	0.00	0.00
Drone Consultancy Services	600.00	500.00	0.00
<b>Total</b>	<b>120671.71</b>	<b>25051.24</b>	<b>3917.78</b>

**RESTATED STATEMENT OF OTHER INCOME**
**Annexure IV-20**
*(Amt in thousands)*

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Other Income	0.69	65.00	15.07
Profit on sale of Fixed Assets	25.22	4.55	0.00
Interest on Fixed Deposits	8.02	0.00	0.00
Interest on Income Tax refund	16.88	0.00	0.00
<b>Total</b>	<b>50.81</b>	<b>69.55</b>	<b>15.07</b>

**RESTATED STATEMENT OF SPARE PARTS CONSUMED**
**Annexure IV-22**
*(Amt in thousands)*

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Opening Balance of Stock			

Finished Goods	3085.10	2298.38	616.49
<b>Add: Purchases</b>			
Purchase	1361.27	797.32	1681.89
Freight	33.46	127.37	5.20
Drone Repair & Maintenance	0.00	0.00	32.34
	1394.73	924.69	1719.42
<b>Less: Closing Balance of Stock</b>			
Finished Goods	2893.96	3085.10	2298.38
<b>Cost of spare parts consumed</b>	<b>1585.87</b>	<b>137.97</b>	<b>37.54</b>

**RESTATED STATEMENT OF EMPLOYEE BENEFITS EXPENSES**
**Annexure IV-23**
*(Amt in thousands)*

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Salaries - Others	18228.96	4181.24	818.66
Director Remuneration	3600.00	1800.00	0.00
Incentive	800.00		
Gratuity	217.07	81.47	10.22
Medical Premium	230.19	47.39	0.00
Provident Fund	964.13		
ESI	138.56		
Stipend Expense	202.61		
Staff Welfare	2911.66	126.67	1.65
Bonus	702.88	70.00	0.00
<b>Total</b>	<b>27996.06</b>	<b>6306.77</b>	<b>830.52</b>

**RESTATED STATEMENT OF FINANCE COST**
**Annexure IV-24**
*(Amt in thousands)*

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Bank Charges	74.32	3.71	14.01
Credit Card Charges	37.65	7.39	0.00
Loan Processing Charges	626.40		
Interest on late payment of GST	42.07	14.95	0.00
Interest on late payment of TDS	21.88		
Interest on Car Loan	677.54	134.43	0.98
Interest on Business Loan	205.71		
<b>Total</b>	<b>1685.57</b>	<b>160.48</b>	<b>14.99</b>

**RESTATED STATEMENT OF DEPRECIATION AND AMORTIZATION**
**Annexure IV-25**
*(Amt in thousands)*

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Depreciation and Amortization Expenses	12326.63	1060.01	361.15
<b>Total</b>	<b>12326.63</b>	<b>1060.01</b>	<b>361.15</b>

**RESTATED STATEMENT OF OTHER EXPENSES**
**Annexure IV-26**
*(Amt in thousands)*

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Authorised capital expense and filing fees	571040.78	39.70	0.00
Bad Debts	1,29,800.00	0.00	0.00
Consumables	628727.98	48.66	0.00

Contractual payment to IGRUA	6393839.00	10134.48	2225.03
Data Processing Expense	7250000.00	0.00	0.00
DGCA & Other Fee	177158.29	111.55	5.00
Donation	212100.00	0.00	0.00
Event Expenses	1414443.00	190.83	67.32
Insurance Expenses	554556.69	99.97	20.37
Office Exp.	2514161.41	638.72	327.41
Office Repair & Maintenance	613511.90	939.46	23.04
Payments to auditors	509000.00	75.00	75.00
Postage & Courier	86308.00	17.90	7.38
Power & Fuel Expenses	1100163.36	192.15	22.72
Printing and stationery	1057114.32	220.91	79.93
Professional & Consultancy Expenses	7242777.00	408.99	200.00
Rent Expenses	5792574.51	882.75	58.00
Repairs to Machinery	389689.48	41.91	0.00
Telephone & Internet	100906.38	57.25	20.12
Travelling & Conveyance Expenses	3433640.07	969.57	127.52
Website Exp	0.00	2.52	0.00
Vehicle Running & Maintenance	3857964.69	156.45	45.35
Water Expenses	136350.00	46.30	0.00
<b>Total</b>	<b>44165.83</b>	<b>15275.07</b>	<b>3304.20</b>

## RESTATED STATEMENT OF GRATUITY EXPENSES

Annexure IV-27

### Employee benefit Plan

#### (A) Defined benefit Plan

##### The defined benefit plan operated by the Company is as below:

The Company's gratuity plan is a defined benefit plan. Present value of obligations under such defined benefit plan is determined based on an actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation, The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the Balance Sheet date, having maturity periods approximating to the terms of related obligations.

The company's defined gratuity plan is made applicable from 01/04/2022 and no defined gratuity plan was followed in financial ending 2022 and 2021.

The following table sets out the amounts recognised in the financial statements in respect of retiring gratuity plan:

#### (i) Change in Defined benefit obligations

(Amt in thousands)

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Projected benefit obligation at the beginning of year	81.47	0.00	0.00
Current service cost	269.32	81.47	0.00
Interest cost	5.93	0.00	0.00
Actuarial (gain) / loss	-47.13	0.00	0.00
Benefits paid	0.00	0.00	0.00
<b>Present Value of DBO at the end of the year</b>	<b>309.59</b>	<b>81.47</b>	<b>0.0</b>

#### (ii) Change in fair value of plant assets

(Amt in thousands)

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Fair value of plan assets at the beginning of the year	0.00	0.00	0.00



Interest income	0.00	0.00	0.00
Employer contributions	0.00	0.00	0.00
Benefits paid	0.00	0.00	0.00
<b>Fair value of plan assets at the end of the year</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**(iii) Amount recognised in the balance sheet**

*(Amt in thousands)*

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Projected benefit obligation at the end of the year	309.59	81.47	11.05
Fair value of plan assets at the end of the year	0.00	0.00	0.00
Funded status of the plans - Asset recognised in the balance sheet	0.00	0.00	0.00
<b>Net Liability recognised in the Balance Sheet</b>	<b>309.59</b>	<b>81.47</b>	<b>11.05</b>

**(iv) Expense recognised in the profit and loss account**

*(Amt in thousands)*

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Current service cost	258.27	81.47	10.52
Interest cost on benefit obligation	5.93	0.00	0.00
Expected return on plan assets	0.00	0.00	0.00
Net Actuarial (gain)/ Loss recognised in the year	-47.13	0.00	0.00
<b>Gratuity cost</b>	<b>217.07</b>	<b>81.47</b>	<b>10.52</b>

**(B) Defined Contribution Plan**

**Provident fund and pension**

In accordance with the Employee's Provident Fund and Miscellaneous Provisions Act, 1952, eligible employees of the Company are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary. The contributions, as specified under the law, are made to the employee provident fund organization (EPFO).

**RESTATED STATEMENT OF EARNINGS PER SHARE**

**Annexure IV-28**

*(Amt in thousands)*

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
A. Total Number of equity shares outstanding at the end of the year (in lacs)	50	1.1	1.1
B. Weighted average number of equity shares outstanding during the year (in lacs)	9.46	1.1	1.1
C. Net profit after tax available for equity shareholders (excluding exceptional and extraordinary items) (as restated)	24419.00	2073.20	-455.95
D. Basic and Diluted earnings per share (Rs.)			
Basic	25.80	18.85	-4.14
Diluted	25.80	18.85	-4.14

**RESTATED STATEMENT OF AUDITORS REMUNERATION**

**Annexure IV-29**

*(Amt in thousands)*

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Payment to the auditors comprises:			
As auditors - statutory audit	400.00	75.00	75.00
As auditors - tax audit	100.00	0.00	0.00
Other Services	9.00	0.00	0.00
	<b>509.00</b>	<b>75.00</b>	<b>75.00</b>

**RESTATED STATEMENT OF DIRECTORS REMUNERATION**
**Annexure IV-30**
*(Amt in thousands)*

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Directors' Remuneration	3600.00	1800.00	0.00

**RESTATED STATEMENT OF FOREIGN CURRENCY TRANSACTION**
**Annexure IV-31**
*(Amt in thousands)*

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Imported Raw materials	0.00	0.00	0.00

*(Amt in thousands)*

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Export of goods	0.00	0.00	0.00

**RESTATED STATEMENT OF RATIO ANALYSIS**
**Annexure IV-32**
*(Amt in thousands)*

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Current Ratio	3.70	1.90	1.60
Debt Equity Ratio	0.09	6.53	22.62
Return on Equity Ratio	0.49	1.88	-0.41
Inventory Turnover Ratio	NA	NA	NA
Trade Receivables turnover ratio	3.49	16.49	14.11
Trade payables turnover ratio	NA	NA	NA
Net capital turnover ratio	0.91	2.70	1.59
Net profit ratio	0.20	0.08	-0.12
Return on Capital employed	0.18	0.17	-0.11
Return on investment	NA	NA	NA

**Methodology:**

1. Current Ratio = Current Asset / Current Liability
2. Debt-Equity Ratio = Total Debt / (Total Debt + Equity)
4. Return on Equity Ratio = Profit After Tax / Total Equity
5. Inventory Turnover Ratio = Sale / Inventory
6. Trade Receivable Turnover Ratio = Revenue from Operations / Average Trade Receivable
7. Trade Payable Turnover Ratio = Purchase / Average Trade Payable
8. Net Capital Turnover Ratio = Revenue from Operations / (Current Asset - Current Liability)
9. Net Profit Ratio = Profit After Tax / Revenue
- 10 Return on Capital Employed= EBIT/ (Total Assets-Current Liabilities)

**RESTATED STATEMENT OF RELATED PARTY TRANSACTIONS**
**Annexure IV-33**
**(a) List of Related parties**

Names of the related parties with whom transactions were carried out during the years and description of relationship:

Name of the Person / Entity	Description of Relationship
Shashi Bala	Director
Chirag Sharma	Director
Kapil Rana	Director
Hubblefly Technologies Pvt Ltd	Enterprises in which Director exercising
Airone Charters Pvt Ltd	Enterprises in which relative of Director exercising
Air One Aviation Pvt Ltd	Enterprises in which relative of Director exercising
Vivek Sharma	Relative of Director

**(b) Transaction with related parties**
*(Amt in thousands)*

Name of person/entity	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
<b>Rent paid</b>			
Shashi Bala	1500.00		
Alok Sharma	1500.00		
<b>Director Remuneration &amp; Incentive</b>			
Mr Chirag Sharma	2400.00	300.00	0.00
Ms Shashi Bala	1800.00	1500.00	0.00
<b>Salary Paid</b>			
Vivek Sharma	300.00		
<b>Loans Received</b>			
Shashi Bala	12475.00	6722.89	100.00
Chirag Sharma	2400.00		3710.00
Drone Destination Services Pvt Ltd	2445.00		
<b>Loans repaid during the year</b>			
Shashi Bala	19797.89		
Chirag Sharma	9210.00		
Drone Destination Services Pvt Ltd	2445.00		
<b>Advance for Purchase</b>			
Hubblefly Technologies Pvt Ltd		4439.19	
<b>Purchases of Fixed Assets</b>			
Hubblefly Technologies Pvt Ltd	32165.00		
Air One Aviation Pvt Ltd	260.00		
<b>Purchases</b>			
Hubblefly Technologies Pvt Ltd		1900.00	0.00
Airone Charters Pvt Ltd			660.80
Repayment of Loan			
Airone Charters Pvt Ltd			1000.00

**Additional Notes**
**Annexure IV-34**

- (i) The management has confirmed that adequate provisions have been made for all the known and determined liabilities and the same is not in excess of the amounts reasonably required to be provided for.
- (ii) The balances of trade payables, trade receivables, loans and advances are unsecured and considered as good are subject to confirmations of respective parties concerned.
- (iii) Amounts in the financial statements are rounded off to nearest thousands.
- (iv) Appropriate adjustments have been made in the financial statements, whenever required, by reclassification of the corresponding items of assets, liabilities and cash flow statement, in order to ensure consistency and compliance with requirement of Schedule III and Accounting Standards.
- (v) Figures have been rearranged and regrouped wherever practicable and considered necessary.

**RECONCILIATION STATEMENT OF RESTATED PROFIT**
**Annexure IV-35**
*(Amt in thousands)*

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Restated profit before tax as per books (A)	3,30,13,262.37	27,75,496.15	-6,15,543.84
Tax Rates			
Income Tax Rate (%)	25.168%	25.168%	25.168%
Minimum Alternative Tax Rate (%)	15.60%	15.60%	15.60%
Tax on normal profit			
<b>Add: Adjustments</b>			
Deprecation as per the books	12326632.12	1060006.00	361150.00
Prior Period Items	445000.00	0.00	0.00
Loss on sales of assets	0.00	0.00	0.00
Capital Expense (ROC)	608495.38		

Provision for gratuity	217068.00	81468.00	11049.00
Donation given	212100.00	0.00	0.00
Interest paid on late payment of GST	0.00	14947.00	0.00
<b>Total Permanent Difference</b>	<b>46822557.87</b>	<b>3931917.15</b>	<b>-243344.84</b>
Less: Depreciation as per Income Tax	14980728.00	982005.00	304711.00
Less: Profit on sale of FA	25217.00	0.00	0.00
Carried Forward Losses	0.00	0.00	0.00
<b>Total Assessable Income</b>	<b>31816612.87</b>	<b>2949912.15</b>	<b>-548055.84</b>
<b>Less: Deduction u/s 80G</b>	<b>106050.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Taxable Income</b>	<b>31710562.87</b>	<b>2949912.15</b>	<b>-548055.84</b>
<b>Tax on Income as above</b>			
Tax as per normal Rate	7980914.46	742433.89	0.00
Tax as per MAT	0.00	0.00	0.00
<b>Tax Expenses=MAT or normal provision of income tax w.e. is higher</b>	<b>7980914.46</b>	<b>742433.89</b>	<b>0.00</b>
<b>Net Tax Expenses</b>	<b>7980914.46</b>	<b>742433.89</b>	<b>0.00</b>
<b>Tax Paid as per "MAT" or "Normal" provision</b>	Normal	Normal	Normal

#### Notes:

1. The above statement is in accordance with Accounting Standard - 22, "Accounting for Taxes on Income" prescribed under Section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2014 (as amended).
2. Figures for the Year ended 31st March 2020, 31st March 2021 & 31st March 2022 have been derived from the computation of total income prepared by the Company in line with the final return of income filed for the respective assessment years. Figures for the nine month ended December 31, 2022 have been derived from the provisional computation of total income prepared by the Company.
3. Statutory tax rate includes applicable surcharge, education cess and higher education cess of the year concerned.
4. The above statement should be read with the Statement of Notes to the Financial Information of the Company.

#### RECONCILIATION STATEMENT OF RESTATED PROFIT

Annexure IV(A)(i)

(amt in thousands)

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
<b>Net profit/(Loss) after Tax as per Audited Profit &amp; Loss Account</b>	<b>25624.02</b>	<b>1895.67</b>	<b>-1206.91</b>
<b>Adjustments for:</b>			
Provision for gratuity			10.22
Add: Change in depreciation	0.00	346.78	591.37
Less: Short/excess Provision of deferred tax	266.87	-107.28	-159.59
Less: Short/excess Provision Of tax	0.00	276.53	0.00
Prior Period Expenses	-938.15	0.00	0.00
<b>Net Profit/ (Loss) After Tax as Restated</b>	<b>24419.00</b>	<b>2073.20</b>	<b>-455.95</b>

#### A. Adjustments having impact on Profit

1. Provision for gratuity for earlier years now restated
2. Prior Period Adjustments have been accounted for accordingly.

#### RECONCILIATION OF RESTATED EQUITY / NETWORTH

Annexure IV(A)(ii)

(Amt in thousands)

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
<b>Equity and Reserves as per Audited Balance sheet</b>	<b>176010.63</b>	<b>1386.61</b>	<b>-509.06</b>
<b>Adjustments for:</b>			
Difference Due to Change in DTA	0.00	107.28	159.59
Change in Depreciation	0.00	346.78	591.37
Provision for tax	0.00	-276.53	0.00

Prior period Adjustments & Gratuity provision	-276.53	750.96	0.00
<b>Equity and Reserves as per Re-stated Balance sheet</b>	<b>175734.10</b>	<b>2315.10</b>	<b>241.90</b>

**To give Explanatory Notes Regarding Adjustment:-**

Appropriate adjustment have been made in the restated financial statement, wherever required, by reclassification of the corresponding item of income, expenses, assets and liabilities, in order to bring them in line with the groupings asper audited financial of the company for all the years and the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018.

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## **OTHER FINANCIAL INFORMATION**

For Details on other financial information please refer to Note 32– “Statement of Mandatory Accounting Ratios” under the chapter titled Financial Statements as Restated beginning on page 193 of this Prospectus.

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## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

*The following discussion is intended to convey management's perspective on our financial condition and results of operations for the financial year ended March 31, 2023 and financial year ended March 31, 2022, and for the financial year ended March 31, 2021. One should read the following discussion and analysis of our financial condition and results of operations in conjunction with our section titled "Financial Statements" and the chapter titled "Financial Information" on page 193 of the Prospectus. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled "Risk Factors" on page 26 of this Prospectus. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer the chapter titled "Forward-Looking Statements" on page 19 of this Prospectus. Unless otherwise stated, the financial information of our Company used in this section has been derived from the Restated Financial Information. Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular financial year are to the 12-month period ended March 31 of that year.*

*In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Drone Destination Limited, our Company. Unless otherwise indicated, financial information included herein are based on our Restated Financial Statements for Financial Years 2023, 2022 & 2021 included in this Prospectus beginning on page 193 of this Prospectus.*

### BUSINESS OVERVIEW

Our Company was originally incorporated as a private limited company under the Companies Act, 2013 in the name and style of "**Drone Destination Private Limited**", on *May 10, 2019*. Subsequently, the company was converted into public limited company and the name of our Company was changed to "**Drone Destination Limited**" pursuant to a *shareholders' resolution* passed at an Extra-Ordinary General Meeting held on April 29, 2023 and a **fresh Certificate of Incorporation** dated May 04, 2023 was issued by Registrar of Companies, Delhi. As on date of Prospectus, the *Corporate Identification Number of our Company is U60200DL2019PLC349951*.

Our Company is a DGCA-authorized Remote Pilot Training Organisation (RPTO) offering certified training programs. After due completion of the course, the RPTO generates a Remote Pilot Certificate (RPC) from DGCA's Digital Sky Platform. We currently have three training bases of our own at Gurugram, Chandigarh and Phulpur. We have also entered into an agreement with Indira Gandhi Rashtriya Uran Akademi ("IGRUA") for providing DGCA-certified Drone Training and are currently present in Gurugram, Bangalore, Gwalior, Kangra, Coimbatore, Madurai and Bhopal. We have become the first Drone Training Partner of National Skill Development Corporation ("NSDC") and shall offer joint certification on various drone-related application courses through NSDC's Skill India Portal. Through the association, we also offer skill loans with assistance of banking partners to make training affordable and easily accessible for aspiring drone pilots.

Recently, our company has started our drone services for "Prime Minister Svamitva Yojna" in a MOU-led understanding with GIS companies viz. MatrixGeo, NeoGeo and GeoKno. This programme is Government of India's initiative towards establishment of clear ownership of property in rural inhabited (Abadi) areas, by mapping of land parcels using drone technology and providing 'Record of Rights' to village household owners with issuance of legal ownership cards (Digital Property cards/Title deeds) to the property owners.

## **SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR AND STUB PERIOD**

As per mutual discussion between the Board of the Company and BRLM, in the opinion of the Board of the Company there have not arisen any circumstances since the date of the last financial statements as disclosed in the Prospectus and which materially and adversely affect or is likely to affect within the next twelve months except as follows:

- The Board of Directors of our Company has approved and passed resolution on May 12, 2023 to authorize the Board of Directors to raise the funds by way of Initial Public Offering.
- The Shareholders of our company appointed Mr. Chirag Sharma as Managing Director, in the Annual General Meeting held on May 15, 2023, and board meeting held on May 12, 2023 respectively.
- The shareholders of our Company appointed Mr. Rajiv Ahuja and Mr. Satendra Singh as Independent Directors in the Extra-Ordinary General Meeting held on April 29, 2023.
- The board of directors in its meeting held on May 01, 2023 appointed Ms. Ayushi Gupta as Company Secretary & Compliance officer of the Company & on May 15, 2023 appointed Mr. Arun Kumar as Chief Financial Officer of the Company.

## **SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS**

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “*Risk Factor*” beginning on page 26 of this Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Changes, if any, in the regulations / regulatory framework / economic policies in India and / or in foreign countries, which affect national & international finance.
- Company’s results of operations and financial performance;
- Performance of Company’s competitors;
- Significant developments in India’s economic and fiscal policies;
- Failure to adapt to the changing needs of industry and in particular government policies and regulations may adversely affect our business and financial condition;
- Volatility in the Indian and global capital market;

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## DISCUSSION ON RESULT OF OPERATION

		₹ Thousands					
PARTICULARS		For the period ended on					
		31-03-2023	% of total income	31-03-2022	% of total income	31-03-2021	% of total income
1	Revenue From Operations	1,20,722.41	99.96%	25,646.24	99.73%	3,917.78	99.62%
2	Other Income	50.81	0.04%	69.55	0.27%	15.07	0.38%
	<b>Total Income (1+2)</b>	<b>1,20,773.22</b>	<b>100.00%</b>	<b>25,715.79</b>	<b>100.00%</b>	<b>3,932.85</b>	<b>100.00%</b>
3	<b>Expenditure</b>						
(a)	Cost of Stores and Spares consumed	1,585.87	1.31%	137.97	0.54%	37.54	0.95%
(b)	Employee benefits expenses	27,996.06	23.18%	6,306.77	24.52%	830.52	21.12%
(c)	Finance costs	1,685.57	1.40%	160.48	0.62%	14.99	0.38%
(d)	Depreciation and amortisation expenses	12,326.63	10.21%	1,060.01	4.12%	361.15	9.18%
(e)	Other expenses	44,165.83	36.57%	15,275.07	59.40%	3,304.20	84.02%
4	<b>Total Expenditure 3(a) to 3(g)</b>	<b>87,759.96</b>	<b>72.67%</b>	<b>22,940.29</b>	<b>89.21%</b>	<b>4,548.39</b>	<b>115.65%</b>
5	<b>Profit/(Loss) Before Exceptional &amp; extraordinary items &amp; Tax (2-4)</b>	<b>33,013.26</b>	<b>27.33%</b>	<b>2,775.50</b>	<b>10.79%</b>	<b>-615.54</b>	<b>-15.65%</b>
6	<b>Exceptional and Extra-ordinary items</b>						
	Prior Period Items	-	0.00%	-	0.00%	-	0.00%
7	<b>Profit/(Loss) Before Tax (5-6)</b>	<b>33,013.26</b>	<b>27.33%</b>	<b>2,775.50</b>	<b>10.79%</b>	<b>-615.54</b>	<b>-15.65%</b>
8	Tax Expense:						
(a)	Tax Expense for Current Year	7,980.91	6.61%	742.43	2.89%	-	0.00%
(b)	Short/(Excess) Provision of Earlier Year			-	0.00%	-	0.00%
(c)	Deferred Tax	-613.35	-0.51%	40.14	0.16%	159.59	4.06%
	<b>Net Current Tax Expenses</b>	<b>8,594.27</b>	<b>7.12%</b>	<b>702.30</b>	<b>2.73%</b>	<b>-159.59</b>	<b>-4.06%</b>
9	<b>Profit/(Loss) for the Year (7-8)</b>	<b>24,419.00</b>	<b>20.22%</b>	<b>2,073.20</b>	<b>8.06%</b>	<b>-455.95</b>	<b>-11.59%</b>

## Items for Restated Financial Statements

### *Our Significant Accounting Policies*

For Significant accounting policies please refer “ Significant Accounting Policies”, under Chapter titled Restated Financial Statements beginning on page 193 respectively of the Prospectus.

### *Overview of Revenue & Expenditure*

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements for the Financial Year 2023, 2022 & 2021. Our revenue and expenses are reported in the following manner:

#### **Revenues**

- **Revenue of operations**  
Our Company’s revenue is primarily generated from Drone Training, Survey and Mapping services, Drone Surveillance and Drone Consulting.
- **Other Income**  
Other Income includes Other Income, Profit on sale of Fixed Assets, Interest on Fixed Deposits, Interest on income tax refund.

#### **Expenditure**

Our total expenditure primarily consists of Employee benefit expenses, Finance Costs, Depreciation, and Other Expenses.

- **Cost of stores and spares consumed**  
Cost includes the consumables used in drone’s repair and maintenance. As Drone needs continuous maintenance to keep it flying for longer hours, consumables and spare parts including parts of batteries, rotators etc are purchased and utilized.
- **Employment Benefit Expenses**  
Our employee benefits expense primarily comprises of Director’s Remuneration, Staff Salaries, Incentives, Gratuity, Bonus, Medical Premium, PF, ESI, Staff Welfare & Stipend of Trainees.
- **Finance Cost**  
Finance Cost Includes interest on Bank Loan, Interest on Car Loan, Loan Processing Charges, Interest on late payment of statutory dues, Credit Card & Bank Charges.
- **Depreciation and Amortization Expenses**  
Depreciation and Amortization Expenses majorly includes depreciation on Office Equipments, Vehicles, Furniture & Fixtures, Computer & Peripherals, Plant & Machinery, Leasehold Premises & Building, which forms an integral part of our business.
- **Other Expenses**

Other Expenses includes Government Fees (i.e. MCA Fees, DGCA Fees.), Payment to IGRUA, Data Processing Expenses, Bad Debts, Office Expenses, Power & Fuel, Printing & Stationery, Professional Consulting, Rent Expenses, Travelling & Conveyance, Vehicle Running & Maintenance and Other Miscellaneous Expenses.

**PERIOD ENDED MARCH 31, 2023 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2022 (BASED ON RESTATED FINANCIAL STATEMENTS)**

**Revenues**

- Total Income**

Total Income for the period ended March 31, 2023, stood at ₹ 1,20,773.22 Thousand whereas in Financial Year 2021-22 it stood at ₹ 25,715.79 Thousand representing an increase of 369.65%.

- Revenue of operations**

Net revenue from operations for the period ended March 31, 2023, stood at ₹ 1,20,722.41 Thousand whereas in Financial Year 2021-22 it stood at ₹ 25,646.24 Thousand representing an increase of 370.72%.

*Reason: Details of Change in FY 2023 vs FY 2022 is as follows:*

**(₹ Thousand)**

<i>Particulars</i>	<i>FY 2023</i>	<i>FY 2022</i>	<i>%age Change</i>	<i>Remarks (FY 2023 vs FY 2022)</i>
<b>Training Income</b>	62,135.21	24551.24	153.08%	<i>Increase in training income is directly linked to increasing requirement for drone pilots, opening up of new revenue avenues for the company and increase in market presence of the company</i>
<b>Survey and Mapping</b>	57,242.03	-	100.00%	<i>Company has started generating revenue through survey and mapping under SVAMITVA Scheme for the first time and thus increase is from NIL.</i>
<b>Drone Surveillance Services</b>	694.47	-	100.00%	<i>Company has started generating revenue by Surveillance services for the first time and thus increase is from NIL</i>
<b>Drone Consultancy Services</b>	600.00	500.00	20.00%	<i>There is a nominal increase in drone consultancy services provided by the company</i>
<b>Sale of Products</b>	50.70	595.00	-91.48%	<i>Focus is not on sale of products, but sale of services</i>
<b>Total Revenue from Operations</b>	<b>1,20,722.41</b>	<b>25,646.24</b>	<b>370.72%</b>	<b><i>Thus, this marks the overall change in Revenue from Operations</i></b>

- Other Income**

Other Income for the Period ended March 31, 2023, stood at ₹ 50.81 Thousand whereas in Financial Year 2021-22 it stood at ₹ 69.55 Thousand representing a decrease of 26.95%. The decrease is nominal in monetary value.

## Expenditure

- **Total Expenses**

Total Expenses for the Period ended March 31, 2023, stood at ₹ 87,759.96 Thousand whereas in FY ended March 31, 2022 it stood at ₹ 22,940.29 thousand representing an increase of 282.56%. The increase is on account of increase in overall expenses due to growth of the company.

- **Cost of stores and spares consumed**

Cost of stores and spares consumed for the Period ended March 31, 2023, stood at ₹ 1,585.87 Thousand whereas in FY ended March 31, 2022 it stood at ₹ 137.97 thousand representing an increase of 1,049.40%

*Reason: Stores & Spares expenses are directly linked to No. of Drones with the company. In FY22, company had only few drones but with initiation of new revenue streams like Drones surveillance services and increase in training income, the requirement of drones have increased. Company purchased many drones during the year and thus increase in store and spares expenses.*

- **Employment Benefit Expenses**

Employee benefit expenses for the Period ended March 31, 2023, stood at ₹ 27,996.06 Thousand whereas in FY ended March 31, 2022 it stood at ₹ 6,303.77 representing an increase of 343.91%

*Reason: There was an increase in 'Employee benefit expenses' because of an major increase in Staff Salaries, Director Remuneration, Staff Welfare & Bonus.*

- **Finance Cost**

Finance Cost for the Period ended March 31, 2023, stood at ₹ 1,685.57 Thousand whereas in FY ended March 31, 2022 it stood at ₹ 160.48 Thousand representing an increase of 950.36%

*Reason: Company has availed debt during the year for vehicle. The same was not availed in last FY 2021. Thus, major increase in finance cost is due to Interest on Car Loan.*

- **Depreciation and Amortization Expenses**

The Depreciation and Amortization Expenses for the Period ended March 31, 2023, stood at ₹ 12,326.63 thousand whereas in Financial Year 2021-22 it stood at ₹ 1,060.01 thousand representing an increase of 1,062.88%

*Reason: Company's Opening Fixed Assets was ₹ 8,937.75 Thousand and Closing Fixed Assets is ₹ 67,315.19 Thousand. This shows purchase of Fixed assets before depreciation of ₹ 58,477.44 Thousand. Thus, such high purchase of Fixed Assets lays the foundation for increase in depreciation and amortization expense.*

- **Other Expenses**

The Other Expenses for the Period ended March 31, 2023, stood at ₹ 44,165.83 thousand whereas for FY ended March 31, 2022 it stood at ₹ 15,275.07 thousand representing an increase of 189.14%

*Reason: The increase is directly linked to increase in revenue, consumables, employee expenses and growth. Major increase in other expenses could be seen in Government Fees (MCA Charges, Data Processing Expenses, Event Expenses, Office Expenses, Auditor's Fees, Power & Fuel, Rent Expenses, Travelling & Conveyance, Vehicle Running & Maintenance)*

- **Restated Profit before Tax**

In line with above discussions, The restated profit before tax increased significantly by ₹ 30,237.77 Thousand from ₹ 2,775.20 Thousand in FY ended March 31, 2022 to ₹ 33,013.26 Thousand for the FY ended March 31, 2023.

- **Tax Expense**

Our total tax expense also accordingly increased by ₹ 7,891.97 Thousand from ₹ 702.30 Thousand in FY ended March 31, 2022 to ₹ 8,594.27 Thousand in FY ended March 31, 2023

- **Restated Profit after Tax**

For the various reasons stated above and adjustments of tax expense, Our Restated profit after tax increased significantly by ₹ 22,345.80 Thousand from ₹ 2,073.20 Thousand in FY ended March 31, 2022 to ₹ 24,419 Thousand for the FY ended March 31, 2023.

**FISCAL YEAR ENDED MARCH 31, 2022 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2021 (BASED ON RESTATED STANDALONE FINANCIAL STATEMENTS)**

**Revenues**

- **Total Income**

Total Income for the FY ended March 31, 2022, it stood at ₹ 25,715.79 thousand whereas in FY ended March 31, 2021 it stood at ₹ 3,932.85 thousand representing an increase of 553.87%

- **Revenue from operations**

Net revenue from operations for the FY ended March 31, 2022 stood at ₹ 25,646.24 thousand. Whereas For the Financial Year 2020-21, it stood at ₹ 3,917.78 thousand representing an increase of 554.61%

**Reason:** The increase in revenue from operations is there because there was an increase in sale of product and services.

*₹ Thousand*

<i>Particulars</i>	<i>FY 2022</i>	<i>FY 2021</i>	<i>%age Change</i>	<i>Remarks (FY 2023 vs FY 2022)</i>
<b>Sale of Products</b>	595.00	-	100.00%	Company generated revenue by Sale of Products for the first time and thus increase is from NIL.
<b>Training Income</b>	24551.24	3,917.78	526.66%	Increase in training income is directly linked to increasing requirement for drone pilots, opening up of new revenue avenues for the company and increase in market presence of the company
<b>Drone Consultancy Services</b>	500.00	-	100.00%	Company generated revenue from Drone Consultancy Services for the first time and thus increase is from NIL.
<b>Total Revenue from Operations</b>	<b>25,646.24</b>	<b>3,917.78</b>	<b>554.61%</b>	<b>Thus, this marks the overall change in Revenue from Operations</b>

- **Other Income**

Other Income for the FY ended March 31, 2022 stood at ₹ 69.55 Thousand whereas for the FY ended March 31, 2021 it stood at ₹ 15.07 thousand representing an increase of 361.48%

### Expenditure

- **Total Expenses**

Total Expenses for the FY ended March 31, 2022 stood at ₹ 22,940.29 thousand whereas for the FY ended March 31, 2021, it stood at ₹ 4,548.39 thousand representing an increase of 404.36%.

- **Cost of stores and spares consumed**

Cost of stores and spares consumed for the FY ended March 31, 2022 stood at ₹ 137.97 thousand. Whereas For the FY ended March 31, 2021, it stood at ₹ 37.54 Thousand representing an increase of 267.58%

*Reason: Stores & Spares expenses are directly linked to No. of Drones with the company. In FY22, company had only few drones but with increase in training income, the requirement of drones have increased. Company purchased drones during the year and thus increase in store and spares expenses.*

- **Employment Benefit Expenses**

Employee benefit expenses For the FY ended March 31, 2022 stood at ₹ 6,306.77 thousand. Whereas For the FY ended March 31, 2021, it stood at ₹ 830.52 representing an increase of 659.38%

*Reason: There was an increase in 'Employee benefit expenses' because of an increase in salaries, director remuneration, gratuity, medical premium, staff welfare and bonus.*

- **Finance Cost**

Finance Cost for the FY ended March 31, 2022 stood at ₹ 160.48 Thousand whereas for the FY ended March 31, 2022, it stood at ₹ 14.99 Thousand representing an increase of 970.44%

*Reason: There is an increase in 'Finance cost' because of increase in credit card charges, interest on late payment of GST and interest on car loan.*

- **Depreciation and Amortization Expenses**

The Depreciation and Amortization Expenses for the FY ended March 31, 2022 stood at ₹ 1,060.01 thousand whereas For the FY ended March 31, 2021, it stood at ₹ 361.15 thousand representing an increase of 193.51%

*Reason: Company's Opening Fixed Assets was ₹ 3,351.94 Thousand and Closing Fixed Assets is ₹ 8,937.75 Thousand. This shows purchase of Fixed assets before depreciation of ₹ 5,585.81 Thousand. Thus, such high purchase of Fixed Assets lays the foundation for increase in depreciation and amortization expense.*

- **Other Expenses**

The Other Expenses for the FY ended March 31, 2022 stood at ₹ 15,275.07 thousand. Whereas For the FY ended March 31, 2021, it stood at ₹ 3,304.20 thousand representing an increase of 362.29%

*Reason: There is an increase in 'Other expenses' because of increase in Contractual Payment to IGRUA, Office Expenses, Rental Expenses, Repairs & Maintenance etc.*

- **Restated Profit/(Loss) before Tax**

In line with above discussions, The restated profit before tax increased significantly by ₹ 3,391.04 thousand from ₹ (615.54) Thousand in FY ended March 31, 2021 to ₹ 2,775.50 thousand for the FY ended March 31, 2022.

- **Tax Expense**

Our total tax expense also accordingly increased by ₹ 861.89 Thousand from ₹ (159.59) Thousand in FY ended March 31, 2021 to ₹ 702.30 Thousand in FY ended March 31, 2022

- **Restated Profit/(Loss) after Tax**

For the various reasons stated above and adjustments of tax expense, Our Restated profit after tax increased significantly by ₹ 2,529.15 Thousand from ₹ (455.95) Thousand in FY ended March 31, 2021 to ₹ 2,073.20 thousand for the FY ended March 31, 2022.

**INFORMATION REQUIRED AS PER ITEM (II) (C) (IV) OF PART A OF SCHEDULE VI TO THE SEBI REGULATIONS:**

**1. Unusual or infrequent events or transactions**

Except as described in this Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

**2. Significant economic changes that materially affected or are likely to affect income from continuing operations**

Other than as described in the section titled Risk Factors beginning on page 26 of this Prospectus, to our knowledge there are no known significant economic changes that have or had or are expected to have a material adverse impact on revenues or income of our Company 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**

Other than as described in this Prospectus, particularly in the sections Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations on pages 26 and 226, respectively, to our knowledge, there are no known trends or uncertainties that are expected to have a material adverse impact on our revenues or income from continuing operations

**4. Income and Sales on account of major product/main activities**

Income and sales of our Company on account of major activities derives from the business of Drone training and survey and mapping services.

**5. Future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known.**

Our Company's future costs and revenues can be indirectly impacted by an increase in employees benefit costs as the company require trainers and instructors for the providing trainings and land survey and mapping services.

**6. Future relationship between Costs and Income**

Our Company's future costs and revenues will be determined by competition, demand/supply situation, Indian Government Policies, foreign exchange rates and interest rates quoted by banks & others.

**7. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.**

Increases in our revenues are by and large linked to increases in the volume of business.

**8. Total turnover of each major industry segment in which the issuer company operates.**

The Company is operating in Drone Service Industry. Relevant industry data, as available, has been included in the chapter titled “*Our Industry*” beginning on page 98 of this Prospectus.

**9. Status of any publicly announced new products or business segments.**

Our Company has not announced any new services and product and segment / scheme, other than disclosure in this Prospectus.

**10. The extent to which the business is seasonal**

Our business does not depend to a certain extent on the seasonal, environmental and climate changes. Hence, our business is not seasonal in nature.

**11. Competitive Conditions**

We face competition from existing and potential competitors which is common for any business. Over a period of time, we have developed certain competitive strengths which have been discussed in section titled Our Business on page 114 of this Prospectus.

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## FINANCIAL INDEBTEDNESS

In terms of the Articles of Association of the Company, the Board is authorized to accept deposits from members either in advance of calls or otherwise, and generally accept deposits, raise loans or borrow or secure the payment of any sum of moneys to be borrowed together with the moneys already borrowed including acceptance of deposits apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, exceeding the aggregate of the paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose) or upto such amount as may be approved by the shareholders from time to time.

Our Company has obtained the necessary consents required under the relevant loan documentation with banks and financial institutions for undertaking activities, such as change in its capital structure, change in its shareholding pattern and change in promoter's shareholding which has a possible change in the management control of our Company.

As on March 31, 2023, our Company have following outstanding secured borrowings from banks and financial institutions and unsecured Loan, as per the certificate issued by M/s GAMS & Associates, Chartered Accountants, dated March 15, 2023.

### Secured

*(Rs. in lakhs)*

Name of persons/companies	Loan Amounts	Rate of Interest	Nature of Tenure	Outstanding as on March 31, 2023
<b>IndusInd Loan A/c No. DDV02846C</b>	9.0	8.33%	Hypothecation against car	5.20
<b>IndusInd Loan A/c No. DDV02855C</b>	3.6	8.12%	Hypothecation against car	2.14
<b>IndusInd Loan A/c No. DDV03488C</b>	4.7	9.35%	Hypothecation against car	3.93
<b>IndusInd Loan A/c No. DDV03489C</b>	4.7	9.35%	Hypothecation against car	3.93
<b>IndusInd Loan A/c No. DDV03490C</b>	4.7	9.35%	Hypothecation against car	3.93
<b>IndusInd Loan A/c No. DDV03491C</b>	4.7	9.35%	Hypothecation against car	3.93
<b>IndusInd Loan A/c No. DDV03492C</b>	4.7	9.35%	Hypothecation against car	3.93
<b>IndusInd Loan A/c No. DDV03493C</b>	4.7	9.35%	Hypothecation against car	3.93
<b>IndusInd Loan A/c No. DDV03494C</b>	4.7	9.35%	Hypothecation against car	3.93
<b>IndusInd Loan A/c No. DDV03495C</b>	4.7	9.35%	Hypothecation against car	3.93
<b>IndusInd Loan A/c No. DDV03496C</b>	4.7	9.35%	Hypothecation against car	3.93
<b>IndusInd Loan A/c No. DDV03497C</b>	4.7	9.35%	Hypothecation against car	3.93
<b>IndusInd Loan A/c No. DDV03498C</b>	4.7	9.35%	Hypothecation against car	3.93
<b>IndusInd Loan A/c No. DDV03499C</b>	4.7	9.35%	Hypothecation against car	3.93
<b>IndusInd Loan A/c No. DDV03500C</b>	4.7	9.35%	Hypothecation against car	3.93

<b>IndusInd Loan A/c No. DDV03501C</b>	4.7	9.35%	Hypothecation against car	3.93
<b>IndusInd Loan A/c No. DDV03502C</b>	4.7	9.35%	Hypothecation against car	3.93
<b>IndusInd Loan A/c No. DDV03532C</b>	4.7	9.58%	Hypothecation against car	4.02
<b>IndusInd Loan A/c No. DDV03533C</b>	4.7	9.58%	Hypothecation against car	4.02
<b>IndusInd Loan A/c No. DDV03534C</b>	4.7	9.58%	Hypothecation against car	4.02
<b>IndusInd Loan A/c No. DDV03535C</b>	4.7	9.58%	Hypothecation against car	4.02
<b>IndusInd Loan A/c No. DDV03536C</b>	4.7	9.58%	Hypothecation against car	4.02

**Unsecured**

*(Rs. in lakhs)*

Name of persons/companies	Loan Amounts	Rate of Interest	Nature of Tenure	Outstanding as on March 31, 2023
<b>ICICI Loan A/c No. UPDEL00046796871</b>	30.40	13%	Business Loan	27.52
<b>IDFC Loan A/c No. 101236922</b>	35.70	14.5%	Business Loan	34.10
<b>Credit Card EMI</b>	-	-	Purchase of laptops	11.21

*This space is left blank intentionally.*

## SECTION VII - LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*Except as disclosed in this section, there is no outstanding (i) criminal proceeding; (ii) action taken by regulatory or statutory authorities; (iii) claim related to direct and indirect taxes; and (iv) other pending litigation as determined to be material pursuant to the Materiality Policy in each case involving our Company, our Directors, and our Promoters ("**Relevant Parties**"). Further, there is no pending litigation involving our Group Companies, the adverse outcome of which may have a material impact on our Company.*

*Pursuant to the SEBI ICDR Regulations and the Materiality Policy adopted by our Board of Directors on May 15, 2023 for the purposes of disclosure, any pending litigation involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, including outstanding action, and tax matters, would be considered 'material' where:*

- i. the claim/dispute amount, to the extent quantifiable, exceeds 10 % of the total consolidated trade payables of the Company as per the last restated financial statements of the Company for a complete Financial Year would be considered 'material' for disclosure in this Prospectus; and*
- ii. the monetary impact is not quantifiable or the amount involved may not exceed the materiality threshold set out under (i) above, but an outcome in any such litigation would materially and adversely affect the Company's business, operations, cash flows, financial position or reputation of the Company.*

*Except as stated in this section, there are no outstanding material dues to creditors of our Company. In terms of the Materiality Policy, outstanding dues to any creditor of our Company having monetary value which exceeds 10 % of the total consolidated trade payables of the Company as per the latest restated financial statements of the Company shall be considered as 'material'. Further, for outstanding dues to any party which is a micro, small or a medium enterprise ("**MSME**"), the disclosure will be based on information available with our Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the Statutory Auditor.*

*It is clarified that pre-litigation notices (other than those issued by governmental, statutory or regulatory authorities) received by our Company, our Directors or our Group Companies shall not be considered as litigation until such time that any of our Company, our Directors or our Group Companies, as the case may be, is made a party to proceedings initiated before any court, tribunal or governmental authority or any judicial authority, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced.*

*All terms defined in a particular litigation disclosure pertain to that litigation only.*

#### 1. LITIGATION INVOLVING OUR COMPANY

##### (a) Litigation proceedings against our Company

###### 1. Criminal Proceedings:

As on the date of this Prospectus, there are no outstanding criminal proceedings initiated against our Company

2. *Actions taken by Statutory/Regulatory Authorities*

As on the date of this Prospectus, there are no outstanding action by statutory or regulatory authorities initiated *against* our Company.

3. *Tax Proceedings*

As on the date of this Prospectus, there are no outstanding action by tax authorities initiated *against* our Company.

4. *Disciplinary action taken by SEBI or Stock Exchanges*

As on the date of this Prospectus, no disciplinary action by the SEBI or Stock Exchanges initiated *against* our Company.

5. *Other Material Litigations*

As on the date of this Prospectus, there are no other material litigations initiated *against* our Company.

**(b) Litigation by our Company**

1. *Criminal Proceedings*

As on the date of this Prospectus, there are no outstanding criminal proceedings initiated *by* our Company.

2. *Civil and other Material Litigations*

As on the date of this Prospectus, there are no civil and other material litigation has been initiated *by* our Company.

**2. LITIGATION INVOLVING OUR PROMOTERS**

*Cases filed against our Promoters*

1. *Criminal Proceedings*

As on the date of this Prospectus, there are no outstanding criminal proceedings initiated *against* our promoters.

2. *Actions taken by Statutory/Regulatory Authorities*

As on the date of this Prospectus, there are no outstanding action by statutory or regulatory authorities initiated *against* our Company.

3. *Tax Proceedings*

*Set out herein below are details of pending tax cases involving our promoters.*

**Chirag Sharma:**

- Under Section 143(1) of Income Tax Act, 1961, an Income Tax demand has been created against our promoter, Mr. Chirag Sharma amounting to Rs. 11,759/-. As on the date of DRHP, the demand is pending.

**Shashi Bala:**

- Under Section 143(1) of Income Tax Act, 1961, an Income Tax demand has been created against our promoter Shashi Bala amounting to Rs. 1,23,710. As on date of DRHP, our promoter Ms. Shashi Bala has filed rectification under section 154 & rectification application is pending as on date.
- On May 06, 2021, penalty has been levied against our promoter Ms. Shashi Bala under section 271(1)(c) of Income Tax Act, 1961, amounting to Rs. 1,90,72,716/-, however our promoter has not received assessment order & requested Income Tax Department vide letter dated August 31, 2021 to provide us certified copy of assessment order so that promoter can be aware of the what demand & additions has been made so that we can file appeal against assessment order before appropriate adjudicating authority. Till date matter is pending before income tax authority & our promoter has not received any certified copy of assessment order.
- Income Tax Department vide notice number ITBA/PNL/F/19/2021-22/1035074021(1) has been issued for completion of assessment under section 148 of Income Tax Act, 1961 & demand of against our promoter Ms. Shashi Bala has been created for amount of Rs. 1,81,91,507/-, however our promoter has not received assessment order & requested Income Tax Department vide letter dated August 31, 2021 to provide us certified copy of assessment order so that promoter can be aware of the what demand & additions has been made so that we can file appeal against assessment order before appropriate adjudicating authority. Till date matter is pending before income tax authority & our promoter has not received any certified copy of assessment order.
- Under Section 143(1) of Income Tax Act, 1961, an Income Tax demand has been created against our promoter Shashi Bala amounting to Rs. 1,07,978. As on date of DRHP, our promoter Ms. Shashi Bala has filed rectification under section 154 & rectification application is pending as on date.

**4. *Other Material Litigations***

As on the date of this Prospectus, there are no other material litigations initiated *against* our promoter.

***Cases filed by our Promoters***

**1. *Criminal Proceedings***

As on the date of this Prospectus, there are no outstanding criminal proceedings initiated *by* our Promoters.

**2. *Other Material Litigations***

As on the date of this Prospectus, there are no outstanding material litigation initiated *by* our Promoters.

**3. *Disciplinary action against our Promoters by SEBI or any stock exchange in the last five (05) fiscals***

As on date of this Prospectus, no disciplinary action including penalty imposed by SEBI or stock exchanges has been initiated against our promoters in the last five Fiscals including any outstanding action.

### 3. LITIGATION INVOLVING OUR DIRECTORS

#### *Cases filed against our directors*

#### 1. *Criminal Proceedings*

As on the date of this Prospectus, there are no outstanding criminal proceedings initiated against our directors.

#### 2. *Actions taken by Statutory/Regulatory Authorities*

As on the date of this Prospectus, there are no outstanding action by statutory or regulatory authorities initiated against our directors.

#### 3. *Disciplinary action taken by SEBI or stock exchanges*

As on the date of this Prospectus, no disciplinary action by the SEBI or Stock Exchanges initiated against our directors.

#### 4. *Tax Proceedings*

*Set out herein below are details of pending tax cases involving our directors.*

#### **Chirag Sharma:**

- Under Section 143(1) of Income Tax Act, 1961, an Income Tax demand has been created against our promoter, Mr. Chirag Sharma amounting to Rs. 11,759/-. As on the date of RHP, the demand is pending.

#### **Shashi Bala:**

- Under Section 143(1) of Income Tax Act, 1961, an Income Tax demand has been created against our promoter Shashi Bala amounting to Rs. 1,23,710. As on date of DRHP, our promoter Ms. Shashi Bala has filed rectification under section 154 & rectification application is pending as on date.
- On May 06, 2021, penalty has been levied against our promoter Ms. Shashi Bala under section 171(1)(c) of Income Tax Act, 1961, amounting to Rs. 1,90,72,716/-, however our promoter has not received assessment order & requested Income Tax Department vide letter dated August 31, 2021 to provide us certified copy of assessment order so that promoter can be aware of the what demand & additions has been made so that we can file appeal against assessment order before appropriate adjudicating authority. Till date matter is pending before income tax authority & our promoter has not received any certified copy of assessment order.
- Under Section 143(1) of Income Tax Act, 1961, an Income Tax demand has been created against our promoter Shashi Bala amounting to Rs. 1,07,978. As on date of RHP, our promoter Ms. Shashi Bala has filed rectification under section 154 & rectification application is pending as on date.
- Income Tax Department vide notice number ITBA/PNL/F/19/2021-22/1035074021(1) has been issued for completion of assessment under section 148 of Income Tax Act, 1961 & demand of against our promoter Ms. Shashi Bala has been created for amount of Rs. 1,81,91,507/-, however our promoter has not received assessment order & requested Income Tax Department vide letter dated August 31, 2021 to provide us certified copy of assessment order so that promoter can be aware of the what demand & additions has been

made so that we can file appeal against assessment order before appropriate adjudicating authority. Till date matter is pending before income tax authority & our promoter has not received any certified copy of assessment order.

#### 5. *Other Material Litigations*

As on the date of this Prospectus, there are no other material litigations initiated against our director.

#### **Cases filed by our directors**

##### 1. *Criminal Proceedings*

As on the date of this Prospectus, there are no outstanding criminal proceedings initiated *by* our directors.

##### 2. *Other Material Litigations*

As on the date of this Prospectus, there are no other material litigations initiated *by* our directors.

#### **4. LITIGATION INVOLVING OUR SUBSIDIARY**

As on date of this Prospectus, our Company does not have any subsidiary company.

#### **5. LITIGATION INVOLVING OUR GROUP COMPANIES**

As on the date of this Prospectus, no outstanding litigations involving our group companies is pending except the following:

##### 1. *Criminal Proceedings*

As on the date of this Prospectus, there are no outstanding criminal proceedings initiated *against* our Group Companies except as disclosed below:

#### **A. Against our Group Companies:**

##### **01. Air One Aviation Private Limited**

The Criminal suit has been filed against our group Company, M/s Air One Aviation Pvt Ltd, having case no. CC/54/2018, CBI V. Upendra Rai, Air One Aviation Pvt. Ltd., Alok sharma, Rahul Rathore and Abhishek kumar Singh, is pending before Patiala House Court.

#### **Facts of the Case:**

The Case is with respect to issuance of an Airport Entry pass issued to Upendra Rai. According to the CBI charge Upendra Rai was not a full-time employee of Airone and Airone should not have forwarded the application for issuance of Airport entry pass to Bureau of Civil Aviation (the authority which issues the Pass). They Charged BCAS employee (Rahul Rathore) also of collusion. (By the way passes are issued even to casual labor and contractors as well and is a regular, normal practice). Airone has always maintained that Upendra Rai was an employee.

After internal Investigation, Ministry of civil aviation has found nothing wrong in issuance of Pass and CBI has found no financial irregularity, and thus no corruption, as a result of which the matter is now out of CBI courts and is being trailed in Patiala House court.

**Current Status**

1. The proceedings are pending in Patiala House Court, before the Ld. ASJ – 06, PHC in CC No. 54/2018 and are presently at the stage of supply of documents under Section 207 Cr.PC to the accused persons. The next date of hearing before the Ld. Trial Court is 13.07.2023.
2. The aforesaid FIR has been challenged by Air One Aviation Pvt Ltd. before the Hon’ble High Court of Delhi in WP (CrI) No. 3113/2022 wherein the Hon’ble Court has issued notice to the CBI and the next date of hearing is 25.09.2023.

**B. By our Group Entities:**

**01. Air One Aviation Private Limited**

1. The Writ Petition has been filed by our group Company, M/s Air One Aviation Private Limited having case no. WP(CrI) No. 3113/2022, Air One Aviation Private Limited. V. CBI, is pending before Delhi High Court.

**Facts of the Case:**

A First Information Report (FIR) bearing no. RC 217 2018 A 0003 dated 01.05.2018 was registered by the CBI at PS: CBI AC-II, New Delhi under Sections 120B r/w Section 420 IPC and Section 13(1)(d) & 13(2) of the Prevention of Corruption Act, 1988. The aforesaid FIR has been challenged by Air One Aviation Pvt Ltd before the Hon’ble High Court of Delhi.

**Status of the Litigation:**

The Hon’ble Court has issued notice has been issued to the CBI.

Last date of hearing was 23.03.2023.

Next date of hearing is 25.09.2023.

*2. Actions taken by Statutory/Regulatory Authorities*

As on the date of this Prospectus, there are no outstanding action by statutory or regulatory authorities initiated *against* our group Companies.

*3. Disciplinary action taken by SEBI or stock exchanges*

As on the date of this Prospectus, no disciplinary action by the SEBI or Stock Exchanges initiated *against* our group companies.

*4. Tax proceedings:*



Set out herein below are details of pending tax cases involving our Group Company, M/s Air One Aviation Private Limited:

#### 01. Air One Aviation Pvt Ltd

- Under Section 148 of Income Tax Act, 1961, an Income Tax demand has been created against our group company, M/s Air One Aviation Private Limited amounting to Rs. 2,81,92,700/-. As on the date of this DRHP, the status is case is pending before the CIT, ITAT bearing case no. TBA/NFAC/S/250/2022-23/1050478616(1).
- The penalty proceeding has been initiated under section 271(1)(c) of Income Tax Act, 1961, against our group company, M/s Air One Aviation Private Limited. As on the date of this DRHP, the status is case is pending before the office of the assistant commissioner of income tax bearing case no. ITBA/PNL/S/271(1)(c)/2019-20/1023449945(1).

#### 02. Air One Charter Pvt Ltd

- The company, M/s Air One Charters Private Limited and has filed its return of income declaring income of Rs.34,15,620/- and the same was subjected to regular scrutiny wherein the income was assessed at Rs. 34,41,210/-. Thereafter, the case of the Appellant was re-opened by the Assessing officer on the alleged ground that the Assessee has escaped income to the extent of Rs. 4,00,00,000/-. As on the date of this DRHP, Penalty proceedings u/s 271(1)(c) initiated for furnishing inaccurate particular of income and the case is pending before the Income Tax Department bearing case no. ITBA/AST/S/156/2021-22/1041512912(1), ITBA/AST/S/116/2021- 22/1041512913(1), ITBA/AST/S/147/2021-22/1041511766(1) involving total amount of Rs. 5,20,40,520/-.
- An appeal has been filed by the Income Tax Department bearing no. APPEAL NO: 261/17-18 against M/s Air One Charter Private Limited. A demand of Rs 1,98,490/- was made U/s Assessment u/s 143(3). This demand was deleted by CIT appeal. The AO is directed to charge interest u/s 234A, 234B and 234D as per the provisions of the Act. The aforesaid appeal is pending before the office of the commissioner of income tax.
- Income Tax Department vide notice number ITBA/PNL/F/270A/2021-22/1037449342 has been issued for completion of assessment under section 143 of Income Tax Act, 1961 & demand of against our group company Air One Charters Private Limited has been created for amount of Rs. 3,07,974/-, however Company has not received assessment order. As on the date of this DRHP, the rectification pending u/s 154.
- Under Section 148 of Income Tax Act, 1961, an Income Tax demand has been created against our group company named Air One Charters Private Limited amounting to Rs. 5,27,54,909/-. The company has filled CIT appeal against the demand and additions and hearing date will be fixed later on. As on the date of this DRHP, the status is case is pending before the Income tax department as the penalty proceeding is pending due to CIT appeal.

#### 03. Mint Aviation Private Limited

Set out herein below are details of pending tax cases involving our Group Company, M/s Mint Aviation Private Limited:

- Under Section 148 of Income Tax Act, 1961, an Income Tax demand has been created against our group company named Mint Aviation Private Limited amounting to Rs. 5,46,380/-. The company has filled CIT

appeal against the demand and additions and hearing date will be fixed later on. As on the date of this DRHP, the status is case is pending before the Income tax department and the rectification is pending under section 54 of Income Tax Act, 1961.

- An Income Tax demand has been created against our group company named Mint Aviation Private Limited amounting to Rs. 10,000/-. The company has filled CIT appeal against the demand and additions. As on the date of this DRHP, the status is case is pending before the Income tax department and the rectification is pending under section 54 of Income Tax Act, 1961.

## 6. OUTSTANDING DUES TO MICRO, SMALL AND MEDIUM ENTERPRISES OR ANY OTHER CREDITORS

As per the materiality policy of our Company, a creditor of our Company, shall be considered material (“**Material Creditor**”) for disclosure in this Prospectus, if an amount due to such creditor exceeds 10 % of the total consolidated trade payables.

As on March 31, 2023, our Company do not have any outstanding towards Micro, small and medium enterprises. Details of amounts outstanding to material and other creditors is as follows:

Particulars	No. of Creditors	Amount (Rs. in thousands)
<b>Dues to material creditors</b>	Nil	0.00
<b>Dues to micro small and medium enterprises</b>	Nil	0.00
<b>Dues to other creditors</b>	23	14837.70
<b>Total outstanding dues</b>	<b>23</b>	<b>14837.70</b>

Complete details of outstanding dues to our creditors as on nine months period ended December 31, 2022 is available at the website of our Company i.e., [www.thedronedestination.com](http://www.thedronedestination.com). It is clarified that information provided on the website of our Company is not a part of this 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.thedronedestination.com](http://www.thedronedestination.com), would be doing so at their own risk. For further details, please refer to the section titled “*Financial Information*” on page 193 of this Prospectus.

## 7. MATERIAL DEVELOPMENT OCCURRING AFTER LAST BALANCE SHEET DATE I.E., MARCH 31, 2023

The Company has allotted 1,24,99,998 equity shares of face value of ₹ 10 each by way of bonus issue to its shareholders bonus shares in the ratio of 5:2 on May 15, 2023.

## **8. DISCLOSURES PERTAINING TO WILFUL DEFAULTERS**

Neither our Company, nor our Promoters, and Directors have been categorized or identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

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## GOVERNMENT AND OTHER APPROVALS

*In view of the licenses / permissions / approvals / no-objections / certifications / registrations, (collectively “Authorisations”) listed below, our Company can undertake this Issue and our current business activities and to the best of our knowledge, no further approvals from any governmental or regulatory authority or any other entity are required to undertake this Issue or continue our business activities. Unless otherwise stated, these approvals are all valid as of the date of this Prospectus. It must be distinctly understood that, in granting these approvals, the GoI, the RBI or any other authority does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. For further details in connection with the regulatory and legal framework within which we operate, please refer to the chapter titled “Key Industry Regulation and Policies” beginning on page 140 of the Prospectus.*

### CORPORATE APPROVALS FOR THIS ISSUE

1. The Board of Directors have, pursuant to resolutions passed at its meeting held on May 12, 2023 has approved the Issue, subject to the approval by the shareholders of the Company under Section 62 (1) (c) of the Companies Act 2013.
2. The Shareholders have, pursuant to the resolution dated May 15, 2023 under section 62 (1) (c) of the Companies Act 2013, authorized the Issue.

### IN-PRINCIPLE APPROVAL

The Company has obtained approval from NSE vide its letter dated June 27, 2023 to use the name of NSE in this Offer , document for listing of equity shares on Emerge Platform of NSE. NSE is the Designated Stock Exchange.

### AGREEMENTS WITH NSDL AND CDSL

1. The Company has entered into an agreement dated March 17, 2023, with the Central Depository Services (India) Limited (CDSL), and the Registrar and Transfer Agent, who, in this case, is Maashitla Securities Private Limited, for the dematerialization of its shares.
2. The Company has also entered into an agreement dated March 20, 2023, with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who, in this case, is Maashitla Securities Private Limited, for the dematerialization of its shares.
3. The Company’s International Securities Identification Number (ISIN) is INE0P7201019.

### INCORPORATION DETAILS OF OUR COMPANY

S. N.	Authorisation granted	Issuing Authority	CIN	Date of Issue	Valid upto
1.	Certificate of Incorporation in the name of “Drone Destination Private Limited”	ROC, Delhi	U60200DL2019PTC349951	10/05/2019	Perpetual

2.	Certificate of Incorporation for conversion from Private to Public company in the name of “Drone Destination Limited”	ROC, Delhi	U60200DL2019PLC349951	04/05/2023	Perpetual
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### TAX RELATED AUTHORISATIONS OF COMPANY

S. N.	Authorization granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
1.	Permanent Account Number	Income Tax Department, GoI	AAHCD2400K	10/05/2019	Perpetual
2.	Tax Deduction Account Number	Income Tax Department, GoI	DELD22138E	10/05/2019	Perpetual
3.	Details of GST registration of the Company				
a.	GST Registration Certificate (Delhi)	Delhi Goods and Services Tax Act, 2017	07AAHCD2400K1ZX	01/10/2020	Valid until cancellation
b.	GST Registration Certificate (Haryana)	Central Goods and Services Tax Act, 2017	06AAHCD2400K1ZZ	26/02/2021	Valid until cancellation
c.	GST Registration Certificate (Himachal Pradesh)	Central Goods and Services Tax Act, 2017	02AAHCD2400K1Z7	07/01/2022	Valid until cancellation
d.	GST Registration Certificate (Karnataka)	Central Goods and Services Tax Act, 2017	29AAHCD2400K1ZR	25/08/2021	Valid until cancellation

### LABOUR LAW RELATED APPROVALS

S. N.	Authorization granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Valid upto
01.	Employees’ Provident Funds and Miscellaneous Provisions Act, 1952	Office of the Regional Provident Fund Commissioner, New Delhi	20001476480001099	16/06/2022	Valid until cancellation
02.	Employees State Insurance Act, 1948	Sub-Regional Officer, ESIC	DLCPM2659284000	17/05/2022	Valid until cancellation

## BUSINESS RELATED CERTIFICATIONS

Our Company has received the following significant government and other approvals pertaining to our business:

S. N.	Authorization granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Valid upto
01.	Udyog Aadhaar Registration Certificate	Ministry of Micro, Small and Medium Enterprises, GoI	DL10A0010900	08/07/2019	Till Cancellation
02.	Startup Registration	DPIIT, Ministry of Commerce & Industry, GoI	DIPP64466	05/08/2020	09/05/2029
03.	Registration Certificate for Establishment*	Department of Labour	2023079602	11/05/2023	Till Cancellation
04.	Certificate of Authorisation for RPTO	Directorate General of Civil Aviation, GoI	DGCA 31036/1/2022-Drone-dte	31/01/2022	30/01/2032
05.	Certificate of Authorisation for RPTO	Directorate General of Civil Aviation, GoI	DGCA 31036/30/2022-Drone-dte	08/04/2022	07/04/2032
06.	Certificate of Authorisation for RPTO	Directorate General of Civil Aviation, GoI	DGCA 31036/56/2022-Drone-dte	18/11/2022	17/11/2032
07.	Certificate of Authorisation for RPTO	Directorate General of Civil Aviation, GoI	Under process	Pending	Pending

\* Registration Certificate for Establishment is taken for the Registered Office of the company only.

Note: There are no pending certifications except Certificate of Authorisation for RPTO for Patna

### Material licenses/approvals for which our Company is yet to apply / Statutory Approvals/ Licenses required for the proposed expansion.

*Note: Some of the approvals are in the name of Drone Destination Private Limited and the Company is in the process of taking all the approval in the new name of the Company i.e. Drone Destination Limited.*

**IT MUST, HOWEVER BE, DISTINCTLY UNDERSTOOD THAT IN GRANTING THE ABOVE-MENTIONED APPROVALS, THE CENTRAL GOVERNMENT, STATE GOVERNMENT, RBI AND OTHER AUTHORITIES DO NOT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF THE COMPANY OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS.**

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Issue

1. This Issue has been authorised by a resolution passed by our Board of Directors at its meeting held on May 12, 2023.
2. The Shareholders of our Company have authorised this Issue by their Special Resolution passed pursuant to Section 62 (1) (c) of the Companies Act, 2013, at its EGM held on May 15, 2023, and authorised the Board to take decisions in relation to this Issue.
3. The Company has obtained approval from NSE vide its letter dated June 27, 2023 to use the name of NSE in this Offer document for listing of equity shares on Emerge Platform of NSE. NSE is the Designated Stock Exchange.
4. Our Board has approved Draft Red Herring Prospectus through its resolution dated May 20, 2023.
5. Our Board has approved this Red Herring Prospectus through its resolution dated June 30, 2023.
6. Our Board has approved the Prospectus through its resolution dated July, 18, 2023.
7. We have also obtained all necessary contractual approvals required for this Issue. For further details, refer to the chapter titled “*Government and Other Approvals*” beginning on page number 248 of this Prospectus.

### Prohibition by SEBI

Our Company, Directors, Promoters, members of the Promoter Group and Group Entities or the Director and Promoter of our Promoter Companies, have not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority.

The companies, with which Promoters, Directors or persons in control of our Company were or are associated as promoters, directors or persons in control of any other company have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

### Prohibition by RBI or Governmental authority

Our Company, our Promoters or their relatives (as defined under the Companies Act) and our Group Entities have confirmed that they have not been declared as wilful defaulters by the RBI or any other government authority and there are no violations of securities laws committed by them in the past or no proceeding thereof are pending against them.

Our Directors have not been declared as wilful defaulter by RBI or any other government authority and there have been no violation of securities laws committed by them in the past or no proceedings thereof are pending against them.

### Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

In view of the General Circular No. 07/2018 dated September 6, 2018 and General Circular No. 8/ 2018 dated September 10, 2018 issued by the Ministry of Corporate Affairs, Government of India, our Company, and our

Promoter Group will ensure compliance with the Companies (Significant Beneficial Ownerships) Rules, 2018, upon notification of the relevant forms, as may be applicable to them.

#### **Directors associated with the Securities Market**

We confirm that none of our Directors are associated with the securities market in any manner and no action has been initiated against these entities by SEBI in the past five (5) years preceding the date of this Prospectus.

#### **ELIGIBILITY FOR THIS ISSUE**

Our Company is eligible for the Offer in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018 as the post Offer face value capital is More than Rs.1,000 Lakh, But upto 2,500 Lakh. Our Company also complies with the eligibility conditions laid by the Emerge Platform of NSE Limited for listing of our Equity Shares.

#### **We confirm that:**

- a) In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this Issue ***will be hundred percent underwritten and that the BRLM to the Offer will underwrite at least 15% of the Total Issue Size.*** For further details pertaining to said underwriting please refer to “General Information” Underwriting on page 49 of this Prospectus.
- b) In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within four (4) 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 four (4) days, be liable to repay such application money with interest as prescribed under Section 40 of the Companies Act, 2013 and SEBI (ICDR) Regulations.
- c) In accordance with Regulation 246 of the SEBI (ICDR) Regulations, the BRLM shall ensure that the Issuer shall file a copy of the Red Herring Prospectus/ Prospectus with SEBI along with a due diligence certificate including additional confirmations as required to SEBI at the time of filing the Red Herring Prospectus/ Prospectus with the Registrar of Companies.
- d) In accordance with Regulation 261 of the SEBI (ICDR) Regulations, the BRLM will ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of equity shares offered in this Issue. For further details of market making arrangement, please refer to the section titled “*General Information*”, “*Details of the Market Making Arrangements for this Issue*” on page 49 of this Prospectus.
- e) In accordance with Regulation 228 (a) of the SEBI (ICDR) Regulations, Neither the issuer, nor any of its promoters, promoter group or directors are debarred from accessing the capital market by the Board;
- f) In accordance with Regulation 228 (b) of the SEBI (ICDR) Regulations, None of the promoters or directors of the issuer is a promoter or director of any other company which is debarred from accessing the capital market by the Board;
- g) In accordance with Regulation 228 (c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its promoters or directors is a wilful defaulter or fraudulent borrower.



- h) In accordance with Regulation 228 (d) of the SEBI (ICDR) Regulations, None of the Issuer's promoters or directors is a fugitive economic offender.
- i) In accordance with Regulation 230 (1) (a) of the SEBI (ICDR) Regulations, Application is being made to NSE Limited and NSE Limited is the Designated Stock Exchange.
- j) In accordance with Regulation 230 (1) (b) of the SEBI (ICDR) Regulations, the Company has entered into agreement with depositories for dematerialization of specified securities already issued and proposed to be issued.
- k) In accordance with Regulation 230 (1) (c) of the SEBI (ICDR) Regulations, all the present Equity share Capital fully Paid Up.
- l) In accordance with Regulation 230 (1) (d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoters are already in dematerialized form.

### NSE ELIGIBILITY NORMS:

Our Company is also eligible for the Issue in accordance with eligibility norms for Listing on Emerge Platform of NSE India which states as follows:

#### 1. The issuer should be a Company incorporated Under Companies Act, 2013.

Our company is incorporated under the Companies Act, 2013 on May 10, 2019.

#### 2. The post issue paid up capital of the company (face value) shall not be more than ₹ 25 crores.

The post issue paid up capital of the Company will be less than ₹ 25 crores.

#### 3. Track Record

##### A) Our Company have a (combined) track record of at least 3 years.

Our Company satisfies the criteria of Track Record:

Particulars	<i>(Amount in Thousands)</i>		
	As on 31 <sup>st</sup> March, 2023	As on 31 <sup>st</sup> March, 2022	As on 31 <sup>st</sup> March, 2021
Net Profit as per Restated Financial Statement	24419.00	2073.20	-455.95

##### B) The company should have positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and its net-worth should be positive.

Particulars	As on 31 <sup>st</sup>		
	March, 2023	March, 2022	March, 2021
Operating profit (Earnings before interest, depreciation and tax) from operation	47025.46	3995.98	-239.40

<b>Net-Worth</b>	175734.10	2315.10	241.90
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**4. The company shall mandatorily facilitate trading in demat securities and enter into an agreement with both the depositories.**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the tripartite agreements with the Depositories and the Registrar and Share Transfer Agent. The Company's shares bear an ISIN: INE0P7201019

**5. Company shall mandatorily have a website.**

Our Company has a live and operational website is [www.thedronedestination.com](http://www.thedronedestination.com).

**6. Other Listing conditions:**

- a. Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- b. There is no winding up petition against the company that has been admitted by the Court and accepted by a court or a Liquidator has not been appointed.
- c. There has been no change in the promoter/s of the Company in preceding one year from the date of filing application to NSE India for listing on Emerge Platform of NSE India.
- d. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
- e. Our Company has not been referred to the National Company Law Tribunal (NCLT) under Insolvency and Bankruptcy Code, 2016.
- f. None of the Directors of our Company have been categorized as a Willful Defaulter or fraudulent borrowers.
- g. The directors of the issuer are not associated with the securities market in any manner, and there is no outstanding action against them initiated by the Board in the past five years.

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the NSE Emerge.

**COMPLIANCE UNDER REGULATION 300 OF SEBI(ICDR) REGULATIONS**

No exemption from eligibility norms has been sought under Regulation 300 of the SEBI (ICDR) Regulations with respect to the Issue.

**DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, NARNOLIA FINANCIAL SERVICES LIMITED AS CERTIFIED THAT THE DISCLOSURES MADE IN THE PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS**

**REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE PROSPECTUS, THE BOOK RUNNING LEAD MANAGER, NARNOLIA FINANCIAL SERVICES LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, NARNOLIA FINANCIAL SERVICES LIMITED, SHALL FURNISH TO SEBI A DUE DILIGENCE CERTIFICATE DATED JULY 18, 2023 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF SECURITIES AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THE PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE PROSPECTUS.**

**DISCLAIMER STATEMENT FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER**

Our Company, its Directors and the BRLM accept no responsibility for statements made otherwise than in this Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website [www.thedronedestination.com](http://www.thedronedestination.com) & [www.narnolia.com](http://www.narnolia.com) would be doing so at his or her own risk.

### **Caution**

The BRLM accepts no responsibility, save to the limited extent as provided in the Agreement for Issue management, the Underwriting Agreement and the Market Making Agreement. Our Company, our Directors and the BRLM shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centers, *etc.* The BRLM and its associates and affiliates may engage in transactions with and perform services for, our Company and their respective associates in the ordinary course of business & have engaged and may in future engage in the provision of financial services for which they have received, and may in future receive, compensation.

**Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company and the BRLM and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.**

### **Disclaimer in Respect of Jurisdiction**

This Issue is being made in India to persons resident in India including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, 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, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lakh, pension funds with minimum corpus of Rs.2,500 Lakh and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform him or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Delhi 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 Prospectus had been filed with NSE Emerge for its observations and NSE Emerge gave its observations on the same. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and in compliance with applicable laws, legislations and Prospectus in each jurisdiction, including India.

### **Disclaimer Clause of the Emerge Platform of NSE**

NSE Limited (NSE) has given vide its letter dated June 27, 2023 permission to this Company to use its name in this offer document as one of the stock exchange on which this company's securities are proposed to be listed on the Emerge Platform. NSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. NSE Limited does not in any manner:-

- i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document;  
or
- ii. warrant that this Company's securities will be listed on completion of Initial Public Offer or will continue to be listed on NSE; or

- iii. take any responsibility for the financial or other soundness of this Company, its promoter, its management or any scheme or project of this Company;
- iv. warrant, certify or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the Company and investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the Company is determined by the Company in consultation with the Merchant Banker (s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by NSE. Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against NSE, whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.
- v. NSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.
- vi. The Company has chosen the Emerge platform on its own initiative and at its own risk, and is responsible for complying with all local laws, rules, regulations, and other statutory or regulatory requirements stipulated by NSE / other regulatory authority. Any use of the Emerge platform and the related services are subject to Indian Laws and Courts exclusively situated in Delhi.

#### **DISCLAIMER CLAUSE UNDER RULE 144A OF U.S. SECURITIES ACT.**

The Equity Shares have not been and will not be registered under the U.S Securities Act of 1933, as amended (U.S. 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), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transaction in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sale 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 application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

#### **TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER**

For details regarding the price information and the track record of the past Issues handled by the BRLM to the Issue as specified in Circular reference no. CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by the SEBI, please refer to Annexure A to the Prospectus and the website of the BRLM at [www.narnolia.com](http://www.narnolia.com).

#### **PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER**

**ANNEXURE-A**

**Disclosure of Price Information of Past Issues Handled by Merchant Banker**

**TABLE 1**

S.No.	Issue Name	Issue Size (Rs. in Cr.)	Issue Price (Rs.)	Listing Date	Operating Price on Listing Date	+/-% change in closing price, [+/-% change in closing benchmark]-30th calendar days from listing	+/-% change in closing price, [+/-% change in closing benchmark]-90th calendar days from listing	+/-% change in closing price, [+/-% change in closing benchmark]-180th calendar days from listing
NIL*								

\*Annexure A is not applicable as there has been no listing as on date of filing of Prospectus.

**TABLE 2**

**Summary Statement of Disclosure**

Financial Year	Total no. of IPOs	Total Amount of Funds raised (Rs. Cr.)	No. of IPOs trading at discount-30th calendar days from listing			No. of IPOs trading at premium-30th calendar days from listing			No. of IPOs trading at discount-180th calendar days from listing			No. of IPOs trading at premium-180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
NIL*														

\*Annexure A is not applicable as there has been no listing as on date of filing of Prospectus.

**LISTING**

Application will be made to the NSE Limited for obtaining permission to deal in and for an official quotation of our Equity Shares. NSE Limited is the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The Emerge Platform of NSE Limited has given its in-principle approval for using its name in our Offer documents vide its letter no. NSE/LIST/2371 dated June 27, 2023.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the Emerge Platform of NSE Limited, our Company will forthwith repay, without interest, all moneys received from the

Applicant in pursuance of the Prospectus. If such money is not repaid within 4 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Offer Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 4 days, be liable to repay the money, with interest at the rate of 15 per cent per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of NSE Limited mentioned above are taken within six Working Days from the Offer Closing Date.

### **Impersonation**

*Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:*

*“Any person who:*

- a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

*shall be liable for action under section 447.*

*The liability prescribed under Section 447 of the Companies Act, 2013, includes imprisonment for a term of not less than six months extending up to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount, if fraud involves an amount of at least Ten lakhs or one-percent of the turnover of the company, whichever is lower.*

*Provided that where fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable for an imprisonment for a term which may extend to five years or with fine which may extend to fifty lakh rupees or with both.*

### **CONSENTS**

Consents in writing of: (a) the Directors, Statutory Auditor & Peer Reviewed Auditor, the Company Secretary & Compliance Officer, Chief Financial Officer, Banker to the Company and (b) BRLM, Market Maker, Registrar to the Issue, Public Issue Bank / Banker to the Issue and Refund Banker to the Issue, Legal Advisor to the Issue to act in their respective capacities have been/or will be obtained (before filing prospectus to ROC) and will be filed along with a copy of the Prospectus with the RoC, as required under Section 26 of the Companies Act, 2013 and such consents shall not be withdrawn at the time of delivery of the Prospectus for registration with the RoC.

Our Auditors have given their written consent for the inclusion of their report in the form and context in which it appears in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus and such consent and report is not withdrawn up to the time of delivery of this Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus with NSE.

## **EXPERT OPINION**

Except the report of the Peer Review Auditor on (a) the restated financial statements; (b) statement of tax benefits, Audit reports by Peer Review Auditors for period ended on March 31, 2023, our Company has not obtained any other expert opinion. All the intermediaries including Merchant Banker has relied upon the appropriacy and authenticity of the same.

## **PREVIOUS RIGHTS AND PUBLIC ISSUES SINCE INCORPORATION**

We have not made any previous rights and/or public issues since incorporation and are an Unlisted Issuer in terms of the SEBI (ICDR) Regulations and this Issue is an Initial Public Offering in terms of the SEBI (ICDR Regulations).

## **PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH**

Other than as detailed under chapter titled “Capital Structure” beginning on page 58 of the Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

## **COMMISSION AND BROKERAGE ON PREVIOUS ISSUES**

Since this is the IPO of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares in the five years preceding the date of this Prospectus.

## **PREVIOUS CAPITAL ISSUE DURING THE PREVIOUS THREE YEARS BY LISTED SUBSIDIARIES, GROUP COMPANIES AND ASSOCIATES OF OUR COMPANY**

None of our Group Companies and Associates are listed and have undertaken any public or rights issue in the three (3) years preceding the date of this Prospectus. Further, as on the date of this Prospectus our company has no Listed Subsidiary

## **PERFORMANCE VIS-À-VIS OBJECTS – PUBLIC/ RIGHTS ISSUE OF THE LISTED SUBSIDIARIES OF 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 performance vis-à-vis objects is not applicable to us. Further, as on date of this Prospectus our Company has no listed corporate promoters and no listed subsidiary company.

## **OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY**

As on the date of the Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.



## **OPTION TO SUBSCRIBE**

Equity Shares being offered through this 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**

The Memorandum of Understanding between the Registrar and us will provide for retention of records with the Registrar for a period of at least one year from the last date of dispatch of the letters of allotment, demat credit and refund orders to enable the investors to approach the Registrar to this Issue for redressal of their grievances.

All grievances relating to this Offer may be addressed to the Registrar with a copy to the Company Secretary and Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection center of the SCSB where the Bid-cum-Application Form was submitted by the ASBA Applicant.

Further, none of our subsidiary companies or Group Companies are listed on any stock exchange, so disclosure regarding mechanism for redressal of investor grievances for our subsidiary companies are not applicable.

## **DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY**

Our Company or the Registrar to the Offer or the SCSB in case of ASBA Applicant shall redress routine investor grievances. We estimate that the average time required by us or the Registrar to this Offer for the redressal of routine investor grievances will be 12 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Our company has constituted a Stakeholders Relationship Committee of the Board vide resolution passed on May 15, 2023. For further details, please refer the chapter titled “Our Management” beginning on page 153 of this Prospectus.

Our Company has appointed Ms. Ayushi Gupta as the Company Secretary and Compliance Officer and may be contacted at the following address:

### **DRONE DESTINATION LIMITED**

C-13, Ground Floor, Panchsheel Enclave, Delhi-110017, India

Tel. 011-41050607; Fax: N.A.

E-mail: cosec@thedronedestination.com

Website: www.thedronedestination.com

Investors can contact the Company Secretary and Compliance Officer or the Registrar 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 refund orders, etc.

**STATUS OF INVESTOR COMPLAINTS**

We confirm that we have not received any investor complaint during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this Prospectus.

**EXEMPTION FROM COMPLYING ANY PROVISION OF SECURITIES LAW**

As on the date of this prospectus, our company has not obtained exemption from complying any provision of Securities law.

*This space is left blank intentionally.*

## SECTION VIII – ISSUE INFORMATION

### TERMS OF THE ISSUE

The Equity Shares being issued pursuant to this issue shall be subject to the provision of the Companies Act, SEBI (ICDR) Regulations, 2018, SCRA, SCRR, Memorandum and Articles, the terms of this Prospectus, Prospectus, Abridged Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note (CAN) 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 Issue. The Equity Shares shall also be subject to laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, NSE, ROC, RBI and / or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that, in accordance with the 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 issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the 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 Issue and DPs as and when the same is made available.

#### **The Offer**

The Offer consists of a Fresh Issue by our Company. Expenses for the Offer shall be borne by our Company in the manner specified in “Objects of the Issue” on page 79 of this Prospectus.

#### **Ranking of Equity Shares**

The Equity Shares being Offered/Alloted in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum & Articles of Association, SEBI ICDR Regulations and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this issue will be entitled to dividends, Voting Power 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.

#### **Authority for the Issue**

This Issue has been authorized by a resolution of the Board passed at their meeting held on May 12, 2023 subject to the approval of shareholders through a special resolution to be passed pursuant to section 62 (1) (c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62 (1) (c) of the Companies Act, 2013 passed at the EGM of the Company held on May 15, 2023.

#### **Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 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. We shall pay dividends in cash and as per provisions of the Companies Act, 2013. Dividends, if any, declared by our Company after the date of Allotment will be payable to the transferee 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 chapter titled Dividend Policy beginning on pages 192 of this Prospectus.

### **Face Value, Issue Price, Floor Price and Price Band**

The face value of each Equity Share is Rs. 10/- and the Offer Price at the lower end of the Price Band is Rs. 62/- per Equity Share (“**Floor Price**”) and at the higher end of the Price Band is Rs. 65/- per Equity Share (“**Cap price**”). The Anchor Investor Offer Price is Rs. 65/- per Equity Share.

The Price Band and the Bid Lot will be decided by our Company, in consultation with the BRLM, and published by our Company in English edition of Business Standard (a widely circulated English national daily newspaper) and Hindi edition of Jansatta (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Delhi 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 Stock Exchange for the purpose of uploading the same on their website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid-cum-Application Forms available at the website of the Stock Exchange. The Offer Price shall be determined by our Company, in consultation with the BRLM, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of the Book Building Process.

At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

### **Compliance with 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 Shareholders**

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 and the Memorandum and Articles of Association of the Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see “Main Provisions of Articles of Association” on page 315 of this Prospectus.

### **Allotment only in Dematerialised form**

Pursuant to Section 29 of the Companies Act, 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 Issue before filing this Prospectus:

- Tripartite agreement dated March 17, 2023 among CDSL, our Company and the Registrar to the Issue; and
- Tripartite agreement dated March 20, 2023 among NSDL, our Company and the Registrar to the Issue.

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 a body corporate shall be in dematerialized form i.e. not in the form of physical certificates, but be fungible and be represented by the statement issued through electronic mode. The trading of the Equity Shares will happen in the minimum contract size of 2000 Equity Shares and the same may be modified by the NSE Limited from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of 2000 Equity Shares subject to a minimum allotment of 2000 Equity Shares to the successful Applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

### **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 not be less than ₹ 1,00,000/- (Rupees One Lakh) per application.

The trading of the Equity Shares will happen in the minimum contract size of 2000 Equity Shares and the same may be modified by the EMERGE Platform of NSE from time to time by giving prior notice to investors at large. For further details, see “Issue Procedure” on page 271 of this Prospectus.

### **Minimum Number of Allottees**

Further in accordance with Regulation 268(1) of SEBI ICDR Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within four (4) working days of closure of Issue.

### **Joint Holders**

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

### **Jurisdiction**

Exclusive Jurisdiction for the purpose of this Issue is with the competent courts/authorities in 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.

### **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 Bidder, or the first Bidder along with other joint Bidder, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidder, death of all the Bidder, 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/transfer/alienation of Equity Share(s) by the person nominating. A buyer will be titled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act 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 Issue 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 Bidder would prevail. If the Bidder 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-Issue capital of our Company, Promoter's minimum contribution as provided in "Capital Structure" on page 58 of this 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 "Main Provisions of Articles of Association" on page 315 of this Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated herein above. Our Company and the BRLM 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 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.

### **Arrangements for Disposal of Odd Lots**

The trading of the Equity Shares will happen in the minimum contract size of 2000 shares in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, in terms of Regulation 261(5) of the 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 EMERGE platform of NSE.

### **New Financial Instruments**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

### **Application by eligible NRIs, FPIs, VCFs, AIFs Registered with SEBI**

It is to be understood that there is no reservation for Eligible NRIs or FPIs or QFIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFIs, FPIs, VCFs or AIFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

### **Withdrawal of the Issue**

Our Company in consultation with the LM, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The BRLM through, the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA applicant within one (1) Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue/issue for sale of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with Stock Exchange.

### **Minimum Subscription**

This Offer is not restricted to any minimum subscription level. This Offer is 100% underwritten. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriter within sixty days from the date of closure of the Offer, the Issuer shall forthwith refund the entire subscription amount received within the time limit as prescribed under the SEBI (ICDR) Regulations and Companies Act, 2013.

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the issuer fails to obtain listing or trading permission from the stock exchanges where the specified securities were to be listed, it shall refund through

verifiable means the entire monies received within four (4) days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities, and if any such money is not repaid within four (4) days after the issuer becomes liable to repay it the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent. per annum.

In terms of Regulation

of the SEBI (ICDR) Regulations, 2018, the Offer is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled “**General Information - Underwriting**” on page 49 of this Prospectus.

Further, in accordance with Regulation 267 of the SEBI ICDR Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

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 50 (Fifty).

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.

#### **Period of Subscription List of the Public Issue**

<b>Events</b>	<b>Indicative Dates</b>
Bidding by Anchor Investor	July 06, 2023
Offer Opening Date	July 07, 2023
Offer Closing Date	July 13, 2023
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before July 18, 2023
Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI ID linked bank account*	On or before July 19, 2023
Credit of Equity Shares to Demat Accounts of Allottees	On or before July 21, 2023
Commencement of trading of the Equity Shares on the Stock Exchange	On or before July 21, 2023

*Note: 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 and 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 6 Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue by our Company or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.***

*\*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated in accordance with applicable law by the intermediary responsible for causing such delay in unblocking, for which period shall start from the day following the receipt*



*of a complaint from the Bidder. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 shall be deemed to be incorporated in the deemed agreement of the Bank with the SCSBs to the extent applicable, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our 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 SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.*

Bids and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Bidding Centers mentioned in the Bid cum Application Form.

Standardization of cut-off time for uploading of bids on the Bid/Issue closing date:

- i. A standard cut-off time of 3.00 p.m. for acceptance of bids.
- ii. A standard cut-off time of 4.00 p.m. for uploading of bids received from other than retail individual applicants.
- iii. A standard cut-off time of 5.00 p.m. for uploading of bids received from only retail individual applicants, which may be extended up to such time as deemed fit by National Stock Exchange of India Limited after taking into account the total number of bids received up to the closure of timings and reported by BRLM to National Stock Exchange of India Limited within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical bid cum application form of that Bidder may be taken as the final data for the purpose of allotment.

Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

### **Migration to Main Board**

In accordance with the National Stock Exchange of India Limited Circular dated April 20, 2023, our Company only after complying following conditions can be migrated to the Main Board of National Stock Exchange of India Limited as per the guidelines specified by SEBI and as per the procedures laid down under Chapter IX of the SEBI (ICDR) Regulations.

The conditions are:

1. Our company should have been listed on SME platform of the Exchange for at least 3 years.
2. Our company should have positive cash accruals (Earnings before Interest, Depreciation and Tax) from operations for each of the 3 financial years preceding the migration application and has positive PAT in the immediate Financial Year of making the migration application to Exchange.
3. The total number of public shareholders of our company on the last day of the preceding quarter from date

of application should be at least 1000 (One Thousand).

4. The Net worth of our company should be at least 50 crores.

**Our company may migrate to the main board of NSE Limited at a later date subject to the following:**

a. *If the Paid up Capital of our Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in 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 NSE Limited 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 Rs. 10 Crores but below Rs. 25 Crores, 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 Promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.*

### **Market Making**

The shares issued and transferred through this Offer are proposed to be listed on the Emerge Platform of NSE Limited with compulsory market making through the registered Market Maker of the Emerge Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the Emerge Platform of NSE Limited. For further details of the market making arrangement please refer to chapter titled General Information beginning on page 49 of this Prospectus.

### **Option to receive securities in Dematerialized Form**

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful Bidder will be done in the dematerialized form only. Bidder will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the StockExchange. 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.

*This space is left blank intentionally.*

## ISSUE PROCEDURE

*Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and the BRLM would not be liable for any amendment, modification or change in applicable law, which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that their applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Prospectus.*

*All Bidders shall review the “General Information Document for Investing in Public Issues” prepared and issued in accordance with the circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 notified by SEBI, suitably modified from time to time, if any, and the UPI Circulars (“General Information Document”), highlighting the key rules, 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 Regulations. The General Information Document will also be available on the websites of the Stock Exchange and the BRLM, before opening of the Issue. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.*

*Additionally, all Bidders may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) Allocation of shares; (iii) Payment Instructions for ASBA Bidders; (iv) Issuance of CAN and Allotment in the Offer; (v) General instructions (limited to instructions for completing the Application Form); (vi) Submission of Application Form; (vii) Other Instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (viii) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (vi) mode of making refunds; and (vii) interest in case of delay in Allotment or refund.*

*The SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 01, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase-I was effective till June 30, 2019.*

*Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days is applicable for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”), with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Retail Individual Investors (“UPI Phase III”), as may be prescribed by SEBI. Accordingly, the Offer has been undertaken under UPI Phase II, till any further notice issued by SEBI.*

*SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 effective to public issues opening on or after from May 01, 2021. However, said circular has been modified pursuant to SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in which certain applicable procedure w.r.t. SMS Alerts, Web portal to CUG etc. shall be applicable to Public Issue opening on or after January 1, 2022 and October 1, 2021 respectively and the provisions of this circular, as amended, are deemed to form part of this Prospectus. Additionally, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 has reduced the time period for refund of application monies from 15 days to four days. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all UPI Bidders in initial*

*public offerings (opening on or after May 01, 2022) whose application sizes are up to Rs. 5,00,000/- shall use the UPI Mechanism.*

*The list of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. The list of Stock Brokers, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that have been notified by NSE to act as intermediaries for submitting Application Forms are provided on [www.nseindia.com](http://www.nseindia.com) For details on their designated branches for submitting Application Forms, please see the above mentioned website of NSE.*

*ASBA Bidders are required to submit ASBA Applications to the selected branches / offices of the RTAs, DPs, Designated Bank Branches of SCSBs. 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 <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link. The list of Stock Brokers, Depository Participants (“DP”), Registrar to an Issue and Share Transfer Agent (“RTA”) that have been notified by NSE to act as intermediaries for submitting Application Forms are provided on <http://www.nseindia.com>. For details on their designated branches for submitting Application Forms, please refer the above mentioned NSE website.*

*Our Company, the Promoter and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Prospectus.*

## **BOOK BUILDING PROCEDURE**

The Issue is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company may, in consultation with the BRLM, allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5.00% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from 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 15.00% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35.00% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received 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 BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Issue Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spillover from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

***Investors should note that according to Section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Bidders will only be made in the dematerialized form. It is mandatory to furnish the details of Bidder's depository account along with the Bid cum Application Form. The Bid cum Application Form which do not have the details of the Bidders' depository account, including the DP ID Numbers and the beneficiary account number shall be treated as incomplete and will be rejected. The Bid cum Application Form which do not have the details of the Bidders' PAN, (other than Applications made on behalf of the Central and the State Governments, residents of the state of Sikkim and official appointed by the courts) shall be treated as incomplete and are liable to be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, investors may get the specified securities rematerialized subsequent to allotment.***

## **AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS**

The Memorandum containing the salient features of the Prospectus together with the Bid cum Application Forms and copies of the Draft Red Herring Prospectus/ Red Herring Prospectus/ Abridged Prospectus/ Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the BRLM to the Issue, Registrar to the Issue as mentioned in the Bid cum Application form. The bid cum application forms may also be downloaded from the website of NSE i.e., www.nseindia.com. Bidders shall only use the specified Bid cum Application Form for the purpose of making an Application in terms of the Draft Red Herring Prospectus/ Red Herring Prospectus/ Abridged Prospectus/ Prospectus. All the Bidders shall have to apply only through the ASBA process. ASBA Bidders shall submit an Bid cum Application Form either in physical or electronic form to the SCSB's authorizing blocking of funds that are available in the bank account specified in the Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Red Herring Prospectus. The Bid cum Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

### **Phased implementation of unified payments interface**

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIIs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circulars proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

- a. Phase I: This phase was applicable from January 01, 2019 and lasted till June 30, 2019. Under this phase, a Retail Individual Bidder, besides the modes of Bidding available prior to the UPI Circulars, also had the option to submit the Bid cum Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six (6) Working Days.
- b. Phase II: This phase commenced on completion of Phase I i.e., with effect from July 1, 2019 and was to be continued for a period of three months or launch of five main board public issues, whichever is later. Further, as per the SEBI circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, the UPI Phase II has been extended until March 31, 2020. Further still, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount be continued till further notice. Under this phase,

submission of the Application Form by a Retail Individual Bidder through intermediaries to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase.

- c. Phase III: The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing would be reduced to be three Working Days. Accordingly, upon commencement of Phase III, the reduced time duration shall be applicable for the Issue.

All SCSBs offering the facility of making applications in public issues are required to provide a facility to make applications using the UPI Mechanism. Further, in accordance with the UPI Circulars, our Company has appointed Yes Bank Limited as the Sponsor Bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Investors into the UPI mechanism.

Pursuant to the UPI Circular, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under 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 – Offer BRLM will be required to compensate the concerned investor.

SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to Rs. 5,00,000, shall use UPI. Individual investors bidding under the Non-Institutional Portion bidding for more than Rs. 200,000 and up to Rs. 5,00,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

For further details, refer to the “General Information Document” available on the websites of the Stock Exchange and the BRLM.

### **Bid cum Application Form**

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of NSE ([www.nseindia.com](http://www.nseindia.com)) at least one day prior to the Bid/Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the office of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Anchor Investors are not permitted to participate in the Offer through the ASBA process. The RII's Bidding in the Retail Portion can additionally Bid through the UPI Mechanism.

A Retail Individual Investor making applications using the UPI Mechanism shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application in the Issue. The SCSBs, upon receipt of the Application Form will upload the Bid details along with the UPI ID in the bidding platform of the Stock Exchange. Applications made by the Retail Individual Investors using third party bank accounts or using UPI IDs linked to the bank accounts of any third parties are liable for rejection. The Bankers to the Issue shall provide the investors' UPI linked bank account details to the RTA for the purpose of reconciliation. Post uploading of the Bid details on the bidding platform, the Stock Exchanges will validate the PAN and demat account details of Retail Individual Investors with the Depositories.

ASBA Bidders shall submit a Bid cum Application Form either in physical or electronic form to the SCSB's authorizing blocking funds that are available in the bank account specified in the Bid cum Application Form used by ASBA Bidders.

ASBA Bidders (other than RIBs using UPI Mechanism) must provide bank account details and authorization to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. RIBs Bidding in the Retail Portion using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorizing an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable at the time of submitting the Bid.

In 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. Bidders shall only use the specified Bid cum Application Form for the purpose of making a Bid in terms of the Prospectus.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

<b>Category</b>	<b>Colour of Application Form</b>
Resident Indians, including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	<b>White</b>
Non-Residents including Eligible NRIs, FVCIs, FPIs, registered multilateral and bilateral development financial institutions applying on a repatriation basis	<b>Blue</b>
Anchor Investors**	<b>White</b>

\*Excluding electronic Bid cum Application Form

\*\* Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

Note:

- ◆ Details of depository account are mandatory and applications without depository account shall be treated as incomplete and rejected. Investors will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities re-materialised subsequent to allotment.
- ◆ The shares of the Company, on allotment, shall be traded on stock exchanges in demat mode only.
- ◆ Single bid from any investor shall not exceed the investment limit/maximum number of specified securities that can be held by such investor under the relevant regulations/statutory guidelines.
- ◆ The correct procedure for applications by Hindu Undivided Families and applications by Hindu Undivided Families would be treated as on par with applications by individuals;

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the 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 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 Issue, 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 (‘P’) (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).

*Retails 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.

**The upload of the details in the electronic bidding system of stock exchange will be done by:**

<b>For applications submitted by Investors to SCSB</b>	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.
<b>For applications submitted by investors to intermediaries other than SCSB's</b>	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 Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b>	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.

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Bidders.

**AVAILABILITY OF 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 NSE ([www.nseindia.com](http://www.nseindia.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 DRHP for more details.

Subject to the above, an illustrative list of Bidders is as follows:

- a) 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);
- b) 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 Kartal. Applications by HUFs would be considered at par with those from individuals;
- c) 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;
- d) Mutual Funds registered with SEBI;
- e) 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;
- f) 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);
- g) FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
- h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Bidder 's category;
- j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k) Foreign Venture Capital Investors registered with the SEBI;
- l) 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;
- m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;

- o) Provident Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p) Pension Funds and Pension Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) 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;
- r) Multilateral and bilateral development financial institution;
- s) Eligible QFIs;
- t) Insurance funds set up and managed by army, navy or air force of the Union of India;
- u) Insurance funds set up and managed by the Department of Posts, India;
- v) Any other person eligible to apply in this Offer, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications shall not be made by:

- a. Minors (except through their Guardians)
- b. Partnership firms or their nominations
- c. Foreign Nationals (except NRIs)
- d. 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 Retail Individual Bidders**

The Application must be for a minimum of 2000 Equity Shares and in multiples of 2000 Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder does not exceed Rs. 2,00,000. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed Rs. 2,00,000.

### **2. For Other than Retail Individual Bidders (Non-Institutional Bidders and QIBs)**

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of 2000 Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application. In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

**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 Prospectus.**

**The above information is given for the benefit of the Bidders. The Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this 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 will decide 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 Business Standard, all editions of Hindi national newspaper Jansatta, Delhi also being of Regional language 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 (3) Working Days and shall not exceed ten (10) Working Days. The Bid/ Offer Period may be 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 Business Standard, all editions of Hindi national newspaper Jansatta, Delhi also being of Regional language where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.

b) During the Bid/ Offer Period, Retail 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 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 “Issue Procedure” beginning on page 271 of this 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 Issue 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 Issue 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**

1. 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 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 than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
2. 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.
3. 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. Retail 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.
4. Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail 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 Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.
5. The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other Bidders

### **PARTICIPATION BY ASSOCIATES/AFFILIATES OF BRLM AND THE SYNDICATE MEMBERS**

The BRLM and the syndicate member, if any shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the BRLM and the syndicate members may subscribe to Equity Shares in the Issue, 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. All categories of Applicants, including associates and affiliates of the BRLM and syndicate member, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

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 in 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 allotment, shall be traded on Stock Exchange in demat segment only.
- c) A single application from any investor shall not exceed the investment limit/minimum number of 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 Book Running Lead Manager shall declare the Issue Opening Date and Issue Closing Date in the 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 prescribed format.
2. Our Company will file the Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.
3. Copies of the Bid Cum Application Form along with Abridged Prospectus and copies of the Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Issue, 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 Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing for 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 Bidders 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 Retail Individual Bidders 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 person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of

such 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.

### **BID BY MUTUAL FUNDS**

With respect to Bid by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company, in consultation with BRLM reserves the right to reject any application without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

As per the current regulations, the following restrictions are applicable for investments by mutual funds.

No mutual fund scheme shall invest more than 10.00% of its net asset value in the Equity Shares or equity related instruments of any single Company provided that the limit of 10.00% shall not be applicable for investments in case of index funds or sector or industry specific funds/Schemes. No mutual fund under all its schemes should own more than 10.00% of any Company's paid up share capital carrying voting rights.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

### **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 ELIGIBLE NRI**

Eligible NRIs may obtain copies of Bid cum Application Form from the members of the Syndicate, the sub-Syndicate, if applicable, the SCSBs, the Registered Brokers, RTAs and CDPs. 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") 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.



Bids by Eligible NRIs and Category III FPIs for a Bid Amount of less than Rs. 2,00,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding Rs. 2,00,000 would be considered under the Non-Institutional Category for allocation in the Offer.

In case of Eligible NRIs bidding under the Retail Category through the UPI mechanism, depending on the nature of the investment whether repatriable or non-repatriable, the Eligible NRI may mention the appropriate UPI ID in respect of the NRE account or the NRO account, in the Application Form.

Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated May 03, 2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 (thirty) days from the date of issue of shares of allotment to NRIs on repatriation basis. Allotment of Equity shares to non-residents Indians shall be subject to the prevailing Reserve Bank of India guidelines. Sale proceeds of such investments in equity shares will be allowed to be repatriated along with an income thereon subject to permission of the RBI and subject to the Indian Tax Laws and Regulations and any other applicable laws. The company does not require approvals from FIPB or RBI for the issue of equity shares to eligible NRIs, FIIs, Foreign Venture Capital Investors registered with SEBI and multi-lateral and Bi-lateral development financial institutions.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in color). Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for non-Residents (blue in color). For details of restrictions on investment by NRIs, please refer to the chapter titled “Restrictions on Foreign Ownership of Indian Securities” beginning on page 309 of this Prospectus.

### **BIDS BY ELIGIBLE FIIs/FPIs**

In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations.

An FII or sub-account may, subject to payment of conversion fees under the SEBI FPI Regulations participate in the Issue until the expiry of its registration with SEBI as an FII or sub-account, or if it has obtained a certificate of registration as an FPI, whichever is earlier. Accordingly, such FIIs can, subject to the payment of conversion fees under the SEBI FPI Regulations, participate in this Offer in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In terms of the SEBI FPI Regulations, the purchase of Equity Shares and total holding by a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included.

Further, pursuant to the Master Directions on Foreign Investment in India issued by the RBI dated January 4, 2018 (updated as on March 8, 2019) the investments made by a SEBI registered FPI in a listed Indian company will be reclassified as FDI if the total shareholding of such FPI increases to more than 10% of the total paid-up equity share capital on a fully diluted basis or 10% or more of the paid up value of each series of debentures or preference shares or warrants.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio investor and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client' norms. Further, pursuant to a Circular dated November 24, 2014 issued by the SEBI, FPIs are permitted to issue offshore derivative instruments only to subscribers that (i) meet the eligibility criteria set forth in Regulation 4 of the SEBI FPI Regulations; and (ii) do not have opaque structures, as defined under the SEBI FPI Regulations. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. Further, where an investor has investments as FPI and also holds positions as an overseas direct investment subscriber, investment restrictions under the SEBI FPI Regulations shall apply on the aggregate of FPI investments and overseas direct investment positions held in the underlying Indian company.

FPIs who wish to participate in the Offer are advised to use the Application Form for Non-Residents (blue in color). FPIs are required to apply through the ASBA process to participate in the Offer.

### **BIDS BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND(AIF), VENTURE CAPITAL FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS**

The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended, (the "SEBI VCF Regulations") and the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended, among other things prescribe the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 (the "SEBI AIF Regulations") prescribe, amongst others, the investment restrictions on AIFs.

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 Applicant on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

### **BIDS BY LIMITED LIABILITY PARTNERSHIPS**

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof. Limited Liability Partnerships can participate in the issue only through the ASBA Process.

### **BIDS BY INSURANCE COMPANIES**

In case of applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (the IRDA Investment Regulations), are broadly set forth below:

1. 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;
2. 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
3. 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 (a), (b) and (c) 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 10.00% shall stand substituted as 15.00% of outstanding equity shares (face value) for insurance companies with investment assets of Rs. 2,500,000 million or more and 12.00% of outstanding equity shares (face value) for insurers with investment assets of Rs. 500,000.00 million or more but less than Rs. 2,500,000.00 million.

Insurance companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time

## **BIDS BY BANKING COMPANIES**

Applications by Banking Companies: In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserves the right to reject any Application without assigning any reason. The investment limit for banking companies in non-financial services Companies as per the Banking Regulation Act, 1949, and the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee Company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

Applications by SCSBs: SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 02, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

## **BIDS BY PROVIDENT FUNDS/ PENSION FUNDS**

In case of applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs. 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

## **BIDS BY ANCHOR INVESTORS**

Our Company, in consultation with the BRLM, may consider participation by Anchor Investors in the Issue 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 Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI 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 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. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
4. Bidding for Anchor Investors will open one Working Day before the Bid/ Issue 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 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
  - where the allocation under the Anchor Investor Portion is more than 200.00 Lakhs but upto 2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor; and
  - where the allocation under the Anchor Investor portion is more than 2500.00 Lakhs:(i)minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of 2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor.
6. Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Issue 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/Issue 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 Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/ Issue Closing Date. If the Issue 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 Issue 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. Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 90 days on fifty per cent of the shares allotted to the anchor investors from the date of allotment, and a lock-in of 30 days on the remaining fifty per cent of the shares allotted to the anchor investors from the date of allotment.
11. The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection byes.
12. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
13. Anchor Investors are not permitted to Bid in the Issue through the ASBA process.

## **BIDS UNDER POWER OF ATTORNEY**

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 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 with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In addition to the above, certain additional documents are required to be submitted by the following entities:

- (a) With respect to applications by VCFs, FVCIs, FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- (b) With respect to applications 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 with the Application Form as applicable. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- (c) With respect to applications made by provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 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 Application Form. Failing this, our Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.

Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that our Company, the BRLM may deem fit.

Our Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

The above information is given for the benefit of the Applicants. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

#### **ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE OFFER:**

1. 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.
2. 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 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 Rs. 65/- 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 Issue 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-Retail 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 Issue 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 Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

### **Payment into Escrow Account for 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 will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
  - i. the applications accepted by them,
  - ii. the applications uploaded by them
  - iii. the applications accepted but not uploaded by them, or
  - iv. With respect to applications by 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.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
  - i. The applications accepted by any Designated Intermediaries
  - ii. The applications uploaded by any Designated Intermediaries or
  - iii. The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will Issue an electronic facility for registering applications for the Issue. This facility will available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.
6. 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:

S.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



<b>10.</b>	Amount
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*\*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields.*

7. 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 Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  - Bank account number.
8. 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.
9. 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.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the 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 Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Bid/ Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.

14. The SCSBs shall be given one day after the Bid/ Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

#### **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**

- i. RIIs can withdraw their Bids until Bid/ Offer Closing Date. In case a RII 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.
- ii. 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 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 spillover from any other category or combination of categories at the discretion of the Issuer 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 under subscription applicable to the Issuer, Bidders may refer to the RHP.
- e. In case if the Retail 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 and 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
<b>500</b>	24	500	16.67%
<b>1,000</b>	23	1,500	50.00%
<b>1,500</b>	22	3,000	100.00%
<b>2,000</b>	21	5,000	166.67%
<b>2,500</b>	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 Filing of Prospectus with ROC**

- a) Our company has entered into an Underwriting Agreement dated June 29, 2023.
- b) A copy of Prospectus will be registered with the ROC and copy of Prospectus will be filing with ROC in terms of Section 32 of Companies Act, 2013 and Section 26 of Companies Act, 2013.

**Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, 2013 and Regulation 264 of SEBI (ICDR) Regulations, 2018, the company shall, after filing the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation. In the pre-issue advertisement, we shall state the Bid/Issue Opening Date and the Bid/Issue Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICDR. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013 and Regulation 264 of SEBI ICDR Regulations, shall be in the format prescribed in Part A of Schedule VI of the SEBI ICDR Regulations.

**GENERAL INSTRUCTIONS**

**Do's:**

- Check if you are eligible to apply as per the terms of the Prospectus and under applicable law, rules, regulations, guidelines and approvals;
- Ensure that you have Bid within the Price Band;

- Read all the instructions carefully and complete the applicable Bid cum Application Form in prescribed format;
- 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;
- All Bidders should submit their Bids through the ASBA process only;
- Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
- In case of joint Bids, ensure that 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;
- Bidders (other than RIIs bidding through the non-UPI Mechanism) should submit the Bid cum Application Form only at the Bidding Centers, i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the CRTA at the Designated RTA Locations or CDP at the Designated CDP Locations. RIIs bidding through the non-UPI Mechanism should either submit the physical Application Form with the SCSBs or Designated Branches of SCSBs under Channel I (described in the UPI Circulars) or submit the Application Form online using the facility of 3-in 1 type accounts under Channel II (described in the UPI Circulars);
- Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than RIBs using the UPI Mechanism) in the Bid cum Application Form;
- RIBs using the UPI Mechanism should ensure that the correct UPI ID (with maximum length of 45 characters including the handle) is mentioned in the Application Form;
- RIBs using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the Bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. RIBs shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;
- RIBs bidding using the UPI Mechanism should ensure that they use only their own bank account linked UPI ID to make an application in the Offer;
- RIBs submitting an Application Form using the UPI Mechanism, should ensure that: (a) the bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI handle being used for making the Bid is listed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
- RIBs submitting a Bid-cum Application Form to any Designated Intermediary (other than SCSBs) should ensure that only UPI ID is included in the Field Number 7: Payment Details in the Application Form;
- RIBs using the UPI Mechanism shall ensure that the bank, with which it has its bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI;
- If the first applicant is not the account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- Ensure that the signature of the First Bidder in case of joint Bids, is included in the Application Forms
- QIBs and Non-Institutional Bidders should submit their Bids through the ASBA process only. Pursuant to SEBI circular dated November 01, 2018 and July 26, 2019, RII shall submit their bid by using UPI mechanism for payment;
- Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your Bid options;

- Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
- Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
- Bidders, other than RIBs using the UPI Mechanism, shall ensure that they have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;
- 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 I.T. 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;
- Ensure that the Demographic Details are updated, true and correct in all respects;
- 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;
- Ensure that the category and the investor status is indicated;
- Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
- Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
- Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock 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 Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
- Ensure that the Application Forms are delivered by the Bidders within the time prescribed as per the Application Form and the Prospectus;
- Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Application Form;
- 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;
- 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;
- Ensure that you have correctly signed the authorization/undertaking box in the 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 Application Form at the time of submission of the Bid;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and

- RIBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Application Form;
- RIBs shall ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank before 5:00 p.m. before the Bid / Offer Closing Date;
- RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;
- RIBs using the UPI Mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner; and
- Bids by Eligible NRIs and HUFs for a Bid Amount of less than Rs. 200,000 would be considered under the Retail Portion, and Bids for a Bid Amount exceeding Rs. 200,000 would be considered under the Non-Institutional Portion, for the purposes of allocation in the Offer.

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, is liable to be rejected.

**Don'ts:**

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price Different from the Price Mentioned herein or in the Application Form
- Do not pay the Application Price in cash, cheque, by money order or by postal order or by stock invest
- RIBs should not submit a Bid using the UPI Mechanism, unless the name of the bank where the bank account linked to your UPI ID is maintained, is listed on the website of the SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
- RIB should not submit a Bid using the UPI Mechanism, using a Mobile App or UPI handle, not listed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
- Do not send Application Forms by post, instead submit the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company;
- Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
- Do not apply for an Application Amount exceeding Rs. 2,00,000 (for applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Offer Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the General Index Register number instead of the PAN as the application is liable to be rejected on this ground;

- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer.
- Do not submit applications on plain paper or incomplete or illegible Application Forms in a color prescribed for another category of Applicant;
- All Investors submit their applications through the ASBA process only except as mentioned in SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 & SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021;
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.
- Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by RIB Bidders using the UPI Mechanism;  
The Applications should be submitted on the prescribed Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

### **Other Instruction for Bidders**

#### **Joint Applications in the case of Individuals**

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 Applications**

An Applicant should submit only one Application (and not more than one) for the total number of Equity Shares required. Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- a) All applications are electronically strung on first name, address (1<sup>st</sup> line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications.
- b) Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- c) Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of know your client' norms by the depositories. The Company reserves the right to reject, in our absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB. Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple applications and are liable to be rejected. The Company, in consultation with the BRLM reserves the right to reject, in its absolute discretion, all or any multiple applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple applications is given below:

- (i) All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII subaccounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
- (ii) For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

#### **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 02, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. Bid submitted without this information will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

#### **GROUND OF TECHNICAL REJECTION**

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids may be rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;



3. Bids submitted on a plain paper;
4. Bids submitted by RIBs using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by RIBs using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the First Bidder or sole Bidder;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
9. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
10. GIR number furnished instead of PAN;
11. Bids by RIBs with Bid Amount of a value of more than ₹ 2,00,000;
12. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
13. Bids accompanied by stock invest, money order, postal order or cash; and
14. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Issue Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Issue Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Issue Closing Date, unless extended by the Stock Exchange.

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 EXCHANGES 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**

- a. 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 DRHP. For details in relation to allocation, the Bidder may refer to the RHP.
- b. 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.

- c. 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**

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to DRHP. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Offer. However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

### **BASIS OF ALLOTMENT**

#### **a. For Retail Individual Bidders**

Bids received from the Retail 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 Retail Individual Bidders will be made at the Offer Price.

The Net Offer size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail 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 2000 Equity Shares at or above the Offer Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than 2000 Equity Shares at or above the Offer Price, the Allotment shall be made on a proportionate basis up to a minimum of 2000 Equity Shares and in multiples of 2000 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 Net Offer size less Allotment to QIBs and Retail 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 9,46,000 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 2000 Equity Shares at or above the Offer Price, Allotment shall be made on a proportionate basis up to a minimum of 2000 Equity Shares and in multiples of 2000 Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

**c. For QIBs**

Bids received from QIBs Bidding in the QIB Category at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price.

Allotment shall be undertaken in the following manner:

- In the first instance allocation to Mutual Funds for 5 % of the net QIB Portion shall be determined as follows:
  - i. In the event that Bids by Mutual Fund exceeds 5 % of the net QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for 5 % of the QIB Portion.
  - ii. In the event that the aggregate demand from Mutual Funds is less than 5 % of the net QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Offer Price.
  - iii. 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;
- In the second instance Allotment to all QIBs shall be determined as follows:
  - i. 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 such number of Equity Shares and in multiples of 2000 Equity Shares thereafter for 5 % of the QIB Portion.
  - ii. Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of such number of Equity Shares and in multiples of 2000 Equity Shares thereafter, along with other QIB Bidders.
  - iii. Under-subscription below 5 % 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 12,60,000 Equity Shares.

**c) Basis of Allotment for QIBs 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 NSE EMERGE (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- 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).

- 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).
- For Bids where the proportionate allotment works out to less than 2000 equity shares the allotment will be made as follows:
  - Each successful Bidder shall be allotted 2000 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 (b) above.
- If the proportionate allotment to a Bidder works out to a number that is not a multiple of 2000 equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of 2000 equity shares subject to a minimum allotment of 2000 equity shares.
- 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 2000 Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Offer specified under the Capital Structure mentioned in this DRHP.

**“Retail Individual Investor” means an investor who applies for shares of value of not more than ₹ 2,00,000/. Investors may note that in case of over subscription, allotment shall be on proportionate basis and will be finalized in consultation with National Stock Exchange of India Limited.**

**The Executive Director / Managing Director of NSE - 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**

- a. Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- b. On the basis of approved Basis of Allotment, the Issuer 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. The Book Running Lead Manager or the Registrar to the Offer will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.
- c. Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to

the successful Bidders Depository Account within 4 working days of the Offer Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

### **Designated Date**

On the Designated date, the SCSBs shall transfer the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will Issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any, within a period of 4 working days of the Bid/ Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

### **Instruction 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 issues 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](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com). With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Offer and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect front January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e., [www.bseindia.com/](http://www.bseindia.com/) and NSE i.e. [www.nseindia.com/](http://www.nseindia.com/)

### **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 Issue will obtain from 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 Issue.

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 Issue, 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 NSE where the Equity Shares are proposed to be listed are taken within 6 (Six) 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 6 (Six) days of the Offer Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 4(four) 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.

### **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."

### **Undertakings by our company**

Our Company undertakes the following:

1. that if our Company do not proceed with the Issue after the Issue Closing Date, the reason thereof shall be given as a public notice in the newspapers to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers in which the Pre- Issue advertisement was published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
2. that if our Company withdraw the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the RoC / SEBI, in the event our Company subsequently decides to proceed with the Issue;
3. That the complaints received in respect of this Issue shall be attended to by us expeditiously and satisfactorily;
4. That all steps shall be taken to ensure that listing and commencement of trading of the Equity Shares at the Stock Exchange where the Equity Shares are proposed to be listed are taken within six Working Days of Issue Closing Date or such time as prescribed;
5. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;
6. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within six Working Days from the Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.
7. That no further Issue of Equity Shares shall be made till the Equity Shares issued through this Prospectus are listed or until the Application monies are refunded on account of non-listing, under-subscription etc.
8. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment.
9. That if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be 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 ICDR Regulations and applicable law for the delayed period;
10. That the letter of allotment/ unblocking of funds to the non-resident Indians shall be dispatched within specified time;

### **Utilization of Issue Proceeds**

Our Board certifies that:

1. All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in Section 40 of the Companies Act, 2013;
2. Details of all monies utilized out of the issue referred to in point 1 above shall be disclosed and continued to be disclosed till the time any part of the issue proceeds remains unutilized under an appropriate separate head in the balance-sheet of the issuer indicating the purpose for which such monies had been utilized;
3. Details of all unutilized monies out of the Issue referred to in 1, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and
4. Our Company shall comply with the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
5. Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
6. Our Company undertakes that the complaints or comments received in respect of the Offer shall be attended by our Company expeditiously and satisfactorily.

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## RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as Department of Industrial Policy and Promotion) (“DPIIT”), issued the FDI Policy, which is effect from October 15, 2020, which subsumes and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular. FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid-up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

**As per the existing policy of the Government of India, OCBs cannot participate in this Issue. The Equity Shares offered in the Issue have not been and will not be registered under the Securities Act 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 Securities Act and applicable U.S. state securities laws.**

**Accordingly, the Equity Shares are being offered and sold (i) within the United States to persons reasonably believed to be “qualified institutional investors” (as defined in Rule 144A under the Securities Act) pursuant to Rule 144A under the Securities Act or other applicable exemption under the Securities Act and (ii) outside the United States in offshore transactions in reliance on Regulations under the Securities Act and the applicable laws of the jurisdictions where such offers and sales occur.**

**The above information is given for the benefit of the Applicants. Our 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 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.**

*This space is left blank intentionally.*

## ISSUE STRUCTURE

*This Offer has been made in terms of Regulation 229(2) of Chapter IX of SEBI ICDR Regulations whereby, our post-Offer face value capital does not exceed ten crore rupees. The Company shall issue specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the Emerge Platform of NSE Limited). For further details regarding the salient features and terms of such Offer, please refer to the chapter titled "Terms of the Issue" and "Issue Procedure" beginning on page 263 and 271 of this Prospectus.*

### Present Issue Structure

Initial Public Offer of 68,00,000 Equity Shares of Rs. 10/- each ("Equity Shares") of Drone Destination Limited ("DD" or the "company") for cash at a price of Rs. 65/- per equity share (the "Issue Price"), aggregating to Rs. 4420.00 Lakhs ("The Offer). Out of the Issue, 5,00,000 equity shares aggregating to Rs. 325.00 Lakhs will be reserved for subscription by Market Maker ("Market Maker Reservation Portion"). The Issue less the Market Maker Reservation Portion i.e. Issue of 63,00,000 equity shares of face value of Rs. 10.00/- each at an issue price of Rs. 65/- per equity share aggregating to Rs. 4095.00 Lakhs is hereinafter referred to as the "Net Issue". The Issue and the Net Issue will constitute 27.98 % and 25.93 %, respectively of the Post Issue paid up equity share capital of our company.

Particulars of the Issue	Market Maker Reservation Portion	QIBs	Non – Institutional Investors	Retail Individual Investors
<b>Number of Equity Shares available for allocation</b>	5,00,000 Equity shares	31,48,000 Equity shares	9,46,000 Equity shares	22,06,000 Equity shares
<b>Percentage of Issue Size available for allocation</b>	7.35 % of the issue size	Not more than 50.00% of the Net offer size shall be available for allocation to QIBs. However, up to 5.00% of net QIB Portion (excluding the Anchor Investor Portion) will be available for allocation proportionately to Mutual Fund only. Up to 60.00% of the QIB Portion may be available for allocation to Anchor Investors and one third of the Anchor Investors Portion	Not less than 15.00% of the Offer shall be available for allocation	Not less than 35.00% shall be available for allocation.

		shall be available for allocation to domestic mutual funds only.		
<b>Basis of Allotment</b>	Firm Allotment	<p>Proportionate as follows (excluding the Anchor Investor Portion):</p> <p>(a) up to 63,000 Equity Shares, shall be available for allocation on a proportionate basis to Mutual Funds only; and;</p> <p>(b) 12,60,000 Equity shares shall be allotted on a proportionate basis to all QIBs including Mutual Funds receiving allocation as per (a) above</p> <p>18,88,000 Equity Shares may be allocated on a discretionary basis to Anchor Investors For further details please refer to the section titled “Offer Procedure” beginning on page 271.</p>	Proportionate	<p>Allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details see, “Offer Procedure” on page 271.</p>
<b>Mode of Application</b>	All the applicants shall make the application (Online or Physical) through the ASBA Process only (including UPI mechanism for Retail Investors using Syndicate ASBA).			
<b>Minimum Bid Size</b>	5,00,000 Equity Shares in multiple of 2000 Equity shares	Such number of Equity Shares and in multiples of 2000 Equity Shares that the Bid Amount exceeds Rs. 200,000.	Such number of Equity Shares and in multiples of 2000 Equity Shares that the Bid Amount exceeds Rs. 200,000.	2000 Equity Shares in multiple of 2000 Equity shares so that the Bid Amount does not exceed Rs. 2,00,000.
<b>Maximum Application Size</b>	5,00,000 Equity Shares	Such number of Equity Shares in multiples of 2000 Equity Shares not exceeding the size of	Such number of Equity Shares in multiples of 2000 Equity Shares not	Such number of Equity Shares in multiples of 2000 Equity Shares so that

		the Net Issue, subject to applicable limits.	exceeding the size of the issue (excluding the QIB portion), subject to limits as applicable to the Bidder.	the Bid Amount does not exceed Rs. 2,00,000.
<b>Mode of Allotment</b>	Dematerialized Form			
<b>Trading Lot</b>	2000 Equity Shares, however, the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations	2000 Equity Shares and in multiples thereof	2000 Equity Shares and in multiples thereof	2000 Equity Shares and in multiples thereof
<b>Terms of Payment</b>	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder 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.			

**Note:**

1. In case of joint application, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Applicant would be required in the Application Form and such First Applicant would be deemed to have signed on behalf of the joint holders.
2. Applicants will be required to confirm and will be deemed to have represented to our Company, the BRLM, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares in this Issue.
3. SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.

**Lot Size**

SEBI vide circular CIR/MRD/DSA/06/2012 dated February 21, 2012 (the “Circular”) standardized the lot size for Initial Public Offer proposing to list on Emerge exchange/platform and for the secondary market trading on such exchange/platform, as under:

Issue Price (in Rs. )	Lot Size (No. of shares)
<b>Upto 14</b>	10000
<b>More than 14 upto 18</b>	8000
<b>More than 18 upto 25</b>	6000
<b>More than 25 upto 35</b>	4000

<b>More than 35 upto 50</b>	3000
<b>More than 50 upto 70</b>	2000
<b>More than 70 upto 90</b>	1600
<b>More than 90 upto 120</b>	1200
<b>More than 120 upto 150</b>	1000
<b>More than 150 upto 180</b>	800
<b>More than 180 upto 250</b>	600
<b>More than 250 upto 350</b>	400
<b>More than 350 upto 500</b>	300
<b>More than 500 upto 600</b>	240
<b>More than 600 upto 750</b>	200
<b>More than 750 upto 1000</b>	160
<b>Above 1000</b>	100

Further to the Circular, at the initial public offer stage the Registrar to Issue in consultation with BRLM, our Company and NSE shall ensure to finalize the basis of allotment in minimum lots and in multiples of minimum lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the initial public offer lot size at the application/allotment stage, facilitating secondary market trading.

\*50% of the shares offered are reserved for applications below Rs.2.00 lakh and the balance for higher amount applications.

#### **WITHDRAWAL OF THE ISSUE**

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right to not to proceed with the Issue at any time before the Bid/Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Bid/ Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly. If our Company withdraws the Issue after the Bid/ Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will 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 Issue is subject to obtaining (i) the final listing and trading approval of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the registration of Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus with RoC.

#### **JURISDICTION**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities at Delhi.

#### **BID/ISSUE PROGRAMME**

<b>Events</b>	<b>Indicatives date</b>
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<b>Bid by Anchor Investor</b>	July 06, 2023
<b>Bid/Issue opening date</b>	July 07, 2023
<b>Bid/Issue closing date</b>	July 13, 2023
<b>Finalization of Basis of Allotment with the Designated Stock Exchange</b>	On or before July 18, 2023
<b>Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account</b>	On or before July 19, 2023
<b>Credit of Equity Shares to Demat accounts of Allottees</b>	On or before July 21, 2023
<b>Commencement of trading of the Equity Shares on the Stock Exchange</b>	On or before July 21, 2023

Bids and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Bidding Centers mentioned in the Bid cum Application Form.

Standardization of cut-off time for uploading of bids on the Bid/Issue closing date:

- i. A standard cut-off time of 3.00 p.m. for acceptance of bids.
- ii. A standard cut-off time of 4.00 p.m. for uploading of bids received from other than retail individual applicants.
- iii. A standard cut-off time of 5.00 p.m. for uploading of bids received from only retail individual applicants, which may be extended up to such time as deemed fit by National Stock Exchange of India Limited after taking into account the total number of bids received up to the closure of timings and reported by BRLM to National Stock Exchange of India Limited within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical bid cum application form of that Bidder may be taken as the final data for the purpose of allotment.

Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

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## SECTION IX - MAIN PROVISION OF ARTICLE OF ASSOCIATION

### PRELIMINARY

1. The Regulations contained in Table F in Schedule I to the Companies Act, 2013 shall apply to the Company and the Regulations herein contained shall be the regulations for the management of the Company and for the observance of its members and their representatives. They shall be binding on the Company and its members as if they are the terms of an agreement between them.

### INTERPRETATION

2. (i) In these Regulations:-

(a) "**Company**" means **DRONE DESTINATION LIMITED**.

(b) "**Office**" means the Registered Office of the Company.

(c) "**the Act**" means the "Companies Act, 2013 and every statutory modification or re-enactment thereof and references to Sections of the Act shall be deemed to mean and include references to sections enacted in modification or replacement thereof.

(d) "**these Regulations**" means these Articles of Associations as originally framed or as altered, from time to time.

(e) "**the office**" means the Registered Office for the time being of the Company.

(f) "**the Seal**" means the common seal and stamp of the Company.

(g) Words imparting the singular shall include the plural and vice versa, words imparting the masculine gender shall include the feminine gender and words imparting persons shall includes bodies corporate and all other persons recognized by law as such.

(h) "**month**" means a calendar month and "**year**" means financial year respectively.

(i) Expressions referring to writing shall be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

(j) Unless the context otherwise requires, the words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modifications thereof, in force at the date at which these regulations become binding on the Company.

(k) The Company is a "**Public Company**" within the meaning of Section 2(71) of the Companies Act, 2013 and accordingly means a company which is not a private company;

Title of Article	No.	Content
<b>CAPITAL AND INCREASE AND REDUCTION OF CAPITAL</b>		
<b>Share Capital</b>	3	The Authorised Share Capital of the Company shall be such amount; divided into such class(es) denomination(s) and number of shares in the Company as stated in Clause V of the Memorandum of Association of the Company; with power to increase or reduce such Capital from time to time and power to divide the shares in

		the Capital for the time being into other classes and to attach thereto respectively such preferential , convertible, deferred, qualified or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with the regulations of the Company or the provisions of the Company or the provisions of the law for the time being in force.
<b>Increase of Capital by the Company how carried into effect</b>	4	The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new shares which may be unclassified and may be classified at the time of issue in one or more classes and such amount or amounts as may be deemed expedient. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Companies Act, 2013. Whenever the capital of the Company has been increased under the provisions of this Articles the Directors shall comply with the provisions of Section 64 of the Companies Act, 2013.
<b>New Capital same as existing capital</b>	5	Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.
<b>Non Voting Shares</b>	6	The Board shall have the power to issue a part of authorised capital by way of non-voting Shares at price(s) premium, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, in the event it is permitted by law to issue shares without voting rights attached to the subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.
<b>Redeemable Preference Shares</b>	7	Subject to the provisions of Section 55 of the Companies Act, 2013, the Company shall have the power to issue preference shares which are or at the option of the Company, liable to be redeemed and the resolution authorizing such issue shall prescribe the manner, terms and conditions of redemption.
<b>Voting rights of preference shares</b>	8	The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares and in circumstances provided under Section 47(2).
<b>Provisions to apply on issue of Redeemable Preference Shares</b>	9	On the issue of redeemable preference shares under the provisions of Article 7 hereof, the following provisions-shall take effect: (a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption. (b) No such Shares shall be redeemed unless they are fully paid. (c) The premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed. (d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the



		<p>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 Companies Act, 2013 apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company.</p> <p>(e) Subject to the provisions of Section 55 of the Companies Act, 2013, the redemption of preference shares hereunder may be affected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit.</p>
<b>Reduction of capital</b>	10	<p>The Company may (subject to the provisions of section 52, 55(1) &amp; (2) of the Companies Act, 2013 and Section 80 of the Companies Act, 1956, to the extent applicable, and Section 100 to 105 of the Companies Act, 1956, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce</p> <p>(a) the share capital;</p> <p>(b) any capital redemption reserve account; or</p> <p>(c) any security premium account.</p> <p>In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.</p>
<b>Purchase of own Shares</b>	11	<p>The Company shall have power, subject to and in accordance with all applicable provisions of the Act, to purchase any of its own fully paid Shares whether or not they are redeemable and may make a payment out of capital in respect of such purchase.</p>
<b>Sub-division and consolidation and cancellation of Shares</b>	12	<p>Subject to the provisions of Section 61 of the Companies Act, 2013 and other applicable provisions of the Act, the Company in General Meeting may, from time to time, sub-divide or consolidate its Shares, or any of them and the resolution whereby any Share is sub-divided may determine that, as between the holders of the Shares resulting from such sub-divisions, one or more of such Shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the other(s). Subject as aforesaid, the Company in General Meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the Shares so cancelled.</p>
<b>MODIFICATION OF RIGHTS</b>		
<b>Modification of rights</b>	13	<p>Whenever the capital, by reason of the issue of preference shares or otherwise, is divided into different classes of Shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Sections 48 of the Companies Act, 2013 be modified, commuted, affected, abrogated, dealt with or varied with the consent in writing of the holders of not less than three-fourth of the issued capital of that class or with the sanction of a Special Resolution passed at a separate General Meeting of the holders of Shares of that class, and all the provisions hereafter contained as to General Meeting shall mutatis mutandis apply to every such Meeting. This Article is not to derogate from any power the Company would have if this Article was omitted.</p> <p>The rights conferred upon the holders of the Shares (including preference shares, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of Shares of that class, be</p>

		deemed not to be modified, commuted, affected, dealt with or varied by the creation or issue of further Shares ranking pari passu therewith.
<b>SHARES, CERTIFICATES AND DEMATERIALISATION</b>		
<b>Restriction on allotment and return of allotment</b>	14	The Board of Directors shall observe the restrictions on allotment of Shares to the public contained in Section 39 of the Companies Act, 2013, and shall cause to be made the returns as to allotment provided for in Section 39 of the Companies Act, 2013.
<b>Further issue of shares</b>	15	<p>1) Where at any time, a company having a share capital proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered-</p> <p>a. to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions, namely:—</p> <p>b. the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;</p> <p>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 clause (i) shall contain a statement of this right;</p> <p>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 offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the shareholders and the company;</p> <p>e. to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such conditions as may be prescribed; or</p> <p>f. to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed.</p> <p>2) The notice referred to in sub-clause (a)(i) of Clause (1) shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue.</p> <p>3) Nothing aforesaid shall apply to the increase of the subscribed capital of a company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company:</p> <p>Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in general meeting.</p>
<b>Shares at the disposal of the Directors</b>	16	Subject to the provisions of Section 62 of the Companies Act, 2013 and these Articles, the Shares in the capital of the Company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same

		<p>or any of them to such person, in such proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provision of Section 53 of the Companies Act, 2013) at a discount 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 think fit, and may issue and allot Shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any Shares which may so be allotted may be issued as fully paid up Shares and if so issued, shall be deemed to be fully paid Shares. Provided that option or right to call for Shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.</p>
<b>Power to offer Shares/options to acquire Shares</b>	16A	<p>1) Without prejudice to the generality of the powers of the Board under Article 16 or in any other Article of these Articles of Association, the Board or any Committee thereof duly constituted may, subject to the applicable provisions of the Act, rules notified thereunder and any other applicable laws, rules and regulations, at any point of time, offer existing or further Shares (consequent to increase of share capital) of the Company, or options to acquire such Shares at any point of time, whether such options are granted by way of warrants or in any other manner (subject to such consents and permissions as may be required) to its employees, including Directors (whether whole-time or not), whether at par, at discount or at a premium, for cash or for consideration other than cash, or any combination thereof as may be permitted by law for the time being in force.</p>
		<p>2) In addition to the powers of the Board under Article 16A (1), the Board may also allot the Shares referred to in Article 16A (1) to any trust, whose principal objects would inter alia include further transferring such Shares to the Company's employees [including by way of options, as referred to in Article 16A (1)] in accordance with the directions of the Board or any Committee thereof duly constituted for this purpose. The Board may make such provision of moneys for the purposes of such trust, as it deems fit.</p>
		<p>3) The Board, or any Committee thereof duly authorized for this purpose, may do all such acts, deeds, things, etc. as may be necessary or expedient for the purposes of achieving the objectives set out in Articles 16A (1) and (2) above.</p>
<b>Application of premium received on Shares</b>	17	<p>1) Where the Company issues Shares at a premium whether for cash or otherwise, a sum equal to the aggregate amount or value of the premium on these Shares shall be transferred to an account, to be called "the securities premium account" and the provisions of the Act relating to the reduction of the share capital of the Company shall except as provided in this Article, apply as if the securities premium account were paid up share capital of the Company.</p>
		<p>2) The securities premium account may, notwithstanding anything in clause (1) thereof be applied by the Company:</p> <ol style="list-style-type: none"> <li>a. In paying up unissued Shares of the Company, to be issued to the Members of the Company as fully paid bonus shares;</li> <li>b. In writing off the preliminary expenses of the Company;</li> <li>c. In writing off the expenses of or the commission paid or discount allowed or any issue of Shares or debentures of the Company ;or</li> <li>d. In providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the Company.</li> </ol>

		e. For the purchase of its own shares or other securities under Section 68 of the Companies Act, 2013.
<b>Power also to Company in General Meeting to issue Shares</b>	18	In addition to and without derogating from the powers for that purpose conferred on the Board under these Articles, the Company in General Meeting may, subject to the provisions of Section 62 of the Companies Act, 2013, determine that any Shares (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons (whether Members or not) in such proportion and on such terms and conditions and either (subject to compliance with the provisions of Sections 52 and 53 of the Companies Act, 2013) at a premium or at par or at a discount as such General Meeting shall determine and with full power to give any person (whether a Member or not) the option or right to call for or buy allotted Shares of any class of the Company either (subject to compliance with the provisions of Sections 52 and 53 of the Companies Act, 2013) at a premium or at par or at a discount, such option being exercisable at such times and for such consideration as may be directed by such General Meeting or the Company in General Meeting may make any other provision whatsoever for the issue, allotment, or disposal of any Shares.
<b>Power of General Meeting to authorize Board to offer Shares/Options to employees</b>	18A	Without prejudice to the generality of the powers of the General Meeting under Article 18 or in any other Article of these Articles of Association, the General Meeting may, subject to the applicable provisions of the Act, rules notified thereunder and any other applicable laws, rules and regulations, determine, or give the right to the Board or any Committee thereof to determine, that any existing or further Shares (consequent to increase of share capital) of the Company, or options to acquire such Shares at any point of time, whether such options are granted by way of warrants or in any other manner (subject to such consents and permissions as may be required) be allotted/granted to its employees, including Directors (whether whole-time or not), whether at par, at discount or a premium, for cash or for consideration other than cash, or any combination thereof as may be permitted by law for the time being in force. The General Meeting may also approve any Scheme/Plan/ other writing, as may be set out before it, for the afore said purpose. In addition to the powers contained in Article 18A (1), the General Meeting may authorize the Board or any Committee thereof to exercise all such powers and do all such things as may be necessary or expedient to achieve the objectives of any Scheme/Plan/other writing approved under the aforesaid Article.
<b>Shares at a discount</b>	19	The Company shall not issue Shares at a discount except the issue of Sweat Equity Shares of a class already issued, if the following conditions are fulfilled, namely: <ul style="list-style-type: none"> <li>(a) the issue is authorized by a special resolution passed by the company;</li> <li>(b) the resolution specifies the number of shares, the current market price, consideration, if any, and the class or classes of directors or employees to whom such equity shares are to be issued;</li> <li>(c) not less than one year has, at the date of such issue, elapsed since the date on which the company had commenced business; and</li> <li>(d) where the equity shares of the company are listed on a recognized stock exchange, the sweat equity shares are issued in accordance with the regulations made by the Securities and Exchange Board in this behalf and if they are not so listed, the sweat equity shares are issued in accordance with the prescribed rules.</li> </ul>

<b>Installments of Shares to be duly paid</b>	20	If by the conditions of any allotment of any Shares the whole or any part of the amount or issued price thereof shall, be payable by installments, every such installment shall when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the Shares or his legal representatives, and shall for the purposes of these Articles be deemed to be payable on the date fixed for payment and in case of non-payment the provisions of these Articles as to payment of interest and expenses forfeiture and like and all the other relevant provisions of the Articles shall apply as if such installments were a call duly made notified as hereby provided.
<b>The Board may issue Shares as fully paid-up</b>	21	Subject to the provisions of the Act and these Articles, the Board may allot and issue Shares in the Capital of the Company as payment for any property purchased or acquired or for services rendered to the Company in the conduct of its business or in satisfaction of any other lawful consideration. Shares which may be so issued may be issued as fully paid-up or partly paid up Shares.
<b>Acceptance of Shares</b>	22	Any application signed by or on behalf of an applicant for Share(s) in the Company, followed by an allotment of any Share therein, shall be an acceptance of Share(s) within the meaning of these Articles, and every person who thus or otherwise accepts any Shares and whose name is therefore placed on the Register of Members shall for the purpose of this Article, be a Member.
<b>Deposit and call etc., to be debt payable</b>	23	The money, if any which the Board of Directors shall on the allotment of any Shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any Shares allotted by them shall immediately on the inscription of the name of the allottee in the Register of Members as the holder of such Shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.
<b>Liability of Members</b>	24	Every Member, or his heirs, executors or administrators to the extent of his assets which come to their hands, shall be liable to pay to the Company the portion of the capital represented by his Share which may, for the time being, remain unpaid thereon in such amounts at such time or times and in such manner as the Board of Directors shall, from time to time, in accordance with the Company's requirements require or fix for the payment there of.
<b>Dematerialization of securities</b>	25A	<p>Definitions:</p> <p><b>Beneficial Owner</b> “Beneficial Owner” means a person whose name is recorded as such with a Depository.</p> <p><b>SEBI</b> “SEBI” means the Securities and Exchange Board of India.</p> <p><b>Bye-Laws</b> “Bye-Laws” mean bye-laws made by a depository under Section 26 of the Depositories Act, 1996;</p> <p><b>Depositories Act</b> “Depositories Act” means the Depositories Act, 1996 including any statutory modifications or re-enactment thereof for the time being in force;</p> <p><b>Depository</b> “Depository” means a company formed and registered under the Companies Act, 1956 and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act,1992;</p> <p><b>Record</b> “Record” includes the records maintained in the form of books or stored in a computer or in such other form as may be determined by the regulations made by SEBI;</p> <p><b>Regulations</b> “Regulations” mean the regulations made by SEBI;</p> <p><b>Security</b> “Security” means such security as may be specified by SEBI.</p>

<b>Dematerialization of securities</b>	25B	Either on the Company or on the investor exercising an option to hold his securities with a depository in a dematerialized form, the Company shall enter into an agreement with the depository to enable the investor to dematerialize the Securities, in which event the rights and obligations of the parties concerned shall be governed by the Depositories Act.
<b>Options to receive security certificates or hold securities with depository</b>	25C	Every person subscribing to securities offered by the Company shall have the option to receive the Security certificates or hold securities with a depository.  Where a person opts to hold a Security with a depository, the Company shall intimate such depository the details of allotment of the Security, and on receipt of such information the depository shall enter in its record the name of the allotted as the Beneficial Owner of that Security.
<b>Securities in depositories to be in fungible form</b>	25D	All Securities held by a Depository shall be dematerialized and shall be in a fungible form;
<b>Rights of depositories and beneficial owners</b>	25E	<ol style="list-style-type: none"> <li>1) Notwithstanding anything to the contrary contained in the Articles, a Depository shall be deemed to be a registered owner for the purposes of effecting transfer of ownership of Security on behalf of the Beneficial Owner;</li> <li>2) Save as otherwise provided in (1) above, the Depository as a registered owner shall not have any voting rights or any other rights in respect of Securities held by it;</li> <li>3) Every person holding equity share capital of the Company and whose name is entered as Beneficial Owner in the Records of the Depository shall be deemed to be a Member of the Company. The Beneficial Owner shall be entitled to all the rights and benefits and be subjected to all the liabilities in respect of the Securities held by a Depository.</li> </ol>
<b>Depository To Furnish Information</b>	25F	Every Depository shall furnish to the Company information about the transfer of Securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws and the Company in that behalf.
<b>Service of documents</b>	25G	Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.
<b>Option to opt out in respect of any security</b>	25H	If a Beneficial Owner seeks to opt out of a Depository in respect of any Security, the Beneficial Owner shall inform the Depository accordingly. The Depository shall on receipt of information as above make appropriate entries in its Records and shall inform the Company. The Company shall, within thirty (30) days of the receipt of intimation from the depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the Beneficial Owner or the transferee as the case may be.
<b>Sections 45 and 56 of the Companies Act, 2013 not to apply</b>	25I	Notwithstanding anything to the contrary contained in the Articles: <ol style="list-style-type: none"> <li>1) Section 45 of the Companies Act, 2013 shall not apply to the Shares held with a Depository;</li> <li>2) Section 56 of the Companies Act, 2013 shall not apply to transfer of Security affected by the transferor and the transferee both of whom are entered as Beneficial Owners in the Records of a Depository.</li> </ol>

<b>Share certificate</b>	26	<p>(a) Every Member or allottee of Shares is entitled, without payment, to receive one certificate for all the Shares of the same class registered in his name.</p> <p>(b) Any two or more joint allottees or holders of Shares shall, for the purpose of this Article, be treated as a single Member and the certificate of any Share which may be the subject of joint ownership may be delivered to anyone of such joint owners, on behalf of all of them.</p>
<b>Limitation of time for issue of certificates</b>	26A	<p>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 three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within two months of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its Shares as the case may be. Every certificate of Shares shall be under the seal of the company and shall specify the number and distinctive numbers of Shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe 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.</p>
<b>Renewal of share certificates</b>	27	<p>No certificate of any Share or Shares shall be issued either in exchange for those, which are sub-divided or consolidated or in replacement of those which are defaced, torn or old, decrepit, worn-out, or where the pages on the reverse for recording transfer have been duly utilised unless the certificate in lieu of which it is issued is surrendered to the Company.</p> <p>PROVIDED THAT no fee shall be charged for issue of new certificate in replacement of those which are old, decrepit or worn out or where the pages on the reverse for recording transfer have been fully utilized.</p>
<b>Issue of new certificate in place of one defaced, lost or destroyed</b>	28	<p>If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the company deem adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every certificate under the article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.2/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new Certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.</p>
		<p>Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulations 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.</p>
		<p>The provision of this Article shall mutatis mutandis apply to Debentures of the Company.</p>

<b>The first name joint holder deemed sole holder</b>	29	If any Share(s) stands in the name of two or more persons, the person first named in the Register of Members shall, as regards receipt of dividends or bonus or service of notice and all or any other matters connected with Company except voting at Meetings and the transfer of the Shares be deemed the sole holder thereof but the joint holders of a Share shall severally as well as jointly be liable for the payment of all incidents thereof according to the Company's Articles.
<b>Issue of Shares without Voting Rights</b>	30	In the event it is permitted by law to issue shares without voting rights attached to them, the Directors may issue such share upon such terms and conditions and with such rights and privileges annexed thereto as thought fit and as may be permitted by law.
<b>Buy-Back of Shares and Securities</b>	31	Notwithstanding anything contained in these articles, in the event it is permitted by law for a company to purchase its own shares or securities, the Board of Directors may, when and if thought fit, buy back, such of the Company's own shares or securities as it may think necessary, subject to such limits, upon such terms and conditions, and subject to such approvals, provision of section 67 and SEBI (Buy Back of Shares) Regulations as may be permitted by law.
<b>Employees Stock Options Scheme/Plan</b>	32	The Directors shall have the power to offer , issue and allot Equity Shares in or Debentures (Whether fully/ partly convertible or not into Equity Shares) of the Company with or without Equity Warrants to such of the Officers, Employees, Workers of the Company or of its Subsidiary and / or Associate Companies or Managing and Whole Time Directors of the Company (hereinafter in this Article collectively referred to as “the Employees”) as may be selected by them or by the trustees of such trust as may be set up for the benefit of the Employees in accordance with the terms and conditions of the Scheme, trust, plan or proposal that may be formulated , created, instituted or set up by the Board of Directors or the Committee thereof in that behalf on such terms and conditions as the Board may in its discretion deem fit.
<b>Sweat Equity</b>	33	Subject to the provisions of the Act (including any statutory modification or re-enactment thereof, for the time being in force), shares of the Company may be issued at a discount or for consideration other than cash to Directors or employees who provide know-how to the Company or create an intellectual property right or other value addition.
<b>Postal Ballot</b>	34	The Company may pass such resolution by postal ballot in the manner prescribed by Section 110 of the Companies Act, 2013 and such other applicable provisions of the Act and any future amendments or re-enactment thereof and as may be required by any other law including Listing Regulations as amended from time to time. Notwithstanding anything contained in the provisions of the Act, the Company shall in the case of a resolution relating to such business, as the Central Government may, by notification, declare to be conducted only by postal ballot, get such resolution passed by means of postal ballot instead of transacting such business in a general meeting of the Company.
<b>Company not bound to recognize any interest in Shares other than of</b>	35	Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize, even when having notice thereof any equitable, contingent, future or partial interest in any Share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a Share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as holder thereof but the Board shall be at liberty at their



<b>registered holder</b>		sole discretion to register any Share in the joint names of any two or more persons (but not exceeding 4 persons) or the survivor or survivors of them.
<b>Trust recognized</b>	36	<p>(a) Except as ordered, by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize, even when having notice thereof, any equitable, contingent, future or partial interest in any Share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a Share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as holder thereof but the Board shall be at liberty at their sole discretion to register any Share in the joint names of any two or more persons (but not exceeding 4 persons) or the survivor or survivors of them.</p> <p>(b) Shares may be registered in the name of an incorporated Company or other body corporate but not in the name of a minor or of a person of unsound mind (except in case where they are fully paid) or in the name of any firm or partnership.</p>
<b>Declaration by person not holding beneficial interest in any Shares</b>	37	<p>1) Notwithstanding anything herein contained a person whose name is at any time entered in Register of Member of the Company as the holder of a Share in the Company, but who does not hold the beneficial interest in such Shares, shall, if so required by the Act within such time and in such forms as may be prescribed, make declaration to the Company specifying the name and other particulars of the person or persons who hold the beneficial interest in such Share in the manner provided in the Act.</p> <p>2) A person who holds a beneficial interest in a Share or a class of Shares of the Company, shall if so required by the Act, within the time prescribed, after his becoming such beneficial owner, make a declaration to the Company specifying the nature of his interest, particulars of the person in whose name the Shares stand in the Register of Members of the Company and such other particulars as may be prescribed as provided in the Act.</p> <p>3) Whenever there is a change in the beneficial interest in a Share referred to above, the beneficial owner shall, if so required by the Act, within the time prescribed, from the date of such change, make a declaration to the Company in such form and containing such particulars as may be prescribed in the Act</p> <p>4) Notwithstanding anything contained in the Act and Articles 35 and 36 hereof, where any declaration referred to above is made to the Company, the Company shall, if so required by the Act, make a note of such declaration in the Register of Members and file within the time prescribed from the date of receipt of the declaration a return in the prescribed form with the Registrar with regard to such declaration.</p>
<b>Funds of Company not to be applied in purchase of Shares of the Company</b>	38	No funds of the Company shall except as provided by Section 67 of the Companies Act, 2013 be employed in the purchase of its own Shares, unless the consequent reduction of capital is effected and sanction in pursuance of Sections 52, 55 (to the extent applicable) of Companies Act, 2013 and Sections 80 and 100 to 105 of the Companies Act, 1956 and these Articles or in giving either directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any Share in the Company in its holding Company.

**UNDERWRITING AND BROKERAGE**

<b>Commission may be paid</b>	39	Subject to the provisions of Section 40 of the Companies Act, 2013, the Company may at anytime pay commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any Shares in or debentures of the Company.
<b>Brokerage</b>	40	The Company may on any issue of Shares or Debentures or on deposits pay such brokerage as may be reasonable and lawful.
<b>Commission to be included in the annual return</b>	41	Where the Company has paid any sum by way of commission in respect of any Shares or Debentures or allowed any sums by way of discount in respect to any Shares or Debentures, such statement thereof shall be made in the annual return as required by Section 92 to the Companies Act, 2013.
<b>DEBENTURES</b>		
<b>Debentures with voting rights not to be issued</b>	42	<p>(a) The Company shall not issue any debentures carrying voting rights at any Meeting of the Company whether generally or in respect of particular classes of business.</p> <p>(b) Payments of certain debts out of assets subject to floating charge in priority to claims under the charge may be made in accordance with the provisions of Section 327 of the Companies Act,2013.</p> <p>(c) Certain charges (which expression includes mortgage) mentioned in Section 77 of the Companies Act, 2013 shall be void against the Liquidator or creditor unless registered as provided in Section 77 of the Companies Act,2013.</p> <p>(d) A contract with the Company to take up and pay debentures of the Company may be enforced by a decree for specific performance.</p> <p>(e) Unless the conditions of issue thereof otherwise provide, the Company shall (subject to the provisions of Section 56 of the Companies Act, 2013) within six months after the allotment of its debentures or debenture-stock and within one month after the application for the registration of the transfer of any such debentures or debentures-stock have completed and ready for delivery the certificate of all debenture- stock allotted or transferred.</p> <p>(f) The Company shall comply with the provisions of Section 71 of the Companies Act, 2013 as regards supply of copies of Debenture Trust Deed and inspection thereof.</p> <p>(g) The Company shall comply with the provisions of Section 2(16), 77 to87 (inclusive) of the Companies Act, 2013 as regards registration of charges.</p>
<b>CALLS</b>		
<b>Directors may make calls</b>	43	<p>(a) Subject to the provisions of Section 49 of the Companies Act, 2013 the Board of Directors may from time to time by a resolution passed at a meeting of a Board (and not by a circular resolution) make such calls as it thinks fit upon the Members in respect of all moneys unpaid on the Shares or by way of premium, held by them respectively and not by conditions of allotment thereof made payable at fixed time and each Member shall pay the amount of every call so made on him to person or persons and at the times and places appointed by the Board of Directors. A call may be made payable by installments. A call may be postponed or revoked as the Board may determine. No call shall be made payable within less than one month from the date fixed for the payment of the last preceding call.</p> <p>(b) The joint holders of a Share shall be jointly and severally liable to pay all calls in respect thereof.</p>

<b>Notice of call when to be given</b>	44	Not less than fourteen days notice in writing of any call shall be given by the Company specifying the time and place of payment and the person or persons to whom such call shall be paid.
<b>Call deemed to have been made</b>	45	A call shall be deemed to have been made at the time when the resolution authorizing such call was passed at a meeting of the Board of Directors and may be made payable by the Members of such date or at the discretion of the Directors on such subsequent date as shall be fixed by the Board of Directors.
<b>Directors may extend time</b>	46	The Directors may, from time to time, at their discretion, extend the time fixed for the payment of any call, and may extend such time as to all or any of the members who from residence at a distance or other cause, the Directors may deem fairly entitled to such extension, but no member shall be entitled to such extension, save as a matter of grace and favour.
<b>Amount payable at fixed time or by installments to be treated as calls</b>	47	If by the terms of issue of any Share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the Share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.
<b>When interest on call or installment payable</b>	48	If the sum payable in respect of any call or installment is not paid on or before the day appointed for the payment thereof, the holder for the time being or allottee of the Share in respect of which the call shall have been made or the installment shall be due, shall pay interest on the same at such rate not exceeding ten percent per annum as Directors shall fix from the day appointed for the payment thereof up to the time of actual payment but the Directors may waive payment of such interest wholly or in part.
<b>Evidence in action by Company against share holder</b>	49	On the trial of hearing of any action or suit brought by the Company against any Member or his Legal Representatives for the recovery of any money claimed to be due to the Company in respect of his Shares, it shall be sufficient to prove that the name of the Member in respect of whose Shares the money is sought to be recovered is entered on the Register of Members as the holder or as one of the holders at or subsequent to the date at which the money sought to be recovered is alleged to have become due on the Shares in respect of which the money is sought to be recovered, that the resolution making the call is duly recorded in the minute book and the notice of such call was duly given to the Member or his legal representatives sued in pursuance of these Articles and it shall not be necessary to prove the appointment of Directors who made such call, nor that a quorum of Directors was present at the Board meeting at which any call was made nor that the meeting at which any call was made was duly convened or constituted nor any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt.
<b>Payment in anticipation of calls may carry interest</b>	50	The Directors may, if they think fit, subject to the provisions of Section 50 of the Companies Act, 2013, agree to and receive from any Member willing to advance the same whole or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate, as the member paying such sum in advance and the Directors agree upon provided that money paid in advance of calls shall not confer

		<p>a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced.</p> <p>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.</p>
<b>LIEN</b>		
<b>Partial payment not to preclude forfeiture</b>	51	Neither the receipt by the Company of a portion of any money which shall, from time to time be due from any Member to the Company in respect of his Shares, either by way of principal or interest, or any indulgence granted by the Company in respect of the payment of such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such Shares as hereinafter provided.
<b>Company's lien on Shares/ Debentures</b>	52	The Company shall have first and paramount lien upon all Shares/Debentures (other than fully paid up Shares/ Debentures) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof, for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such Shares/ Debentures and no equitable interest in any Share shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such Shares/Debentures; Unless otherwise agreed the registration of a transfer of Shares/ Debentures shall operate as a waiver of the Company's lien if any, on such Shares/Debentures. The Directors may at any time declare any Shares/ Debentures wholly or in part exempt from the provisions of this Article.
<b>As to enforcing lien by sale</b>	53	<p>The Company may sell, in such manner as the Board thinks fit, any Shares on which the Company has lien for the purpose of enforcing the same.</p> <p><b>PROVIDED THAT</b> no sale shall be made:-</p> <p>(a) Unless a sum in respect of which the lien exists is presently payable; or</p> <p>(b) Until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is /presently payable has been given to the registered holder for the time being of the Share or the person entitled thereto by reason of his death or insolvency.</p> <p>For the purpose of such sale the Board may cause to be issued a duplicate certificate in respect of such Shares and may authorize one of their members to execute a transfer there from on behalf of and in the name of such Members.</p> <p>The purchaser shall not be bound to see 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.</p>
<b>Application of proceeds of sale</b>	54	<p>(a) The net proceeds of any such sale shall be received by the Company and applied in or towards satisfaction of such part of the amount in respect of which the lien exists as is presently payable, and</p> <p>(b) The residue if any, after adjusting costs and expenses if any incurred shall be paid to the person entitled to the Shares at the date of the sale (subject to a like lien for sums not presently payable as existed on the Shares before the sale).</p>

### FORFEITURE OF SHARES

<b>If money payable on Shares not paid notice to be given</b>	55	If any Member fails to pay the whole or any part of any call or any installments of a call on or before the day appointed for the payment of the same or any such extension thereof, the Board of Directors may, at any time thereafter, during such time as the call for installment remains unpaid, give notice to him requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.
<b>Sum payable on allotment to be deemed a call</b>	56	For the purposes of the provisions of these Articles relating to forfeiture of Shares, the sum payable upon allotment in respect of a share shall be deemed to be a call payable upon such Share on the day of allotment.
<b>Form of notice</b>	57	The notice shall name a day, (not being less than fourteen days from the day of the notice) and a place or places on and at which such call in installment and such interest thereon at such rate not exceeding eighteen percent per annum as the Directors may determine and expenses as aforesaid are to be paid. The notice shall also state that in the event of the non-payment at or before the time and at the place appointed, Shares in respect of which the call was made or installment is payable will be liable to be forfeited.
<b>In default of payment Shares to be forfeited</b>	58	If the requirements of any such notice as aforesaid are not complied with, any Share or Shares in respect of which such notice has been given may at any time thereafter before payment of all calls or installments, interests and expenses due in respect thereof, be forfeited by a resolution of the Board of Directors to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited Shares and not actually paid before the forfeiture.
<b>Notice of forfeiture to a Member</b>	59	When any Share 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 the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.
<b>Forfeited Shares to be the property of the Company and may be sold etc.</b>	60	Any Share so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted or otherwise disposed of, either to the original holder or to any other person, upon such terms and in such manner as the Board of Directors shall think fit.
<b>Member still liable for money owing at the time of forfeiture and interest</b>	61	Any Member whose Shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company on demand all calls, installments, interest and expenses owing upon or in respect of such Shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment, at such rate not exceeding eighteen percent per annum as the Board of Directors may determine and the Board of Directors may enforce the payment of such moneys or any part thereof, if it thinks fit, but shall not be under any obligation to do so.
<b>Effects of forfeiture</b>	62	The forfeiture of a Share shall involve the extinction at the time of the forfeiture, of all interest in and all claims and demand against the Company in respect of the Share and all other rights incidental to the Share, except only such of those rights as by these Articles are expressly saved.

<b>Power to annul forfeiture</b>	63	The Board of Directors may at any time before any Share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.
<b>Declaration of forfeiture</b>	64	<p>(a) A duly verified declaration in writing that the declarant is a Director, the Managing Director or the Manager or the Secretary of the Company, and that Share in the Company has been duly forfeited in accordance with these Articles, on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share.</p> <p>(b) The Company may receive the consideration, if any, given for the Share on any sale, re-allotment or other disposal thereof and may execute a transfer of the Share in favour of the person to whom the Share is sold or disposed off.</p> <p>(c) The person to whom such Share is sold, re-allotted or disposed of shall thereupon be registered as the holder of the Share.</p> <p>(d) Any such purchaser or allottee shall not (unless by express agreement) be liable to pay calls, amounts, installments, interests and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the dividends, interests or bonuses accrued or which might have accrued upon the Share before the time of completing such purchase or before such allotment.</p> <p>(e) Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share be effected by the irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the Shares.</p>
<b>Provisions of these articles as to forfeiture to apply in case of non-payment of any sum</b>	65	The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a Share becomes payable at a fixed time, whether on account of the nominal value of Share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
<b>Cancellation of shares certificates in respect of forfeited Shares</b>	66	Upon sale, re-allotment or other disposal under the provisions of these Articles, the certificate or certificates originally issued in respect of the said Shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting Member) stand cancelled and become null and void and of no effect and the Directors shall be entitled to issue a new certificate or certificates in respect of the said Shares to the person or persons entitled thereto.
<b>Evidence of forfeiture</b>	67	The declaration as mentioned in Article 64(a) of these Articles shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share.
<b>Validity of sale</b>	68	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached

		by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.
<b>Surrender of Shares</b>	69	The Directors may subject to the provisions of the Act, accept surrender of any share from any Member desirous of surrendering on such terms and conditions as they think fit.
<b>TRANSFER AND TRANSMISSION OF SHARES</b>		
<b>No transfers to minors etc.</b>	70	No Share which is partly paid-up or on which any sum of money is due shall in any circumstances be transferred to any minor, insolvent or person of unsound mind.
<b>Instrument transfer of</b>	71	The instrument of transfer shall be in writing and a common form of transfer shall be used and all provisions of Section 56 of the Companies Act, 2013 and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof.
<b>Application transfer for</b>	72	<p>(a) An application for registration of a transfer of the Shares in the Company may be made either by the transferor or the transferee.</p> <p>(b) Where the application is made by the transferor and relates to partly paid Shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.</p> <p>(c) For the purposes of clause (b) above notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post to the transferee at the address, given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.</p>
<b>Execution transfer of</b>	73	The instrument of transfer of any Share shall be duly stamped and executed by or on behalf of both the transferor and the transferee and shall be witnessed. The transferor shall be deemed to remain the holder of such Share until the name of the transferee shall have been entered in the Register of Members in respect thereof. The requirements of provisions of Section 56 of the Companies Act, 2013 and any statutory modification thereof for the time being shall be duly complied with.
<b>Transfer by legal representatives</b>	74	A transfer of Share in the Company of a deceased Member thereof made by his legal representative shall, although the legal representative is not himself a Member be as valid as if he had been a Member at the time of the execution of the instrument of transfer.
<b>Register of Members etc when closed</b>	75	The Board of Directors shall have power on giving not less than seven days previous notice by advertisement in some newspaper circulating in the district in which the registered office of the Company is situated to close the Register of Members and/or the Register of debentures holders, in accordance with Section 91 of the Companies Act, 2013 and rules made thereunder, at such time or times and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.
<b>Directors may refuse to register transfer</b>	76	Subject to the provisions of Section 58 & 59 of the Companies Act, 2013, 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.
<b>Death of one or more joint holders of Shares</b>	77	In case of the death of any one or more of the persons named in the Register of Members as the joint holders of any Share, the survivor or survivors shall be the only persons recognized by the Company as having any title or interest in such Share, but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on Shares held by him with any other person.
<b>Titles of Shares of deceased Member</b>	78	78.The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks it, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72 and 56 of the Companies Act, 2013.
<b>Notice of application when to be given</b>	79	Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Companies Act, 2013.
<b>Registration of persons entitled to Shares otherwise than by transfer (Transmission Clause)</b>	80	Subject to the provisions of the Act and Article 77 hereto, any person becoming entitled to Share in consequence of the death, lunacy, bankruptcy or insolvency of any Member or by any lawful means other than by a transfer in accordance with these Articles may, with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such title as the Board thinks sufficient, either be registered himself as the holder of the Share or elect to have some person nominated by him and approved by the Board registered as such holder; provided nevertheless, that if such person shall elect to have his nominee registered as a holder, he shall execute an instrument of transfer in accordance with the provisions herein contained, and until he does so, he shall not be freed from any liability in respect of the Shares. This clause is hereinafter referred to as the “Transmission Clause”.
<b>Refusal to register nominee</b>	81	Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse to register a person entitled by transmission to any Share of his nominee as if he were the transferee named in an ordinary transfer presented for registration.
<b>Person entitled may</b>	82	A person entitled to a Share by transmission shall subject to the right of the Directors to retain dividends or money as is herein provided, be entitled to receive



<b>receive dividend without being registered as a Member</b>		and may give a discharge for any dividends or other moneys payable in respect of the Share.
<b>No fee on transfer or transmissions</b>	83	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate & Letters of Administration, Certificate of Death or Marriage, Power of Attorney or other similar document.
<b>Transfer to be presented with evidence of title</b>	84	Every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by such evidence as the Board 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 may, 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.
<b>Company not liable for disregard of a notice prohibiting registration of transfer</b>	85	The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of Shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register 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 of the Company, and the Company shall not be bound to be required to regard or attend to 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 to do so, though it may have been entered or referred to in some book of the Company, but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.
<b>CONVERSION OF SHARES INTO STOCK AND RECONVERSION</b>		
<b>Share may be converted into stock</b>	86	The Company may, by Ordinary Resolution convert any fully paid up Share into stock, and reconvert any stock into fully paid-up Shares.
<b>Transfer of stock</b>	87	The several holders of such stock may transfer their respective interest therein or any part thereof in the same manner and subject to the same regulations under which the stock arose might before the conversion, have been transferred, or as near thereto as circumstances admit.  PROVIDED THAT the Board may, from time to time, fix the minimum amount of stock transferable, so however that such minimum shall not exceed the nominal amount of the Shares from which stock arose.
<b>Right of stockholders</b>	88	The holders of stock shall, according to the amount of stock held by them, have the same right, privileges and advantages as regards dividends, voting at meeting of the Company, and other matters, as if they held them in Shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in Shares, have conferred those privileges or advantages.

<b>Regulation applicable to stock and share warrant</b>	89	Such of the regulations of the Company as are applicable to the paid up Shares shall apply to stock and the words "Share" and "Shareholder" in these regulations shall include "stock" and "stock holder" respectively.
<b>BORROWING POWERS</b>		
<b>Power to borrow</b>	90	<p>Subject to the provisions of Sections 73, 74 and 179 of the Companies Act, 2013 and these Articles, the Board of Directors may, from time to time at its discretion by a resolution passed at a meeting of the Board, borrow, accept deposits from Members either in advance of calls or otherwise and generally raise or borrow or secure the payment of any such sum or sums of money for the purposes of the Company from any source.</p> <p>PROVIDED THAT, where the moneys to be borrowed together with the moneys already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the paid up capital of the Company and its free reserves (not being reserves set apart for any specific purpose) the Board of Directors shall not borrow such money without the sanction of the Company in General Meeting. No debts incurred by the Company in excess of the limit imposed by this Article shall be valid or effectual unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by this Article had been exceeded.</p>
<b>The payment or repayment of moneys borrowed</b>	91	The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board of Directors may think fit, and in particular in pursuance of a resolution passed at a meeting of the Board (and not by circular resolution) by the issue of bonds, debentures or debentures stock of the Company, charged upon all or any part of the property of the Company, (both present and future), including its un-called capital for the time being and the debentures and the debenture stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.
<b>Bonds, Debentures, etc. to be subject to control of Directors</b>	921	Any bonds, debentures, debenture-stock or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider being for the benefit of the Company.
<b>Terms of issue of Debentures</b>	93	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. However, 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.
<b>Mortgage of uncalled capital</b>	94	If any uncalled capital of the Company is included in or charged by mortgage or other security, the Directors may, subject to the provisions of the Act and these

		Articles, make calls on the Members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security has been executed.
<b>Indemnity may be given</b>	95	Subject to the provisions of the Act and these Articles, if the Directors or any of them or any other person shall incur or about to incur any liability as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.
<b>RELATED PARTY TRANSACTIONS</b>		
<b>Related Party Transactions</b>	96	<p>A. Subject to the provisions of the Act, the Company may enter into contracts with the Related Party which are at arm's length and are in ordinary course of business of the company with approval of the Audit Committee.</p> <p>B. Subject to the provisions of the Act, the Company may enter into contracts with the related parties which are of such nature wherein it requires consent of shareholders in terms of Act or Listing Regulations or any other law for the time being in force, with approval of the shareholders in the general meeting.</p>
<b>MEETING OF MEMBERS</b>		
<b>Annual General Meeting</b>	97	<p>i. An Annual General Meeting of the Company shall be held within six months after the expiry of each financial year, provided that not more than fifteen months shall lapse between the date of one Annual General Meeting and that of next.</p> <p>ii. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 96(1) of the Act to extend the time with which any Annual General Meeting may be held.</p> <p>iii. Every Annual General Meeting shall be called at a time during business hours i.e. 9 a.m. to 6 p.m., on a day that is not a National holiday, and shall be held at the 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.</p> <p>iv. The company may in any one Annual General Meeting fix the time for its subsequent Annual General Meeting.</p> <p>v. Every Member of the Company shall be entitled to attend, either in person or by proxy and the Auditors of the Company shall have the right to attend and be heard at any General Meeting which he attends on any part of the business which concerns him as an Auditor.</p> <p>vi. At every Annual General Meeting of the Company, there shall be laid on the table the Director's Report and Audited statement of accounts, the Proxy Register with proxies and the Register of Director's Shareholding, which Registers shall remain open and accessible during the continuance of the Meeting.</p> <p>vii. The Board shall cause to be prepared the annual list of Members, summary of share capital, balance sheet and profit and loss account and forward the same to the Registrar in accordance with Sections 92 and 137 of the Act.</p>
<b>Report statement and registers to be</b>	98	The Company shall in every Annual General Meeting in addition to any other Report or Statement lay on the table the Director's Report and audited statement of accounts, Auditor's Report (if not already incorporated in the audited statement

<b>laid before the Annual General Meeting</b>		of accounts), the Proxy Register with proxies and the Register of Director's Shareholdings, which Registers shall remain open and accessible during the continuance of the Meeting.
<b>Extra-Ordinary General Meeting</b>	99	All General Meeting other than Annual General Meeting shall be called Extra-Ordinary General Meeting.
<b>Requisitionists' Meeting</b>	100	<p>1) Subject to the provisions of Section 111 of the Companies Act, 2013, the Directors shall on the requisition in writing of such number of Members as is herein after specified:-</p> <ol style="list-style-type: none"> <li>a. Give to the Members of the Company entitled to receive notice of the next Annual General Meeting, notice of any resolution which may properly be moved and is intended to be moved at that meeting.</li> <li>b. Circulate to the Members entitled to have notice of any General Meeting sent to them, any statement with respect to the matter referred to in any proposed resolution or any business to be dealt with at that Meeting.</li> </ol> <p>2) The number of Members necessary for a requisition under clause (1) hereof shall be such number of Members as represent not less than one- tenth of the total voting power of all the Members having at the date of the resolution a right to vote on the resolution or business to which the requisition relates; or</p> <p>3) Notice of any such resolution shall be given and any such statement shall be circulated, to Members of the Company entitled to have notice of the Meeting sent to them by serving a copy of the resolution or statement to each Member in any manner permitted by the Act for service of notice of the Meeting and notice of any such resolution shall be given to any other Member of the Company by giving notice of the general effect of the resolution in any manner permitted by the Act for giving him notice of meeting of the Company. The copy of the resolution shall be served, or notice of the effect of the resolution shall be given, as the case may be in the same manner, and so far as practicable, at the same time as notice of the Meeting and where it is not practicable for it to be served or given at the time it shall be served or given as soon as practicable thereafter.</p> <p>4) The Company shall not be bound under this Article to give notice of any resolution or to circulate any statement unless:</p> <ol style="list-style-type: none"> <li>a. A copy of the requisition signed by the requisitionists (or two or more copies which between them contain the signature of all the requisitionists) is deposited at the Registered Office of the Company. <ol style="list-style-type: none"> <li>i. In the case of a requisition, requiring notice of resolution, not less than six weeks before the Meeting;</li> <li>ii. In the case of any other requisition, not less than two weeks before the Meeting, and</li> </ol> </li> <li>b. There is deposited or tendered with the requisition sum reasonably sufficient to meet the Company's expenses in giving effect thereto.</li> </ol> <p>PROVIDED THAT if, after a copy of the requisition requiring notice of a resolution has been deposited at the Registered Office of the Company, an Annual General Meeting is called for a date six weeks or less after such copy has been</p>

		<p>deposited, the copy although not deposited within the time required by this clause, shall be deemed to have been properly deposited for the purposes thereof.</p> <p>5) The Company shall also not be bound under this Article to circulate any statement, if on the application either of the Company or of any other person who claims to be aggrieved, the Company Law Board is satisfied that the rights conferred by this Article are being abused to secure needless publicity for defamatory matter.</p> <p>6) Notwithstanding anything in these Articles, the business which may be dealt with at Annual General Meeting shall include any resolution for which notice is given in accordance with this Article, and for the purposes of this clause, notice shall be deemed to have been so given, notwithstanding the accidental omission in giving it to one or more Members.</p>
<p><b>Extra-Ordinary General Meeting by Board and by requisition When a Director or any two Members may call an Extra-Ordinary General Meeting</b></p>	<p>101</p>	<p>(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of the Members as herein provided, forthwith proceed to convene Extra-Ordinary General Meeting of the Company.</p> <p>(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.</p>
<p><b>Contents of requisition, and number of requisitionists required and the conduct of Meeting</b></p>	<p>102</p>	<p>1) In case of requisition the following provisions shall have effect:</p> <p>(a) The requisition shall set out the matter for the purpose of which the Meeting is to be called and shall be signed by the requisitionists and shall be deposited at the Registered Office of the Company.</p> <p>(b) The requisition may consist of several documents in like form each signed by one or more requisitionists.</p> <p>(c) The number of Members entitled to requisition a Meeting in regard to any matter shall be such number as hold at the date of the deposit of the requisition, not less than one-tenth of such of the paid-up share capital of the Company as that date carried the right of voting in regard to that matter.</p> <p>(d) Where two or more distinct matters are specified in the requisition, the provisions of sub-clause (c) shall apply separately in regard to each such matter and the requisition shall accordingly be valid only in respect of those matters in regard to which the conditions specified in that clause are fulfilled.</p> <p>(e) If the Board does not, within twenty-one days from the date of the deposit of a valid requisition in regard to any matters, proceed duly to call a Meeting for the consideration of those matters on a day not later than forty-five days from the date of the deposit of the requisition, the Meeting may be called:</p> <ol style="list-style-type: none"> <li>i. by the requisitionists themselves; or</li> <li>ii. by such of the requisitionists as represent either a majority in value of the paid up share capital held by all of them or not less than one tenth</li> </ol>

		<p>of the paid-up share capital of the Company as is referred to in sub clauses (c) of clause (I) whichever is less.</p> <p>PROVIDED THAT for the purpose of this sub-clause, the Board shall, in the case of a Meeting at which a resolution is to be proposed as a Special Resolution, be deemed not to have duly convened the Meeting if they do not give such notice thereof as is required by sub-section (2) of Section 114 of the Companies Act, 2013.</p>
		<p>2) A meeting called under sub-clause (c) of clause (1) by requisitionists or any of them:</p> <p>(a) shall be called in the same manner as, nearly as possible, as that in which meeting is to be called by the Board; but</p> <p>(b) shall not be held after the expiration of three months from the date of deposit of the requisition.</p> <p>PROVIDED THAT nothing in sub-clause (b) shall be deemed to prevent a Meeting duly commenced before the expiry of the period of three months aforesaid, from adjourning to some days after the expiry of that period.</p>
		<p>3) Where two or more Persons hold any Shares in the Company jointly; a requisition or a notice calling a Meeting signed by one or some only of them shall, for the purpose of this Article, have the same force and effect as if it has been signed by all of them.</p>
		<p>4) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board to duly to call a Meeting shall be repaid to the requisitionists by the Company; and any sum repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration for their services to such of the Directors as were in default.</p>
<b>Length of notice of Meeting</b>	103	<p>1) A General Meeting of the Company may be called by giving not less than twenty-one days notice inwriting.</p> <p>2) A General Meeting may be called after giving shorter notice than that specified in clause (1) hereof, if consent is accorded thereto:</p> <p>i. In the case of Annual General Meeting by all the Members entitled to vote thereat; and</p> <p>ii. In the case of any other Meeting, by Members of the Company holding not less than ninety-five percent of such part of the paid up share capital of the Company as gives a right to vote at the Meeting.</p> <p>PROVIDED THAT where any Members of the Company are entitled to vote only on some resolution, or resolutions to be moved at a Meeting and not on the others, those Members shall be taken into account for the purposes of this clause in respect of the former resolutions and not in respect of the later.</p>
<b>Contents and manner of service of notice and persons on whom it is to be served</b>	104	<p>1) Every notice of a Meeting of the Company shall specify the place and the day and hour of the Meeting and shall contain a statement of the business to be transacted thereat.</p> <p>2) Subject to the provisions of the Act notice of every General Meeting shall be given;</p> <p>(a) to every Member of the Company, in any manner authorized by Section 20 of the Companies Act, 2013</p> <p>(b) to the persons entitled to a Share in consequence of the death or insolvency of a Member, by sending it through post in a prepaid letter addressed to</p>

		<p>them by name or by the title of representative of the deceased, or assignees of the insolvent, or by like description, at the address, if any in India supplied for the purpose by the persons claiming to be so entitled or until such an address has been so supplied, by giving the notice in any manner in which it might have been given if the death or insolvency had not occurred; and</p> <p>(c) to the Auditor or Auditors for the time being of the Company</p> <p>3) Every notice convening a Meeting of the Company shall state with reasonable prominence that a Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of himself and that a proxy need not be a Member of the Company.</p>
<b>Special and ordinary business and explanatory statement</b>	105	<p>1) (a) In the case of an Annual General Meeting all business to be transacted at the Meeting shall be deemed special, with the exception of business relating to</p> <ol style="list-style-type: none"> <li>i. the consideration of the accounts, balance sheet, the reports of the Board of Directors and Auditors;</li> <li>ii. the declaration of dividend;</li> <li>iii. the appointment of Directors in the place of those retiring; and</li> <li>iv. the appointment of, and the fixing of the remuneration of the Auditors, and</li> </ol> <p>(b) In the case of any other meeting, all business shall be deemed special.</p> <p>2) Where any items of business to be transacted at the Meeting of the Company are deemed to be special as aforesaid, there shall be annexed to the notice of the Meeting a statement setting out all material facts concerning each such item of business, including in particular the nature of the concern or interest, if any, therein of every Director.</p> <p>PROVIDED THAT where any such item of special business at the Meeting of the Company relates to or affects, any other company, the extent of shareholding interest in that other company of every Director of the Company shall also be set out in the statement, if the extent of such shareholding interest is not less than twenty percent of the paid up- share capital of the other company.</p> <p>3) Where any item of business consists of the according of approval to any document by the Meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.</p>
<b>Omission to give notice not to invalidate Proceedings</b>	106	The accidental omission to give such notice as aforesaid to or non-receipt thereof by any Member or other person to whom it should be given, shall not invalidate the proceedings of any such Meeting.
<b>MEETING OF MEMBERS</b>		
<b>Notice of business to be given</b>	107	No General Meeting, Annual or Extra-Ordinary shall be competent to enter upon, discuss or transact any business which has not been mentioned in the notice or notices convening the Meeting.
<b>Quorum</b>	108	The quorum for General Meetings shall be as under:- <ol style="list-style-type: none"> <li>i. five members personally present if the number of members as on the date of meeting is not more than one thousand;</li> </ol>

		<p>ii. fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand;</p> <p>iii. thirty members personally present if the number of members as on the date of the meeting exceeds five thousand;</p> <p>No business shall be transacted at the General Meeting unless the quorum requisite is present at the commencement of the Meeting. A body corporate being a Member shall be deemed to be personally present if it is represented in accordance with Section 113 of the Companies Act, 2013. The President of India or the Governor of a State being a Member of the Company shall be deemed to be personally present if it is presented in accordance with Section 113 of the Companies Act,2013.</p>
<b>If quorum not present when Meeting to be dissolved and when to be adjourned</b>	109	<p>If within half an hour from the time appointed for holding a Meeting of the Company, a quorum is not present, the Meeting, if called by or upon the requisition of the Members shall stand dissolved and in any other case the Meeting shall stand, adjourned to the same day in the next week or if that day is a public holiday until the next succeeding day which is not a public holiday, at the same time and place or to such other day and at such other time and place as the Board may determine. If at the adjourned meeting also, a quorum is not present within half an hour from the time appointed for holding the Meeting, the Members present shall be a quorum and may transact the business for which the Meeting was called.</p>
<b>Resolution passed at adjourned Meeting</b>	110	<p>Where a resolution is passed at an adjourned Meeting of the Company, the resolution for all purposes is treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.</p>
<b>Chairman of General Meeting.</b>	111	<p>At every General Meeting the Chair shall be taken by the Chairman of the Board of Directors. If at any Meeting, the Chairman of the Board of Directors is not present within ten minutes after the time appointed for holding the Meeting or though present, is unwilling to act as Chairman, the Vice Chairman of the Board of Directors would act as Chairman of the Meeting and if Vice Chairman of the Board of Directors is not present or, though present, is unwilling to act as Chairman, the Directors present may choose one of themselves to be a Chairman, and in default or their doing so or if no Directors shall be present and willing to take the Chair, then the Members present shall choose one of themselves, being a Member entitled to vote, to be Chairman.</p>
<b>Act for resolution sufficiently done or passed by Ordinary Resolution unless otherwise required</b>	112	<p>Any act or resolution which, under the provisions of these Articles or of the Act, is permitted or required to be done or passed by the Company in General Meeting shall be sufficiently done so or passed if effected by an Ordinary Resolution unless either the Act or the Articles specifically require such act to be done or resolution be passed by a Special Resolution.</p>
<b>Business confined to election of Chairman</b>	113	<p>No business shall be discussed at any General Meeting except the election of a Chairman whilst the Chair is vacant.</p>



<b>whilst the Chair is vacant</b>		
<b>Chairman may adjourn Meeting</b>	114	<p>(a) The Chairman may with the consent of Meeting at which a quorum is present and shall if so directed by the Meeting adjourn the Meeting from time to time and from place to place.</p> <p>(b) No business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place</p> <p>(c) When a Meeting is adjourned for thirty days or more notice of the adjourned Meeting shall be given as in the case of an original Meeting.</p> <p>(d) Save as aforesaid, it shall not be necessary to give any notice of an adjournment of or of the business to be transacted at any adjourned Meeting.</p>
<b>How questions are decided at Meetings</b>	115	Every question submitted to a General Meeting shall be decided in the first instance by a show of hands unless the poll is demanded as provided in these Articles.
<b>Chairman's declaration of result of voting on show of hands</b>	116	A declaration by the Chairman of the Meeting that on a show of hands, a resolution has or has not been carried either unanimously or by a particular majority, and an entry to that effect in the book containing the minutes of the proceeding of the Company's General Meeting shall be conclusive evidence of the fact, without proof of the number or proportion of votes cast in favour of or against such resolution.
<b>Demand of poll</b>	117	Before or on the declaration of the result of the voting on any resolution on a show of hands a poll may be ordered to be taken by the Chairman of the Meeting on his own motion and shall be ordered to be taken by him on a demand made in that behalf by any Member or Members present in person or by proxy and holding Shares in the Company which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution, or on which an aggregate sum of not less than fifty thousand rupees has been paid up. The demand for a poll may be withdrawn at any time by the Person or Persons who made the demand.
<b>Time of taking poll</b>	118	A poll demanded on a question of adjournment or election of a Chairman shall be taken forthwith. A poll demanded on any other question shall be taken at such time not being later than forty-eight hours from the time when the demand was made and, in such manner, and place as the Chairman of the Meeting may direct and the result of the poll shall be deemed to be the decision of the Meeting on the resolution on which the poll was taken.
<b>Chairman's casting vote</b>	119	In the case of equality of votes, the Chairman shall both on a show of hands and on a poll (if any) have a casting vote in addition to the vote or votes to which he may be entitled as a Member.
<b>Appointment of scrutinizers</b>	120	Where a poll is to be taken, the Chairman of the Meeting shall appoint two scrutinizers to scrutinise the vote given on the poll and to report thereon to him. One of 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 scrutineer from office and fill vacancies in the office of the scrutineer arising from such removal or from any other cause.

<b>Demand for poll not to prevent transaction of other business</b>	121	The demand for a poll shall not prevent transaction of other business (except on the question of the election of the Chairman and of an adjournment) other than the question on which the poll has been demanded.
<b>Special notice</b>	122	Where by any provision contained in the Act or in these Articles, special notice is required for any resolution, the notice of the intention to move the resolution shall be given to the Company not less than fourteen days before the Meeting at which it is to be moved, exclusive of the day which the notice is served or deemed to be served on the day of the Meeting. The Company shall immediately after the notice of the intention to move any such resolution has been received by it, give its Members notice of the resolution in the same manner as it gives notice of the Meeting, or if that is not practicable shall give them notice thereof, either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by these presents not less than seven days before the Meeting.
<b>VOTES OF MEMBERS</b>		
<b>Member paying money in advance not to be entitled to vote in respect thereof</b>	123	A Member paying the whole or a part of the amount remaining unpaid on any Share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of moneys so paid by him until the same would but for such payment become presently payable.
<b>Restriction on exercise of voting rights of Members who have not paid calls</b>	124	No Member shall exercise any voting rights in respect of any Shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.
<b>Number of votes to which Member entitled</b>	125	<p>Subject to the provisions of Article 123, every Member of the Company holding any equity share capital and otherwise entitled to vote shall, on a show of hands when present in person (or being a body corporate present by a representative duly authorized) have one vote and on a poll, when present in person (including a body corporate by a duly authorized representative), or by an agent duly authorized under a Power of Attorney or by proxy, his voting right shall be in proportion to his share of the paid-up equity share capital of the Company.</p> <p>Provided however, if any preference shareholder is present at any meeting of the Company, (save as provided in sub-section (2) of Section 47 of Companies Act, 2013) he shall have a right to vote only on resolutions before the Meeting which directly affect the rights attached to his preference shares.</p> <p>A Member is not prohibited from exercising his voting rights on the ground that he has not held his Shares or interest in the Company for any specified period preceding the date on which the vote is taken.</p>

<b>Votes of Members of unsound mind</b>	126	A Member of unsound mind, or in respect of whom 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.
<b>Votes of joint Members</b>	127	If there be joint registered holders of any Shares, one of such persons may vote at any Meeting personally or by an agent duly authorized under a Power of Attorney or by proxy in respect of such Shares, as if he were solely entitled there to 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 either personally or by agent or by proxy, that one of the said persons so present whose name appears higher on the Register of Members shall alone be entitled to speak and to vote in respect of such Shares, but the other holder(s) shall be entitled to vote in preference to a person present by an agent duly authorized under a Power of Attorney or by proxy although the name of such person present by agent or proxy stands first or higher in the Register of Members in respect of such Shares. Several executors or administrators of a deceased Member in whose name Shares stand shall for the purpose of these Articles be deemed joint holders thereof.
<b>Representation of body corporate</b>	128	<p>(a) A body corporate (whether a company within the meaning of the Act or not) may, if it is a Member or creditor of the Company (including a holder of Debentures) authorize such person as it thinks fit by a resolution of its Board of Directors or other governing body, to act as its representative at any Meeting of the Company or any class of shareholders of the Company or at any meeting of the creditors of the Company or Debenture-holders of the Company. A person authorized by resolutions aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise if it were an individual Member, shareholder, creditor or holder of Debentures of the Company. The production of a copy of the resolution referred to above certified by a Director or the Secretary of such body corporate before the commencement of the Meeting shall be accepted by the Company as sufficient evidence of the validity of the said representatives' appointment and his right to vote thereat.</p> <p>(b) Where the President of India or the Governor of a State is a Member of the Company, the President or as the case may be the Governor may appoint such person as he thinks fit to act as his representative at any Meeting of the Company or at any meeting of any class of shareholders of the Company and such a person shall be entitled to exercise the same rights and powers, including the right to vote by proxy, as the President, or as the case may be, the Governor could exercise as a Member of the Company.</p>
<b>Votes in respects of deceased or insolvent Members</b>	129	Any person entitled under the Transmission Article to transfer any Shares may vote at any General Meeting in respect thereof in the same manner as if he was the registered holder of such Shares; provided that at least forty-eight hours before the time of holding the Meeting or adjourned Meeting, as the case may be, at which he proposes to vote, he shall satisfy the Directors of the right to transfer such Shares and give such indemnity (if any) as the Directors may require unless the Directors shall have previously admitted his right to vote at such Meeting in respect thereof.
<b>Voting in person or by proxy</b>	130	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 105 of the Companies Act, 2013.
<b>Rights of Members to use votes differently</b>	131	On a poll taken at a Meeting of the Company a Member entitled to more than one vote or his proxy, or other persons entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.
<b>Proxies</b>	132	Any Member of the Company entitled to attend and vote at a Meeting of the Company, shall be entitled to appoint another person (whether a Member or not) as his proxy to attend and vote instead of himself. PROVIDED that a proxy so appointed shall not have any right whatsoever to speak at the Meeting. Every notice convening a Meeting of the Company shall state that a Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of himself, and that a proxy need not be a Member of the Company.
<b>Proxy either for specified meeting or for a period</b>	133	An instrument of proxy may appoint a proxy either for the purposes of a particular Meeting specified in the instrument and any adjournment thereof or it may appoint a proxy for the purpose of every Meeting to be held before a date specified in the instrument and every adjournment of any such Meeting.
<b>No proxy to vote on a show of hands</b>	134	No proxy shall be entitled to vote by a show of hands.
<b>Instrument of proxy when to be deposited</b>	135	The instrument appointing a proxy and the Power of Attorney or authority (if any) under which it is signed or a notarially certified copy of that Power of Attorney or authority, shall be deposited at the Registered Office of the Company atleast forty eight hours before the time for holding the Meeting at which the person named in the instrument purposes to vote and in default the instrument of proxy shall not be treated as valid.
<b>Form of Proxy</b>	136	Every instrument of proxy whether for a specified Meeting or otherwise shall, as nearly as circumstances will admit, be in any of the forms as prescribed in the Companies Act, 2013, and signed by the appointer or his attorney duly authorized in writing or if the appointer is a body corporate, be under its seal or be signed by any officer or attorney duly authorized by it.
<b>Validity of votes given by proxy notwithstanding revocation of authority</b>	137	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 revocation of the proxy or of any Power of Attorney under which such proxy was signed, or the transfer of the Share in respect of which the vote is given, provided that no intimation in writing of the death, insanity, revocation or transfer shall have been received by the Company at the Registered Office before the commencement of the Meeting or adjourned Meeting at which the proxy is used provided nevertheless that the Chairman of any Meeting shall be entitled to require such evidence as he may in his discretion think fit of the due execution of an instrument of proxy and of the same not having been revoked.
<b>Time for objection to vote</b>	138	No objection shall be made to the qualification of any voter or to the validity of a vote except at the Meeting or adjourned Meeting at which the vote objected to is given or tendered, and every vote, whether given personally or by proxy, not disallowed at such Meeting, shall be valid for all proposes and such objection made in due time shall be referred to the Chairman of the Meeting.
<b>Chairman of any Meeting</b>	139	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 a poll shall be the

<b>to be the judge of Validity of any value</b>		sole judge of the validity of every vote tendered at such poll. The decision of the Chairman shall be final and conclusive.
<b>Custody of Instrument</b>	140	If any such instrument of appointment is confined to the object of appointing at attorney or proxy for voting at Meetings of the Company, it shall remain permanently or for such time as the Directors may determine, in the custody of the Company. If such instrument embraces other objects, a copy thereof examined with the original shall be delivered to the Company to remain in the custody of the Company.
<b>DIRECTORS</b>		
<b>Number of Directors</b>	141	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Companies Act, 2013, the number of Directors shall not be less than three and not more than fifteen.
	141A	First Directors of the Company were: <ul style="list-style-type: none"> <li>i. Mr. Alok Sharma</li> <li>ii. Mrs. Shashi Bala</li> <li>iii. Mr. Chirag Sharma</li> <li>iv. Mr. kapil Rana</li> </ul>
<b>Appointment of Directors</b>	142	The appointment of Directors of the Company shall be in accordance with the provisions of the Act and these Articles, to the extent applicable.
<b>Debenture Directors</b>	143	Any Trust Deed for securing Debentures may if so arranged, provide for the appointment, from time to time by the Trustees thereof or by the holders of Debentures, of some person to be a Director of the Company and may empower such Trustees or holder of Debentures, from time to time, to remove and re-appoint any Director so appointed. The Director appointed under this Article is herein referred to as "Debenture Director" and the term "Debenture Director" means the Director for the time being in office under this Article. The Debenture Director shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be agreed between the Company and the Trustees and all such provisions shall have effect notwithstanding any of the other provisions contained herein.
<b>Nominee Director or Corporation Director</b>	144	(a) Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any Finance Corporation or Credit Corporation or to any Financing company or body, (which corporation or body is hereinafter in this Article referred to as "the corporation") out of any loans granted or to be granted by them to the Company or so long as the corporation continue to hold Debentures in the Company by direct subscription or private placement, or so long as the Corporation holds Shares in the Company as a result of underwriting or direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time any person or persons as a Director, whole time or non-whole time (which Director or Directors is/are hereinafter referred to as "Nominee Director(s)") on the Board of the Company and to remove from such office any persons so appointed and to appoint any person or persons in his/their places.
		(b) The Board of Directors of the Company shall have no power to remove from office the Nominee Director(s). Such Nominee Director(s) shall not be required

		to hold any Share qualification in the Company. Further Nominee Director shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Directors(s) shall be entitled to the same rights and privileges and be subject to the obligations as any other Director of the Company.
		(c) The Nominee Director(s) so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation and the Nominee Director/s so appointed in exercise of the said power, shall ipso facto vacate such office immediately on the moneys owing by the Company to the Corporation being paid off.
		(d) The Nominee Director(s) appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and all the Meetings of the Committee of which the Nominee Director(s) is/are Member(s) as also the minutes of such Meetings. The Corporation shall also be entitled to receive all such notices and minutes.
		(e) The sitting fees in relation to such Nominee Director(s) shall also accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any other fees, commission, moneys or remuneration in any form is payable to the Nominee Director of the Company, such fees, commission, moneys and remuneration in relation to such Nominee Director(s) shall accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director(s), in connection with their appointment or Directorship, shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Director/s provided that if any such Nominee Director/s is/are an officer(s) of the Corporation.
		Provided also that in the event of the Nominee Director(s) being appointed as Whole-time Director(s); such Nominee Director/s shall exercise such power and duties as may be approved by the lenders and have such rights as are usually exercised or available to a whole-time Director in the management of the affairs of Company. Such Nominee Director shall be entitled to receive such remuneration, fees, commission and moneys as may be approved by the Corporation(s) nominated by him.
<b>Special Director</b>	145	<p>(a) In connection with any collaboration arrangement with any company or corporation or any firm or person for supply of technical know-how and/or machinery or technical advice the directors may authorize such company, corporation, firm or person herein-after in this clause referred to as “collaboration” to appoint from time to time any person as director of the company (hereinafter referred to as “special director”) and may agree that such special director shall not be liable to retire by rotation and need not possess any qualification shares to qualify him for office of such director, so however that such special director shall hold office so long as such collaboration arrangement remains in force unless otherwise agreed upon between the Company and such collaborator under the collaboration arrangements or at any time thereafter.</p> <p>(b) The collaborators may at any time and from time to time remove any such special director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as special director in his place and such appointment or removal shall be</p>

		<p>made in writing signed by such company or corporation or any partner or such person and shall be delivered to the Company at its registered office.</p> <p>(c) It is clarified that every collaborator entitled to appoint a director under this article may appoint one such person as a director and so that if more than one collaborator is so entitled there may be at any time as may special directors as the collaborators eligible to make the appointment.</p>
<b>Limit on number of non-retiring Directors</b>	146	The provisions of Articles 143, 144 and 145 are subject to the provisions of Section 152 of the Companies Act, 2013 and number of such Directors appointed shall not exceed in the aggregate one third of the total number of Directors for the time being in office.
<b>Alternate Director</b>	147	The Board may appoint, an Alternate Director recommended for such appointment by the Director (hereinafter in this Article called "the Original Director") to act for him during his absence for a period of not less than three months from the State in which the meetings of the Board are ordinarily held. Every such Alternate Director shall, subject to his giving to the Company an address in India at which notice may be served on him, be entitled to notice of meetings of Directors and to attend and vote as a Director and be counted for the purposes of a quorum and generally at such Meetings to have and exercise all the powers and duties and authorities of the Original Director. The Alternate Director appointed under this Article shall vacate office as and when the Original Director returns to the State in which the meetings of the Board are ordinarily held and if the term of office of the Original Director is determined before he returns to as aforesaid, any provisions in the Act or in these Articles for automatic reappointment of retiring Director in default of another appointment shall apply to the Original Director and not the Alternate Director.
<b>Directors may fill in vacancies</b>	148	The Directors shall have power at any time and from time to time to appoint any person to be a Director to fill a casual vacancy. Such casual vacancy shall be filled by the Board of Directors at a meeting of the Board. Any person so appointed shall hold office only up to the date to which the Director in whose place he is appointed would have held office, if it had not been vacated as aforesaid. However, he shall then be eligible for re-election.
<b>Additional Directors</b>	149	Subject to the provisions of Section 161 of the Companies Act, 2013 the Directors shall have the power at any time and from time to time to appoint any other person to be a Director as an addition to the Board ("Additional Director") so that the total number of Directors shall not at any time exceed the maximum fixed by these Articles. Any person so appointed as an Additional Director to the Board shall hold his office only up to the date of the next Annual General Meeting and shall be eligible for election at such Meeting.
<b>Qualification shares</b>	150	A Director need not hold any qualification shares.
<b>Directors' sitting fees</b>	151	The fees payable to a Director for attending each Board meeting shall be such sum as may be fixed by the Board of Directors not exceeding such sum as may be prescribed by the Central Government for each of the meetings of the Board or a Committee thereof and adjournments thereto attended by him. The Directors, subject to the sanction of the Central Government (if any required) may be paid such higher fees as the Company in General Meeting shall from time to time determine.
<b>Extra remuneration to</b>	152	Subject to the provisions of Sections 188 and 197 of the Companies Act, 2013, if any Director, being willing, shall be called upon to perform extra services (which expression shall include work done by a Director as a Member of any Committee

<p><b>Directors for special work</b></p>		<p>formed by the Directors or in relation to signing share certificate) or to make special exertions in going or residing or residing out of his usual place of residence or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or otherwise as may be determined by the Director, and such remuneration may be either in addition to or in substitution for his share in the remuneration herein provided.</p> <p>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:</p> <ul style="list-style-type: none"> <li>i. by way of monthly, quarterly or annual payment with the approval of the Central Government; or</li> <li>ii. by way of commission if the Company by a Special Resolution authorized such payment.</li> </ul>
<p><b>Traveling expenses incurred by Directors on Company's business</b></p>	<p>153</p>	<p>The Board of Directors may subject to the limitations provided by the Act allow and pay to any Director who attends a meeting of the Board of Directors or any Committee thereof or General Meeting of the Company or in connection with the business of the Company at a place other than his usual place of residence, for the purpose of attending a Meeting such sum as the Board may consider fair compensation for traveling, hotel, and other incidental expenses properly incurred by him in addition to his fees for attending such Meeting as above specified.</p>
<p><b>Director may act notwithstanding vacancy</b></p>	<p>154</p>	<p>The continuing Director or Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the quorum fixed by these Articles for a meeting of the Board, the Director or Directors may act for the purpose of increasing the number of Directors or that fixed for the quorum or for summoning a General Meeting of the Company but for no other purposes.</p>
<p><b>Board resolution necessary for certain contracts</b></p>	<p>155</p>	<p>(a) Subject to the provisions of Section 188 of the Companies Act, 2013, except with the consent of the Board of Directors of the Company, a Director of the Company or his relative, a firm in which such a Director or relative is partner, any other partner in such a firm or a private company of which the Director is a member or director, shall not enter into any contract with the Company:</p> <ul style="list-style-type: none"> <li>(a) For the sale, purchase or supply of goods, materials or services; or</li> <li>(b) for underwriting the subscription of any Share in or debentures of the Company;</li> <li>(c) nothing contained in clause (a) of sub-clause (1) shall affect:- <ul style="list-style-type: none"> <li>i. the purchase of goods and materials from the Company, or the sale of goods and materials to the Company by any Director, relative, firm, partner or private company as aforesaid for cash at prevailing market prices; or</li> <li>ii. any contract or contracts between the Company on one side and any such Director, relative, firm, partner or private company on the other for sale, purchase or supply of any goods, materials and services in which either the Company, or the Director, relative, firm, partner or private company, as the case may be regularly trades or does business.</li> </ul> </li> </ul> <p><b>PROVIDED THAT</b> such contract or contracts do not relate to goods and materials the value of which, or services the cost of which, exceeds five thousand rupees in the aggregate in any year comprised in the period of the contract or contracts.</p>



		<p>(b) Notwithstanding any contained in sub-clause (1) hereof, a Director, relative, firm partner or private company as aforesaid may, in circumstances of urgent necessity, enter without obtaining the consent of the Board, into any contract with the Company for the sale, purchase or supply of any goods, materials or services even if the value of such goods or cost of such services exceeds rupees five thousand in the aggregate in any year comprised in the period of the contract; but in such a case the consent of the Board shall be obtained at a Meeting within three months of the date on which the contract was entered into.</p> <p>(c) Every consent of the Board required under this Article shall be accorded by a resolution passed at a meeting of the Board required under clause and the same shall not be deemed to have been given within the meaning of that clause unless the consent is accorded before the contract is entered into or within three months of the date on which was entered into</p> <p>(d) If consent is not accorded to any contract under this Article, anything done in pursuance of the contract will be voidable at the option of the Board.</p> <p>(e) The Directors, so contracting or being so interested shall not be liable to the Company for any profit realized by any such contract or the fiduciary relation there by established.</p>
<b>Disclosure to the Members of Directors' interest in contract appointing Managers, managing Director or Whole-time Director</b>	156	<p>When the Company:-</p> <p>(a) enters into a contract for the appointment of a Managing Director or Whole-time Director in which contract any Director of the Company is whether directly or indirectly, concerned or interested; or</p> <p>(b) varies any such contract already in existence and in which a Director is concerned or interested as aforesaid, the provisions of Section 190 of the Companies Act, 2013 shall be complied with.</p>
<b>Directors of interest General notice of disclosure</b>	157	<p>(a) A Director of the Company who is in any way, whether directly or indirectly concerned or interested in a contract 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 Section 184 of the Companies Act, 2013.</p> <p>(b) A general notice, given to the Board by the Director to the effect that he is a director or is a member of a specified body corporate or is a member of a specified firm under Sections 184 of the Companies Act, 2013 shall expire at the end of the financial year in which it shall be given but may be renewed for a further period of one financial year at a time by fresh notice given in the last month of the financial year in which it would have otherwise expired. No such general notice and no renewal thereof shall be of effect unless, either it is given at a meeting of the Board or the Director concerned takes reasonable steps to secure that is brought up and read at the first meeting of the Board after it is given.</p>
<b>Directors and Managing Director</b>	158	<p>Subject to the provisions of the Act the Directors (including a Managing Director and Whole time Director) shall not be disqualified by reason of his or their office as such from holding office under the Company or from contracting with the Company either as vendor, purchaser, lender, agent, broker, lessor or lessee or</p>

<p><b>may contract with Company</b></p>		<p>otherwise, nor shall any such contract or any contracts or arrangement entered into by or on behalf of the Company with any Director or with any company or partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting be liable to account to the Company for any profit realized by such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established, but it is declared that the nature of his interest shall be disclosed as provided by Section 184 of the Companies Act, 2013 and in this respect all the provisions of Section 184 and 189 of the Companies Act, 2013 shall be duly observed and complied with.</p>
<p><b>Disqualification of the Director</b></p>	<p>159</p>	<p>A person shall not be capable of being appointed as a Director of the Company if:-</p> <ul style="list-style-type: none"> <li>(a) he has been found to be of unsound mind by a Court of competent jurisdiction and the finding is in force;</li> <li>(b) he is an un-discharged insolvent;</li> <li>(c) he has applied to be adjudged an insolvent and his application is pending;</li> <li>(d) he has been convicted by a Court of any offence involving moral turpitude sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence;</li> <li>(e) he has not paid any call in respect of Shares of the Company held by him whether alone or jointly with others and six months have lapsed from the last day fixed for the payment of the call; or</li> <li>(f) an order disqualifying him for appointment as Director has been passed by a Court, unless the leave of the Court has been obtained for his appointment.</li> </ul>
<p><b>Vacation of office by Directors</b></p>	<p>160</p>	<p>The office of Director shall become vacant if:-</p> <ul style="list-style-type: none"> <li>(a) he is found to be of unsound mind by a Court of competent jurisdiction; or</li> <li>(b) he applies to be adjudged an insolvent; or</li> <li>(c) he is adjudged an insolvent; or</li> <li>(d) he is convicted by a Court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for less than six months; or</li> <li>(e) he fails to pay any call in respect of Shares of the Company held by him, whether alone or jointly with others within six months from the last date fixed for the payment of the call unless the Central Government, by a notification in the Official Gazette removes the disqualification incurred by such failure; or</li> <li>(f) absents himself from three consecutive meetings of the Board of Directors, or from all meetings of the Board for a continuous period of three months, whichever is longer, without obtaining leave of absence from the Board; or</li> <li>(g) he (whether by himself or by any person for his benefit or on his account or any firm in which he is a partner or any private company of which he is a director), accepts a loan, or any guarantee or security for a loan, from the Company in contravention of Section 185 of the Companies Act, 2013; or</li> <li>(h) he being in any way whether directly or indirectly concerned or interested in a contract or arrangement or proposed contract or arrangement, entered into or to be entered into by or on behalf of the Company fails to disclose the nature of his concern or interest at a meeting of the Board of Directors as required by Section 184 of the Companies Act, 2013; or</li> <li>(i) he is removed by an Ordinary Resolution of the Company before the expiry of his period of notice; or</li> <li>(j) if by notice in writing to the Company, he resigns his office, or</li> </ul>

		(k) having been appointed as a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company.
<b>Vacation of office by Directors (contd.)</b>	161	<p>Notwithstanding anything contained in sub-clauses (c), (d) and (i) of Article 160 hereof, the disqualification referred to in these clauses shall not take effect:</p> <p>(a) for thirty days from the date of the adjudication, sentence or order;</p> <p>(b) where any appeal or petition is preferred within thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence or order until the expiry of seven days from the date on which such appeal or petition is disposed of; or</p> <p>(c) where within the seven days aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order, and the appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed of.</p>
<b>Removal of Directors</b>	162	<p>(a) The Company may subject to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and these Articles by Ordinary Resolution remove any Director not being a Director appointed by the Central Government in pursuance of Section 242 of the Companies Act, 2013 before the expiry of his period of office.</p> <p>(b) Special Notice as provided by these Articles or Section 115 of the Companies Act, 2013 shall be required of 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.</p>
		<p>(c) 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 a Company) shall be entitled to be heard on the resolution at the Meeting.</p> <p>(d) where notice is 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 reasonable length) and requests their notification to Members of the Company, the Company shall, unless the representations are, received by it too late for it to do so:</p> <ol style="list-style-type: none"> <li>i. in the notice of the resolution given to the Members of the Company state the fact of the representations having been made, and</li> <li>ii. send a copy of the representations to every Member of the Company to whom notice of the Meeting is sent (before or after the representations by the Company) and if a copy of the representations is not sent 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 representation shall be read out at the Meeting:</li> </ol> <p>Provided that copies of the representation need not be sent or 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 concerned by this sub-clause are being abused to secure needless publicity for defamatory matter.</p>
		(e) A vacancy created by the removal of the Director under this Article may, if he had been appointed by the Company in General Meeting or by the Board, in pursuance of Article 153 or Section 161 of the Companies Act, 2013 be filled by the appointment of another Director in his place by the Meeting at which he is removed, provided special notice of the intended appointment has been given

		<p>under clause (b) hereof. A Director so appointed shall hold office until the date upto which his predecessor would have held office if he had not been removed as aforesaid.</p> <p>(f) If the vacancy is not filled under sub-clause (e) hereof, it may be filled as a casual vacancy in accordance with the provisions, in so far as they are applicable of Article 148 or Section 161 of the Companies Act, 2013 and all the provisions of that Article and Section shall apply accordingly</p> <p>Provided that the Director who was removed from office under this Article shall not be re-appointed as a Director by the Board of Directors.\</p> <p>(g) Nothing contained in this Article shall be taken:-</p> <ol style="list-style-type: none"> <li>i. as depriving a person removed hereunder of any compensation of damages payable to him in respect of the termination of his appointment as Director, or</li> <li>ii. as derogating from any power to remove a Director which may exist apart from this Article.</li> </ol>
<b>Interested Directors not to participate or vote in Board's proceedings</b>	163	<p>No Director shall as a Director take part in the discussion of or vote on any contract arrangement or proceedings entered into or to be entered into by or on behalf of the Company, if he is in any way, whether directly or indirectly, concerned or interested in such contract or arrangement, not shall his presence count for the purpose of forming a quorum at the time of any such discussion or voting, and if he does vote, his vote shall be void.</p> <p>Provided however, that nothing herein contained shall apply to:-</p> <ol style="list-style-type: none"> <li>(a) any contract of indemnity against any loss which the Directors, or any one or more of them, may suffer by reason of becoming or being sureties or a surety for the Company;</li> <li>(b) any contract or arrangement entered into or to be entered into with a public company or a private company which is a subsidiary of a public company in which the interest of the Director consists solely; <ol style="list-style-type: none"> <li>i. in his being: <ol style="list-style-type: none"> <li>(a) a director of such company; and</li> <li>(b) the holder of not more than shares of such number of value therein as is requisite to qualify him for appointment as a director, thereof, he having been nominated as director by the company, or</li> </ol> </li> <li>ii. in his being a member holding not more than two percent of its paid-up share capital.</li> </ol> </li> </ol>
<b>Director may be director of companies promoted by the Company</b>	164	<p>A Director may be or become a director of any company promoted by the Company, or in which it may be interested as a vendor, shareholder, or otherwise and no such Director shall be accountable for any benefit received as director or shareholder of such company except in so far Section 197 or Section 188 of the Companies Act, 2013 may be applicable.</p>
<b>ROTATION AND APPOINTMENT OF DIRECTORS</b>		
<b>Rotation of Directors</b>	165	<p>Not less than two third of the total number of Directors shall:</p> <ol style="list-style-type: none"> <li>(a) Be persons whose period of the office is liable to termination by retirement by rotation and</li> </ol>

		(b) Save as otherwise expressly provided in the Articles be appointed by the Company in General Meeting.
<b>Retirement of Directors</b>	166	Subject to the provisions of Articles 145 and 147, the non-retiring Directors should be appointed by the Board for such period or periods as it may in its discretion deem appropriate.
<b>Retiring Directors</b>	167	Subject to the provisions of Section 152 of the Companies Act, 2013 and Articles 143 to 154, at every Annual General Meeting of the Company, one- third or such of the Directors for the time being as are liable to retire by rotation; or if their number is not three or a multiple of three the number nearest to one-third shall retire from office. The Debenture Directors, Nominee Directors, Corporation Directors, Managing Directors if any, subject to Article 180, shall not be taken into account in determining the number of Directors to retire by rotation. In these Articles a "Retiring Director" means a Director retiring by rotation.
<b>Appointment of Technical or Executive Directors</b>	168	<p>(a) The Board of Directors shall have the right from time to time to appoint any person or persons as Technical Director or Executive Director/s and remove any such persons from time to time without assigning any reason whatsoever. A Technical Director or Executive Director shall not be required to hold any qualification shares and shall not be entitled to vote at any meeting of the Board of Directors.</p> <p>(b) Subject to the provisions of Section 161 of the Companies Act, 2013 if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.</p>
<b>Ascertainment of Directors retiring by rotation and filling of vacancies</b>	169	Subject to Section 152 of the Companies Act, 2013 the Directors retiring by rotation under Article 167 at every Annual General Meeting shall be those, who have been longest in office since their last appointment, but as between those who became Directors on the same day, those who are to retire shall in default of and subject to any agreement amongst themselves be determined by the lot.
<b>Eligibility for re-election</b>	170	A retiring Director shall be eligible for re-election and shall act as a Director throughout and till the conclusion of the Meeting at which he retires.
<b>Company to fill vacancies</b>	171	At the General Meeting, at which a Director retires as aforesaid, the Company may fill up the vacancy by appointing the retiring Director or some other person thereto.
<b>Provision in default of appointment</b>	172	<p>(a) If the place of retiring Director is not so filled up and the Meeting has not expressly resolved not to fill the vacancy, the Meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a public holiday, till the next succeeding day which is not a public holiday, at the same time and place.</p> <p>(b) If at the adjourned Meeting also, the place of the retiring Director is not filled up and the Meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned Meeting, unless:</p> <p>i. at that Meeting or the previous Meeting a resolution for the re- appointment of such Director has been put to the Meeting and lost.</p>

		<ul style="list-style-type: none"> <li>ii. the retiring Director has by a notice in writing addressed to the Company or its Board of Directors expressed his unwillingness to be re-appointed.</li> <li>iii. he is not qualified or is disqualified for appointment.</li> <li>iv. a resolution, whether Special or Ordinary is required for his appointment or re-appointment by virtue of any provisions of the Act, or</li> <li>v. section 162 of the Companies Act, 2013 is applicable to the case.</li> </ul>
<b>Company may increase or reduce the number of Directors or remove any Director</b>	173	Subject to the provisions of Section 149 and 152 of the Companies Act, 2013 the Company may by Ordinary Resolution from time to time, increase or reduce the number of Directors and may alter qualifications.
<b>Appointment of Directors to be voted individually</b>	174	<ul style="list-style-type: none"> <li>(a) No motion, at any General Meeting of the Company shall be made for the appointment of two or more persons as Directors of the Company by a single resolution unless a resolution that it shall be so made has been first agreed to by the Meeting without any vote being given against it.</li> <li>(b) A resolution moved in contravention of clause (a) hereof shall be void, whether or not objection was taken at the time of its being so moved, provided where a resolution so moved has passed no provisions or the automatic re-appointment of retiring Directors in default of another appointment as therein before provided shall apply.</li> <li>(c) For the purposes of this Article, a motion for approving a person's appointment, or for nominating a person for appointment, shall be treated as a motion for his appointment.</li> </ul>
<b>Notice of candidature for office of Directors except in certain cases</b>	175	<ol style="list-style-type: none"> <li>1) No person not being a retiring Director shall be eligible for election to the office of Director at any General Meeting unless he or some other Member intending to propose him has given at least fourteen days' notice in writing under his hand signifying his candidature for the office of a Director or the intention of such person to propose him as Director for that office as the case may be, along with a deposit of one lakh rupees or such higher amount as may be prescribed which shall be refunded to such person or, as the case may be, to such Member, if the person succeeds in getting elected as a Director or gets more than twenty-five per cent. of total valid votes cast either on show of hands or on poll on such resolution.</li> <li>2) The Company shall inform its Members of the candidature of the person for the office of Director or the intention, of a Member to propose such person as candidate for that office in such manner as may be prescribed.</li> <li>3) Every person (other than 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 Companies Act, 2013 signifying his candidature for the office of a Director) proposed as a candidate for the office a Director shall sign and file with the Company his consent in writing to act as a Director, if appointed.</li> <li>4) A person other than: <ul style="list-style-type: none"> <li>(a) a Director appointed after retirement by rotation or immediately on the expiry of his term of office, or</li> <li>(b) an Additional or Alternate Director or a person filling a casual vacancy in the office of a Director under Section 161 of the Companies Act, 2013 appointed</li> </ul> </li> </ol>

		<p>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 filled with the Registrar his consent in writing to act as such Director.</p>
<b>Disclosure by Directors of their holdings of their Shares and debentures of the Company</b>	176	<p>Every Director and every person deemed to be Director of the Company by virtue of Section 170 of the Companies Act, 2013 shall give notice to the Company of such matters relating to himself as may be necessary for the purpose of enabling the Company to comply with the provisions of that Section. Any such notice shall be given in writing and if it is not given at a meeting of the Board the person giving the notice shall take all reasonable steps to secure that it is brought up and read at the next meeting of the Board after it is given.</p>
<b>Votes of Body Corporate</b>	177	<p>A body corporate, whether a company within the meaning of the Act or not, which is a member of the Company, may by resolution of its Board of Directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the company or at any meeting of any class of members of the company and the persons so authorized shall be entitled to exercise the same rights and power (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise as if it were an individual member of the company and the production of a copy of the Minutes of such resolution certified by a director or the copy of the Minutes of such resolution certified by a Director or the Secretary of such body corporate as being a true copy of the Minutes of such resolution shall be accepted as sufficient evidence of the validity of the said representative's appointment and of his right to vote.</p>
<b>MANAGING DIRECTOR</b>		
<b>Powers to appoint Managing Director</b>	178	<p>Subject to the provisions of Section 196 and 203 of the Companies Act, 2013 the Board may, from time to time, appoint one or more Directors to be Managing Director or Managing Directors or Whole-time Directors of the Company, for a fixed term not exceeding five years as to the period for which he is or they are to hold such office, and may, from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places. The Managing Director shall perform such functions and exercise such powers as are delegated to him by the Board of Directors of the Company in accordance with the provisions of the Companies Act, 2013 and Companies Act, 1956, to the extent applicable. Subject to the provisions of Section 152 of the Companies Act, 2013 the Managing Director shall not be, while he continues to hold that office, subject to retirement by rotation.</p>
<b>Remuneration of Managing Director</b>	179	<p>Subject to the provisions of Sections 196 and 197 of the Companies Act, 2013 a Managing Director shall, in addition to any remuneration that might be payable to him as a Director of the Company under these Articles, receive such remuneration as may from time to time be approved by the Company.</p>
<b>Special position of</b>	180	<p>Subject to any contract between him and the Company, a Managing or Whole- time Director shall not, while he continues to hold that office, be subject to retirement by rotation and he shall not be reckoned as a Director for the purpose of determining</p>

<b>Managing Director</b>		the rotation of retirement of Directors or in fixing the number of Directors to retire but (subject to the provision of any contract between him and the Company), he shall be subject to the same provisions as to resignation and removal as the Directors of the Company and shall, ipso facto and immediately, cease to be a Managing Director if he ceases to hold the office of Director from any cause.
<b>Powers of Managing Director</b>	181	The Director may from time to time entrust to and confer upon a Managing Director or Whole-time Director for the time being such of the powers exercisable under these provisions by the Directors, as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions, as they think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf and from time to time, revoke, withdraw, alter, or vary all or any of such powers.
	182	The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Whole-time Director or Whole-time Directors of the Company and may exercise all the powers referred to in these Articles.
	183	Receipts signed by the Managing Director for any moneys, goods or property received in the usual course of business of the Company or for any money, goods, or property lent to or belonging to the Company shall be an official discharge on behalf of and against the Company for the money, funds or property which in such receipts shall be acknowledged to be received and the persons paying such moneys shall not be bound to see to the application or be answerable for any misapplication thereof. The Managing Director shall also have the power to sign, accept and endorse cheques on behalf of the Company.
	184	The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.
	185	Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.
<b>Appointment and powers of Manager</b>	186	The Board may, from time to time, appoint any person as Manager (under Section 2(53) of the Companies Act, 2013) to manage the affairs of the Company. The Board may from time to time entrust to and confer upon a Manager such of the powers exercisable under these Articles by the Directors, as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient.
<b>WHOLE TIME DIRECTOR</b>		
<b>Power to appoint Whole-Time</b>	187	Subject to the provisions of the Act and of these Articles, the Board may from time to time with such sanction of the Central Government as may be required by law appoint one or more of its Director/s or other person/s as Whole-Time Director or



<b>Director and/or Whole-time Directors</b>		<p>Whole-Time Directors of the Company out of the Directors/persons nominated under Article only either for a fixed term that the Board may determine or permanently for life time upon such terms and conditions as the Board may determine and thinks fit. The Board may by ordinary resolution and/or an agreement/s vest in such Whole-Time Director or Whole Time Directors such of the powers, authorities and functions hereby vested in the Board generally as it thinks fit and such powers may be made exercisable and for such period or periods and upon such conditions and subject to such restrictions as it may be determined or specified by the Board and the Board has the powers to revoke, withdraw, alter or vary all or any of such powers and/or remove or dismiss him or them and appoint another or others in his or their place or places again out of the Directors/persons nominated under Article 188 only. The Whole Time Director or Whole Time Directors will be entitled for remuneration as may be fixed and determined by the Board from time to time either by way of ordinary resolution or a Court act/s or an agreement/s under such terms not expressly prohibited by the Act.</p>
<b>To what provisions Whole time Directors shall subject</b>	188	<p>Subject to the provisions of Section 152 of the Companies Act, 2013 and these Articles, a Whole Time Director or Whole Time Directors shall not, while he/they continue to hold that office, be liable to retirement by rotation but (subject to the provisions of any contract between him/they and the Company) he/they shall be subject to the same provision as to resignation and removal as the other Directors and he/they shall ipso facto and immediately ceases or otherwise cease to hold the office of Director/s for any reason whatsoever save that if he/they shall vacate office whether by retirement, by rotation or otherwise under the provisions of the Act in any Annual General Meeting and shall be re-appointed as a Director or Directors at the same meeting he/they shall not by reason only of such vacation, cease to be a Whole Time Director or Whole Time Directors.</p>
<b>Seniority of Whole Time Director and Managing Director</b>	189	<p>If at any time the total number of Managing Directors and Whole Time Directors is more than one-third who shall retire shall be determined by and in accordance with their respective seniorities. For the purpose of this Article, the seniorities of the Whole Time Directors and Managing Directors shall be determined by the date of their respective appointments as Whole Time Directors and Managing Directors of the Company.</p>
<b>PROCEEDINGS OF THE BOARD OF DIRECTORS</b>		
<b>Meeting of Directors</b>	190	<p>The Directors may meet together as a Board for the dispatch of business from time to time, and unless the Central Government by virtue of the provisions of Section 173 of the Companies Act, 2013 allow otherwise, Directors shall so meet at least once in every three months and at least four such Meetings shall be held in every year. The Directors may adjourn and otherwise regulate their Meetings as they think fit. The provisions of this Article shall not be deemed to have been contravened merely by reason of the fact that the meeting of the Board which had been called in compliance with the terms of this Article could not be held for want of a quorum.</p>
<b>Quorum</b>	191	<p>(a) Subject to Section 174 of the Companies Act, 2013 the quorum for a meeting of the Board of Directors shall be one-third of its total strength (excluding Directors, if any, whose place may be vacant at the time and any fraction contained in that one third being rounded off as one) or two Directors whichever is higher.</p>

		<p>PROVIDED that where at any time the number of interested Directors at any meeting exceeds or is equal to two-third of the Total Strength, the number of the remaining Directors that is to say, the number of directors who are not interested present at the Meeting being not less than two shall be, the quorum during such time.</p> <p>(b) For the purpose of clause(a)</p> <p>i. "Total Strength" means total strength of the Board of Directors of the Company determined in pursuance of the Act after deducting there from number of the Directors if any, whose places may be vacant at the time, and</p> <p>ii. "Interested Directors" mean any Directors whose presence cannot by reason of any provisions in the Act count for the purpose of forming a quorum at a meeting of the Board at the time of the discussion or vote on any matter.</p>
<b>Procedure when Meeting adjourned for want of quorum</b>	192	If a meeting of the Board could not be held for want of quorum then, the Meeting shall automatically stand adjourned till the same day in the next week, at the same time and place, or if that day is a public holiday, till the next succeeding day which is not a public holiday at the same time and place, unless otherwise adjourned to a specific date, time and place.
<b>Chairman of Meeting</b>	193	The Chairman of the Board of Directors shall be the Chairman of the meetings of Directors, provided that if the Chairman of the Board of Directors is not present within five minutes after the appointed time for holding the same, meeting of the Director shall choose one of their members to be Chairman of such Meeting.
<b>Question at Board meeting how decided</b>	194	Subject to the provisions of Section 203 of the Companies Act, 2013 questions arising at any meeting of the Board 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.
<b>Powers of Board meeting</b>	195	A meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act, or the Articles for the time being of the Company which are vested in or exercisable by the Board of Directors generally.
<b>Directors may appoint Committee</b>	196	The Board of Directors may subject to the provisions of Section 179 and other relevant provisions of the Companies Act, 2013 and of these Articles delegate any of the powers other than the powers to make calls and to issue debentures to such Committee or Committees and may from time to time revoke and discharge any such Committee of the Board, either wholly or in part and either as to the persons or purposes, but every Committee of the Board so formed shall in exercise of the powers so delegated conform to any regulation(s) that may from time to time be imposed on it by the Board of Directors. All acts done by any such Committee of the Board in conformity with such regulations and in fulfillment of the purpose of their appointments, but not otherwise, shall have the like force and effect, as if done by the Board.
<b>Meeting of the Committee how to be governed</b>	197	The meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding article. Quorum for the Committee meetings shall be two.

<b>Circular resolution</b>	198	<p>(a) A resolution passed by circulation without a meeting of the Board or a Committee of the Board appointed under Article 197 shall subject to the provisions of sub-clause (b) hereof and the Act, be as valid and effectual as the resolution duly passed at a meeting of Directors or of a Committee duly called and held.</p> <p>(b) A resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation if the resolution has been circulated in draft together with necessary papers if any to all the Directors, or to all the members of the Committee, 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 addresses in India or to such other addresses outside India specified by any such Directors or members of the Committee and has been approved by such of the Directors or members of the Committee, as are then in India, or by a majority of such of them as are entitled to vote on the resolution.</p>
<b>Acts of Board or Committee valid notwithstanding defect in appointment</b>	199	<p>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 one or more of such Directors or any person acting as aforesaid; or that they or any of them were disqualified or had vacated office or that the appointment of any of them is deemed to be terminated by virtue of any provision 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; provided nothing in the 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 terminated.</p>
<b>POWERS OF THE BOARD</b>		
<b>General powers of management vested in the Board of Directors</b>	200	<p>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 regulations being not inconsistent with the aforesaid Articles, as may be prescribed by the Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.</p>
		<p>Provided that the Board shall not, except with the consent of the Company in General Meeting :-</p> <p>(a) 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 such undertaking;</p> <p>(b) remit, or give time for the repayment of, any debt due by a Director,</p> <p>(c) invest otherwise than in trust securities the amount of compensation received by the Company in respect of the compulsory acquisition or any such undertaking as is referred to in clause (a) or of any premises or properties used for any such undertaking and without which it cannot be carried on or can be carried on only with difficulty or only after a considerable time;</p>
		<p>(d) borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), will exceed the</p>

		<p>aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose;</p> <p>(e) contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employees, any amounts the aggregate of which will, in any financial year, exceed fifty thousand rupees or five per cent of its average net profits as determined in accordance with the provisions of Section 349 and 350 of the Act during the three financial years immediately preceding whichever is greater, provided that the Company in the General Meeting or the Board of Directors shall not contribute any amount to any political party or for any political purposes to any individual or body;</p> <p>i. Provided that in respect of the matter referred to in clause (d) and clause (e) such consent shall be obtained by a resolution of the Company which shall specify the total amount upto which moneys may be borrowed by the Board under clause (d) of as the case may be total amount which may be contributed to charitable or other funds in a financial year under clause(e)</p> <p>ii. Provided further that the expression “temporary loans” in clause (d) above shall mean loans repayable on demand or within six months from the date of the loan such as short term cash credit arrangements, the discounting of bills and the issue of other short term loans of a seasonal character, but does not include loans raised for the purpose of financing expenditure of a capital nature.</p>
<p><b>Certain powers to be exercised by the Board only at Meetings</b></p>	<p>201</p>	<p>1) Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at the meeting of the Board;</p> <p>the power to make calls, on shareholders in respect of money unpaid on their Shares,</p> <p>the power to issue Debentures,</p> <p>the power to borrow moneys otherwise than on Debentures,</p> <p>(a) the power to invest the funds of the Company, and</p> <p>(b) the power to make loans</p> <p>Provided that the Board may, by resolution passed at a Meeting, delegate to any Committee of Directors, the Managing Director, the Manager or any other principal officer of the Company, the powers specified in sub- clause (c),(d) and (e) to the extent specified below.</p> <p>2) Every resolution delegating the power referred to in sub-clause (1)(c) above shall specify the total amount outstanding at any one time, upto which moneys may be borrowed by the delegate.</p> <p>3) Every resolution delegating the power referred to in sub-clause (1)(d) above shall specify the total amount upto which the funds of the Company may be invested, and the nature of the investments which may be made by the delegate.</p> <p>4) Every resolution delegating the power referred to in sub-clause (1)(e) above shall specify the total amount upto which loans may be made and the maximum amount of loans which may be made for each such purpose in individual cases.</p>
<p><b>Certain powers of the Board</b></p>	<p>202</p>	<p>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, but subject to the restrictions contained</p>

in the last preceding Article, it is hereby declared that the Directors shall have the following powers, that is to say, power:

- 1) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
- 2) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 76 and 208 of the Act.
- 3) Subject to Section 292 and 297 and other provisions applicable of the Act to purchase or otherwise acquire for the Company any property, right or privileges which the Company is authorized to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.
- 4) 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 cash or in share, bonds, debentures, mortgages, or other securities of the Company, and any such Shares may be issued either as fully paid-up or with such amount credited as paid-up thereon as may be agreed upon and any such bonds, debentures, mortgages or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.
- 5) To secure the fulfillment of any contracts 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 time being or in such manner as they may think fit.
- 6) To accept from any Member, as far as may be permissible by law to a surrender of his Shares or any part thereof, on such terms and conditions as shall be agreed.
- 7) 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 purpose and to 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.
- 8) 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 either according to Indian law or according to foreign law and either in India or abroad and to observe and perform or challenge any award made there on.
- 9) To act on behalf of the Company in all matters relating to bankruptcy and insolvency, winding up and liquidation of companies.
- 10) To make and give receipts, releases and other discharges for moneys payable to the Company and for the claims and demands of the Company.
- 11) Subject to the provisions of Sections 291, 292, 295, 370, 372 and all other applicable provisions of the Act, to invest and deal with any moneys of the Company not immediately required for the purpose thereof upon such security (not being Shares of this Company), or without security and in such manner as they may think fit and from time to time vary or realise such investments. Save

	<p>as provided in Section 49 of the Act, all investments shall be made and held in the Company's own name.</p> <p>12) 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.</p>
	<p>13) To open bank account and to determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose.</p> <p>14) To distribute by way of bonus amongst the staff of the Company a Share or Shares in the profits of the Company and to give to any Director, officer or other person employed by the Company a commission on the profits of any particular business or transaction and to charge such bonus or commission as a part of the working expenses of the Company.</p> <p>15) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 293(1)(e) of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.</p> <p>16) Before recommending any dividend, to set aside out of the profits of the Company such sums as they may think proper for depreciation or to depreciation fund, or to an insurance fund, or as reserve fund or any special fund to meet contingencies or to repay redeemable preference shares or debentures or debenture stock, or for special dividends or for equalising dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purpose 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 292 of the Act, to invest several sums so set aside or so much thereof as required to be invested, upon such investments (other than 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 such part thereof for the benefit of the Company, in such a manner and for such purposes 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 or upon which the capital</p>

	<p>moneys of the Company might rightly be applied or expended; and to divide the general reserve or reserve fund into such special funds as the Board may think fit with full power to transfer the whole or any portion of 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 repayment of redeemable preference shares or 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.</p>
	<p>17) To appoint, and at their discretion, remove or suspend, such general managers, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisors, research workers, laborers, clerks, agents and servants for permanent, temporary or special services as they may from time to time think fit and to determine their powers and duties, and fix their salaries or emoluments or remuneration, and to require security in such instances and to such amount as they may think fit. And also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think and the provisions contained in the four next following sub-clauses shall be without prejudice to the general powers conferred by this sub-clause.</p> <p>18) To appoint or authorize appointment of officers, clerks and servants for permanent or temporary or special services as the Board may from time to time think fit and to determine their powers and duties and to fix their salaries and emoluments and to require securities in such instances and of such amounts as the Board may think fit and to remove or suspend any such officers, clerks and servants. Provided further that the Board may delegate matters relating to allocation of duties, functions, reporting etc. of such persons to the Managing Director or Manager.</p> <p>19) 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 person to be members of such local Boards, and to fix their remuneration or salaries or emoluments.</p> <p>20) Subject to Section 292 of the Act, from time to time and at any time to delegate to any person so appointed any of the powers, authorities and discretions for the time being vested in the Board, other than their power to make calls or to make loans or borrow money, 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 terms and subject to such conditions as the Board may think fit, and Board may at any time remove any person so appointed, and may annul or vary any such delegation.</p>
	<p>21) At any time and from time to time by Power of Attorney under the Seal of the Company, to appoint any person or person to be the Attorney or Attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and subject to the provisions of Section 292 of the Act) 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</p>

	<p>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 or indirectly by the Board and 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.</p> <p>22) Subject to Sections 294 and 297 and other applicable provisions 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 negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.</p> <p>23) From time to time to make, vary and repeal bye-laws for the regulations of the business of the Company, its officers and servants.</p> <p>24) To purchase or otherwise acquire any land, buildings, machinery, premises, hereditaments, property, effects, assets, rights, credits, royalties, business and goodwill of any joint stock company carrying on the business which the Company is authorized to carry on in any part of India.</p> <p>25) To purchase, take on lease, for any term or terms of years, or otherwise acquire any factories or any land or lands, with or without buildings and out-houses thereon, situated in any part of India, at such price or rent and under and subject to such terms and conditions as the Directors may think fit. And in any such purchase, lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.</p>
	<p>26) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as it may think proper all or any part of the buildings, machinery, goods, stores, produce and other movable property of the Company, either separately or co jointly, also to insure all or any portion of the goods, produce, machinery and other articles imported or exported-by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.</p> <p>27) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how.</p> <p>28) To sell from time to time any articles, materials, machinery, plants, stores and other articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.</p> <p>29) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.</p> <p>30) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to</p>



		<p>acquire on freehold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.</p> <p>31) To improve, manage, develop, exchange, lease, sell, resell and re- purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.</p> <p>32) To let, sell or otherwise dispose of subject to the provisions of Section 293 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.</p> <p>33) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.</p> <p>34) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.</p>
<b>MANAGEMENT</b>		
<b>Appointment of different categories of Key managerial personnel</b>	203	<p>The Company shall have the following whole-time key managerial personnel,—</p> <ol style="list-style-type: none"> <li>i. managing director, or Chief Executive Officer or manager and in their absence,</li> <li>ii. a whole-time director;</li> <li>iii. company secretary; and</li> <li>iv. Chief Financial Officer</li> </ol>
<b>Same person may be Chairperson of the Board and MD/CEO</b>	203A	<p>The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.</p>
<b>MINUTES</b>		
<b>Minutes to be made</b>	204	<ol style="list-style-type: none"> <li>1) The Company shall cause minutes of all proceedings of General Meeting and of all proceedings of every meeting of the Board of Directors or every Committee thereof within thirty days of the conclusion of every such meeting concerned by making entries thereof in books kept for that purpose with their pages consecutively numbered.</li> <li>2) Each page of every such books shall be initialed or signed and the last page of the record of proceedings of each Meeting in such books shall be dated and signed: <ol style="list-style-type: none"> <li>(a) in the case of minutes of proceedings of a meeting of Board or of a Committee there of by the Chairman of the said meeting or the Chairman of the next succeeding meeting.</li> <li>(b) in the case of minutes of proceeding of the General Meeting, by the Chairman of the said meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within that period by a Director duly authorized by the Board for the purpose.</li> </ol> </li> </ol>
<b>Minutes to be evidence of the proceeds</b>	205	<ol style="list-style-type: none"> <li>(a) The minutes of proceedings of every General Meeting and of the proceedings of every meeting of the Board or every Committee kept in accordance with the</li> </ol>

<b>Books of minutes of General Meeting to be kept</b>		<p>provisions of Section 118 of the Companies Act, 2013 shall be evidence of the proceedings recorded therein.</p> <p>(b) The books containing the aforesaid minutes shall be kept at the Registered Office of the Company and be open to the inspection of any Member without charge as provided in Section 119 and Section 120 of the Companies Act, 2013 and any Member shall be furnished with a copy of any minutes in accordance with the terms of that Section.</p>
<b>Presumptions</b>	206	Where the minutes of the proceedings of any General Meeting of the Company or of any meeting of the Board or of a Committee of Directors have been kept in accordance with the provisions of Section 118 of the Companies Act, 2013 until the contrary is proved, the meeting shall be deemed to have been duly called and held, all proceedings thereat to have been duly taken place and in particular all appointments of Directors or Liquidators made at the meeting shall be deemed to be valid.
<b>THE SECRETARY</b>		
<b>Secretary</b>	207	The Directors may from time to time appoint, and at their discretion, remove any individual, (hereinafter called “the Secretary”) to perform any functions, which by the Act are to be performed by the Secretary, and to execute any other ministerial or administrative duties, which may from time to time be assigned to the Secretary by the Directors. The Directors may also at any time appoint some person (who need not be the Secretary) to keep the registers required to be kept by the Company. The appointment of Secretary shall be made according to the provisions of the Companies Act, read with rules made thereunder.
<b>The Seal, its custody and use</b>	208	<p>(a) The Board shall provide for the safe custody of the seal.</p> <p>(b) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least one director 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.</p>
<b>DIVIDENDS AND CAPITALISATION OF RESERVES</b>		
<b>Division of profits</b>	209	<p>(a) 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 Share in the Company, dividends may be declared and paid according to the amounts of the Shares;</p> <p>(b) No amount paid or credited as paid on a Share in advance of calls shall be treated for the purpose of this Article as paid on the Shares.</p>
<b>The Company at General Meeting may declare dividend</b>	210	The Company in General Meeting may declare dividends, to be paid to Members according to their respective rights and interest in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Companies Act, 2013 but no dividends shall exceed the amount recommended by the Board of Directors. However, the Company may declare a smaller dividend than that recommended by the Board in General Meeting.
<b>Dividends out of profits only</b>	211	No dividend shall be payable except out of profits of the Company arrived at the manner provided for in Section 123 of the Companies Act, 2013.

<b>Interim Dividend</b>	212	The Board of Directors may from time to time pay to the Members such interim dividends as in their judgment the position of the Company justifies.
<b>Debts may be deducted</b>	213	(a) The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists. (b) The Board of Directors may retain the dividend payable upon Shares in respect of which any person is, under the Transmission Article, entitled to become a Member or which any person under that Article is entitled to transfer until such person shall become a Member or shall duly transfer the same.
<b>Capital paid-up in advance to carry interest, not the right to earn dividend</b>	214	Where the capital is paid in advance of the calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right to dividend or to participate in profits.
<b>Dividends in proportion to amounts paid-up</b>	215	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 provided that it shall rank for dividends as from a particular date such Share shall rank for dividend accordingly.
<b>No Member to receive dividend while indebted to the Company and the Company's right in respect thereof</b>	216	No Member shall be entitled to receive payment of any interest or dividend or bonus in respect of his Share or Shares, whilst any money may be due or owing from him to the Company in respect of such Share or Shares (or otherwise however either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend to any Member all such sums of money so due from him to the Company.
<b>Effect of transfer of Shares</b>	217	A transfer of Shares shall not pass the right to any dividend declared therein before the registration of the transfer.
<b>Dividend to joint holders</b>	218	218. Any one of several persons who are registered as joint holders of any Shares may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such Shares.
<b>Dividend how remitted</b>	219	The dividend payable in cash may be paid by cheque or warrant sent through post directly to registered address of the shareholder entitled to the payment of the dividend or in 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. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transit or for any dividend lost, to the Member or person entitled thereto by forged endorsement of any cheque or warrant or forged signature on any pay slip or receipt or the fraudulent recovery of the dividend by any other means.
<b>Notice of dividend</b>	220	Notice of the declaration of any dividend whether interim or otherwise shall be given to the registered holders of Share in the manner herein provided.

<b>Reserves</b>	221	The Directors may, before recommending or declaring any dividend set aside out of the profits of the Company such sums as they think proper as reserve or reserves, which shall, at the discretion of the Directors, be applicable for meeting contingencies or for any other purposes to which the profits of the Company may be properly applied and pending such application, may at the like discretion, either be employed in the business of the Company or be invested in such investments (other than Shares of the Company) as the Directors may from time to time think fit.
<b>Dividend to be paid within time required by law</b>	222	The Company shall pay the dividend, or send the warrant in respect thereof to the shareholders entitled to the payment of dividend, within such time as may be required by law from the date of the declaration unless:-where the dividend could not be paid by reason of the operation on any law; or where a shareholder has given directions regarding the payment of the dividend and those directions cannot be complied with; or where there is dispute regarding the right to receive the dividend; or where the dividend has been lawfully adjusted by the Company against any sum due to it from shareholder; or where for any other reason, the failure to pay the dividend or to post the warrant within the period aforesaid was not due to any default on the part of the Company.
<b>Unpaid or unclaimed dividend</b>	223	Where the Company has declared a dividend but which has not been paid or claimed within 30 days from the date of declaration, to any shareholder entitled to the payment of dividend, the Company shall within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of thirty days, to a special account to be opened by the Company in that behalf in any scheduled bank, to be called “_____ (year)Unpaid Dividend Account”. Any money transferred to the unpaid dividend account of a company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the company to the Fund known as Investor Education and Protection Fund established under section 125 of the Companies Act,2013.No unclaimed or unpaid dividend shall be forfeited by the Board.
<b>Set-off of calls against dividends</b>	224	Any General Meeting declaring a dividend may on the recommendation of the Directors make a call on the Members of such amount as the Meeting fixes but so that the call on each Member shall not exceed the dividend payable to him, and so that the call be made payable at the same time as the dividend, and the dividend may, if so arranged between the Company and the Members, be set off against the calls.
<b>Dividends in cash</b>	225	No dividends shall be payable except in cash, provided that nothing in this Article shall be deemed to prohibit the capitalisation of the profits or reserves of the Company for the purpose of issuing fully paid up bonus Shares or paying up any amount for the time being unpaid on any Shares held by Members of the Company.
<b>Capitalisation</b>	226	1) The Company in General Meeting may, upon the recommendation of the Board, resolve: (a) That is desirable to capitalise any part of the amount for the time being standing to the credit 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 amongst the Members who would have been entitled thereto, if distributed by way of dividend and in the same proportion.

		<p>2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in clause (3) either in or towards;</p> <p>(a) paying up any amount for the time being unpaid on any Shares held by such Members respectively, or</p> <p>(b) paying up in full unissued Shares of the Company to be allocated and distributed, credited as fully paid up, to and amongst Members in the proportion aforesaid, or</p> <p>(c) partly in the way specified in sub clause (a) and partly in that specified in sub-clause(b)</p> <p>3) A security premium account and capital redemption reserve account may, for the purpose of this Article, only be applied in the paying up of un issued Shares to be issued to Members of the Company as fully paid bonus shares.</p>
<b>Board to give effect</b>	227	The Board shall give effect to the resolution passed by the Company in pursuance of above Article.
<b>Fractional certificates</b>	228	<p>1) Whenever such a resolution as aforesaid shall have been passed, the Board shall;</p> <p>a. make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid Shares and</p> <p>b. Generally do all acts and things required to give effect thereto.</p> <p>2) The Board shall have full power:</p> <p>a. to make such provision by the issue of fractional cash certificate or by payment in cash or otherwise as it thinks fit, in the case of Shares becoming distributable in fractions, also</p> <p>b. to authorize any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further Shares to which they may be entitled upon such capitalization or (as the case may require) for the payment by the Company on their behalf by the application thereof of the respective proportions of the profits resolved to be capitalized of the amounts remaining unpaid on their existing Shares.</p> <p>3) Any agreement made under such authority shall be effective and binding on all such Members.</p> <p>4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any question or difficulties that may arise in regard to any issue including distribution of new Shares and fractional certificates as they think fit.</p>
<b>ACCOUNTS</b>		
<b>Books to be kept</b>	229	<p>1) The Company shall keep at its Registered Office proper books of account as would give a true and fair view of the state of affairs of the Company or its transactions with respect to:</p> <p>a. all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place</p> <p>b. all sales and purchases of goods by the company</p> <p>c. the assets and liabilities of the Company and</p> <p>d. if so required by the Central Government, such particulars relating to utilisation of material or labour or to other items of cost as may be prescribed by the Government</p>

		<p>Provided that all or any of the books of account aforesaid may be kept at such other place in India as the Board of Directors may decide and when the Board of Directors so decides the Company shall within seven days of the decision file with the Registrar a notice in writing giving the full address of that other place.</p> <p>2) Where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with the provisions of clause if proper books of account relating to the transaction effected at the branch are kept at that office and proper summarised returns, made upto date at intervals of not more than three months, are sent by the branch office to the Company at its Registered Office or the other place referred to in sub-clause(1). The books of accounts and other books and papers shall be open to inspection by any Director during business hours.</p>
<b>Inspection by Members</b>	230	No Members (not being a Director) shall have any right of inspecting any account books or documents of the Company except as allowed by law or authorized by the Board.
<b>Statements of accounts to be furnished to General Meeting</b>	231	The Board of Directors shall from time to time in accordance with Sections 129, 133, and 134 of the Companies Act, 2013, cause to be prepared and laid before each Annual General Meeting a profit and loss account for the financial year of the Company and a balance sheet made up as at the end of the financial year which shall be a date which shall not precede the day of the Meeting by more than six months or such extended period as shall have been granted by the Registrar under the provisions of the Act.
<b>Right of Members or others to copies of balance sheet and Auditors' report and statement under Section 136</b>	232	<p>1) The Company shall comply with the requirements of Section 136 of the Companies Act, 2013.</p> <p>2) The copies of every balance sheet including the Profit &amp; Loss Account, the Auditors' Report and every other document required to be laid before the Company in General Meeting shall be made available for inspection at the Registered Office of the Company during working hours for a period of 21 days before the Annual General Meeting.</p> <p>3) A statement containing the salient features of such documents in the prescribed form or copies of the documents aforesaid, as the Company may deem fit will be sent to every Member of the Company and to every trustee of the holders of any Debentures issued by the Company not less than 21 days before the date of the Meeting.</p>
<b>Accounts to be audited</b>	233	Once at least in every year the accounts of the Company shall be examined, balanced and audited and the correctness of the profit and loss Account and the balance sheet ascertained by one or more Auditor or Auditors.
<b>Appointment of Auditors</b>	234	<p>1) Auditors shall be appointed and their qualifications, rights and duties regulated in accordance with Section 139 to 146 of the Companies Act, 2013.</p> <p>2) The Company shall at each Annual General Meeting appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting. The company shall place the matter relating to such appointment for ratification by members at every annual general meeting. The company shall also 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.</p>

		<p>3) The company or shall not appoint or re-appoint-</p> <ul style="list-style-type: none"> <li>(a) an individual as auditor for more than one term of five consecutive years; and</li> <li>(b) an audit firm as auditor for more than two terms of five consecutive years:</li> </ul> <p>Provided that—</p> <ul style="list-style-type: none"> <li>i. an individual auditor who has completed his term under clause (a) shall not be eligible for re-appointment as auditor in the same company for five years from the completion of his term;</li> <li>ii. an audit firm which has completed its term under clause (b), shall not be eligible for re-appointment as auditor in the same company for five years from the completion of such term:</li> </ul> <p>4) Subject to the provisions of Clause (1) and the rules made thereunder, a retiring auditor may be re-appointed at an annual general meeting, if—</p> <ul style="list-style-type: none"> <li>(a) he is not disqualified for re-appointment;</li> <li>(b) he has not given the company a notice in writing of his unwillingness to be re-appointed; and</li> <li>(c) a special resolution has not been passed at that meeting appointing some other auditor or providing expressly that he shall not be re-appointed.</li> </ul> <p>5) Where at any annual general meeting, no auditor is appointed or re-appointed, the existing auditor shall continue to be the auditor of the company.</p> <p>6) Any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days, but if such casual vacancy is as a result of the resignation of an auditor, such appointment shall also be approved by the company at a general meeting convened within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting.</p> <p>7) Special notice shall be required for a resolution at an annual general meeting appointing as auditor a person other than a retiring auditor, or providing expressly that a retiring auditor shall not be re-appointed, except where the retiring auditor has completed a consecutive tenure of five years or, as the case may be, ten years, as provided under Clause(3).</p>
<p><b>Accounts when audited and approved to be conclusive except as to errors discovered within 3 months</b></p>	<p>235</p>	<p>Every account when audited and approved by a General Meeting shall be conclusive except as regards any errors discovered therein within the next three months after the approval thereof. Whenever any such error is discovered within that period, the account shall be corrected, and amendments effected by the Directors in pursuance of this Article shall be placed before the Members in General Meeting for their consideration and approval and, on such approval, shall be conclusive.</p>
<p><b>DOCUMENTS AND NOTICES</b></p>		
<p><b>To whom documents must be served or given</b></p>	<p>236</p>	<p>Document or notice of every Meeting shall be served or given 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 or Auditors for the time being of the Company</p>

<b>Members bound by documents or notices served on or given to previous holders</b>	237	Every person, who 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 Share, which prior to his name and address being entered in the Register of Members shall have been duly served on or given to the person from whom he derived, his title to such Share.
<b>Service of documents on the Company</b>	238	A document may be served on the Company or an officer thereof by sending it to the Company or officer at the Registered Office of the Company by post under a certificate of posting or by registered post or by leaving it at its Registered Office.
<b>Authentication of documents and proceedings</b>	239	Save as otherwise expressly provided in the Act, a document or proceedings requiring authentication by the Company may be signed by a Director, the Managing Director, or the Secretary or other authorized officer of the Company and need not be under the Seal of the Company.

### **REGISTERS AND DOCUMENTS**

<b>Registers and documents to be maintained by the Company</b>	240	<p>The Company shall keep and maintain registers, books and documents required by the Act or these Articles, including the following:</p> <ul style="list-style-type: none"> <li>(a) Register of investments made by the Company but not held in its own name, as required by Section 187 of the Companies Act, 2013</li> <li>(b) Register of mortgages and charges as required by Section 85 of the Companies Act, 2013 and copies of instruments creating any charge requiring registration according to Section 85 of the Companies Act, 2013.</li> <li>(c) Register and index of Members and debenture holders as required by Section 88 of the Companies Act, 2013.</li> <li>(d) Foreign register, if so thought fit, as required by Section 88 of the Companies Act, 2013.</li> <li>(e) Register of contracts, with companies and firms in which Directors are interested as required by Section 189 of the Companies Act, 2013.</li> <li>(f) Register of Directors and Secretaries etc. as required by Section 170 of the Companies Act, 2013.</li> <li>(g) Register as to holdings by Directors of Shares and/or Debentures in the Company as required by Section 170 of the Companies Act, 2013.</li> <li>(h) Register of investments made by the Company in Shares and Debentures of the bodies corporate in the same group as required by Section 186 of the Companies Act, 2013.</li> <li>(i) Copies of annual returns prepared under Section 92 of the Companies Act, 2013 together with the copies of certificates and documents required to be annexed thereto under Section 92 of the Companies Act, 2013.</li> </ul>
<b>Inspection of Registers</b>	241	The registers mentioned in clauses (f) and (i) of the foregoing Article and the minutes of all proceedings of General Meetings shall be open to inspection and extracts may be taken therefrom and copies thereof may be required by any Member of the Company in the same manner to the same extent and on payment of the same fees as in the case of the Register of Members of the Company provided for in clause (c) thereof. Copies of entries in the registers mentioned in the foregoing article shall be furnished to the persons entitled to



		the same on such days and during such business hours as may be consistent with the provisions of the Act in that behalf as determined by the Company in General Meeting.
<b>WINDING UP</b>		
<b>Distribution of assets</b>	242	242.If the Company shall be wound up, and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in the proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up, on the Shares held by them respectively, and if in the winding up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the Members in proportion to the capital at the commencement of the winding up, paid up or which ought to have been paid up on the Shares held by them respectively. But this Article is to be without prejudice to the rights of the holders of Shares issued upon special terms and conditions.
<b>Distribution in specie or kind</b>	243	<p>(a) If the Company shall be wound up, whether voluntarily or otherwise, the Liquidator may, with the sanction of a Special Resolution, divide amongst the contributories in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the liquidator, with the like sanction, shall think fit.</p> <p>(b) If thought expedient any such division may subject to the provisions of the Act be otherwise than in accordance with the legal rights of the contributions (except where unalterably fixed by the Memorandum of Association and in particular any class may be given preferential or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributories, shall be determined on any contributory who would be prejudicial thereby shall have a right to dissent and ancillary rights as if such determination were a Special Resolution passed pursuant to Section 494 of the Act.</p> <p>(c) In case any Shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled under such division to any of the said Shares may within ten days after the passing of the Special Resolution by notice in writing direct the Liquidator to sell his proportion and pay him the net proceeds and the Liquidator shall, if practicable act accordingly.</p>
<b>Right of shareholders in case of sale</b>	244	A Special Resolution sanctioning a sale to any other Company duly passed pursuant to Section 319 of the Companies Act, 2013 may subject to the provisions of the Act in like manner as aforesaid determine that any Shares or other consideration receivable by the liquidator be distributed against the Members otherwise than in accordance with their existing rights and any such determination shall be binding upon all the Members subject to the rights of dissent and consequential rights conferred by the said sanction.
<b>Directors and others right to indemnity</b>	245	Every Director or officer, or servant of the Company or any person (whether an officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors, out of the funds of the Company to pay all costs, charges, losses and damages which any such person may incur or become liable to pay by reason of any contract

		entered into or any act, deed, matter or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act, neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions against all liabilities incurred by him as such Director, officer or Auditor or other office of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favour, or in which he is acquitted or in connection with any application under Section 463 of the Companies Act, 2013 in which relief is granted to him by the Court.
<b>Director, officer not responsible for acts of others</b>	246	Subject to the provisions of Section 201 of the Act, no Director, Auditor or other officer of the Company shall be liable for the acts, receipts, neglects, or defaults of any other Director or officer or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of the title to any property acquired by order of the Directors for and on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested for any loss or damages arising from the insolvency or tortuous act of any person, firm or Company to or with whom any moneys, securities or effects shall be entrusted or deposited or any loss occasioned by any error of judgment, omission, default or oversight on his part of for any other loss, damage, or misfortune whatever shall happen in relation to execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.
<b>SECRECY CLAUSE</b>		
<b>Secrecy Clause</b>	247	Every Director/Manager, Auditor, treasurer, trustee, member of a committee, officer, servant, agent, accountant or any other person-employed in the business of the Company shall, if so required by the Director, before entering upon his duties, sign a declaration pledging himself, to observe a strict secrecy respecting all transactions and affairs of the Company with the Company customers and the state of the accounts with individuals and in matter thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in discharge of his duties except when required to do so by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.
<b>No Member to enter the premises of the Company without permission</b>	248	No Member or other person (not being a Director) shall be entitled to visit or inspect any property or premises of the Company without the permission of the Board of Directors or Managing Director, or to inquire discovery of or any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter which relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be in expedient in the interest of the Company to disclose.
<b>GENERAL</b>		
<b>General Power</b>	249	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

		<p>the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.</p>
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## **SECTION X- OTHER INFORMATION**

### **MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

*The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Prospectus to be delivered to the RoC for filing and the documents for inspection referred to hereunder, may be inspected at the Registered office: C-13, Ground Floor, Panchsheel Enclave, Delhi - 110017, India from the date of filing of Red Herring Prospectus/ Prospectus with RoC to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.*

#### **MATERIAL CONTRACTS**

1. Issue Agreement/ Memorandum of Understanding dated May 15, 2023 between our company and the Book Running Lead Manager.
2. Agreement dated May 15, 2023 between our company and the Registrar to the Issue.
3. Public Issue Agreement dated June 29, 2023 among our Company, the Book Running Lead Manager, The Banker to the Issue/Public Issue Bank/Sponsor Bank, and the Registrar to the Issue.
4. Underwriting Agreement dated June 29, 2023 between our company and the Underwriters.
5. Market making Agreement dated June 29, 2023 between our company, the Book Running Lead Manager and the Market Maker.
6. Agreement among NSDL, our company and the registrar to the issue dated March 20, 2023.
7. Agreement among CDSL, our company and the registrar to the issue dated March 17, 2023.

#### **MATERIAL DOCUMENTS FOR THE ISSUE**

1. Certified true copy of Certificate of Incorporation, the Memorandum of Association and Articles of Association of our Company, as amended.
2. Resolutions of the Board of Directors dated May 12, 2023 in relation to the Issue and other related matters.
3. Shareholders' resolution dated May 15, 2023 in relation to the Issue and other related matters.
4. Consents of Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors, the Book Running Lead Manager, Registrar to the Issue, Peer review Auditor, Legal Advisor and Market Maker to act in their respective capacities.
5. Peer Review Auditors Report dated May 15, 2023 on Restated Financial Statements of our Company for the years ended March 31, 2023, 2022 and 2021.
6. The Report dated May 15, 2023 from the Peer Reviewed Auditors of our Company, confirming the Statement of Possible Tax Benefits available to our Company and its Shareholders as disclosed in this Prospectus.
7. The Report dated May 15, 2023 by Legal Advisor to the Company confirming status of Outstanding Litigation and Material Development.
8. Copy of approval from NSE Emerge vide letter dated July 27, 2023 to use the name of NSE in this offer document for listing of Equity Shares on Emerge Platform of NSE.
9. Due diligence certificate submitted to SEBI dated July 18, 2023 from Book Running Lead Manager to the Issue.
10. Auditor Certificate issued by M/s GAMS & Associates, for Key Performance Indicators dated May 15, 2023.

*Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.*

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## SECTION XI - DECLARATION

We, hereby declare that, all the relevant provisions of Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities Exchange Board of India Act, 1992, as the case may be, have been complied with no statement made in the Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/guidelines issued, as the case may be. We further certify that all the statements made in this Prospectus are true and correct.

<b>Signed by the Directors of our Company</b>				
<b>S. N.</b>	<b>Name</b>	<b>Category</b>	<b>Designation</b>	<b>Signature</b>
1.	Mr. Chirag Sharma	Executive	Managing Director	Sd/-
2.	Ms. Shashi Bala	Executive	Executive Director	Sd/-
3.	Mr. Raminder Kumar Verma	Non-Executive	Director	Sd/-
4.	Mr. Rajiv Ahuja	Non-Executive	Independent Director	Sd/-
5.	Mr. Satendra Singh	Non-Executive	Independent Director	Sd/-
<b>Signed by the Chief Financial Officer and Company Secretary of our Company</b>				
6.	Ms. Ayushi Gupta	Full-time	Company Secretary	Sd/-
7.	Mr. Arun Kumar	Full-time	Chief Financial Officer	Sd/-

**Place: Delhi**

**Date: July 18, 2023**